

B S R & Co. LLP

Chartered Accountants

Building No.10, 8th Floor, Tower-B
DLF Cyber City, Phase - II
Gurgaon - 122 002, India

Telephone: + 91 124 2358 610
Fax: + 91 124 2358 613

The Board of Directors
DCM Limited
Vikrant Tower, 4, Rajendra Place,
New Delhi - 110008

Independent Auditor's Certificate on the proposed accounting treatment

This Certificate is issued in accordance with the terms of our agreement dated 10 March 2017.

We, the statutory auditors of DCM Limited (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 15 of the Scheme of Arrangement between DCM Limited ('the Demerged Company'), DCM Nouvelle Limited ('the Resulting Company') and their respective shareholders and creditors in ('the Scheme') in terms of the provisions of sections 230 to 232 read with section 66 and the applicable provisions of the Companies Act, 2013 ('the Act'), with reference to its compliance with the Accounting Standards as specified in section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The Scheme was approved by the Board of Directors of the Company in its meeting held on 15 October 2016.

Management's Responsibility

The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved.

Auditor's Responsibility

Our responsibility is only to examine and report whether the accounting treatment prescribed in the Scheme complies with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and the applicable Accounting Standards and other generally accepted accounting principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.

We conducted our examination of the proposed accounting treatment in accordance with the "Guidance Note on Reports or Certificates for Special Purposes" ("the Guidance Note") issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

CERTIFIED TRUE COPY

For DCM LIMITED

Company Secretary

B S R & Co. (a partnership firm with Registration No. BA61223) converted into B S R & Co. LLP (a Limited Liability Partnership with LLP Registration No. AAB-8181) with effect from October 14, 2013

Registered Office:
5th Floor, Lodha Excelus
Apollo Mills Compound
N.M. Joshi Marg, Mahalekshmi
Mumbai - 400 011

B S R & Co. LLP

We have complied with the relevant applicable requirements of Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and other Assurance and Related Services Engagement. Further, our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid scheme.

Opinion

Based on our examination and according to the information and explanations given to us, in our opinion, the accounting treatment specified in clause 15 of the Scheme, attached herewith and stamped by us for identification, is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and all the applicable accounting standards notified by the Central Government under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other generally accepted accounting principles, as applicable.


The above mentioned accounting treatment is in accordance with the applicable accounting standards as on the date of approval of the Scheme by the respective Board of Directors of DCM Limited and DCM Nouvelle Limited, subject to approval by the regulatory authorities.

Restriction on Use

This Certificate is provided to the Board of Directors of the Company for onward submission to the National Company Law Tribunal and other regulatory authorities including Securities and Exchange Board of India, Stock Exchanges(s) and Regional Director, Ministry of Corporate Affairs, in relation to the Scheme. This Certificate should not be used by any other person or for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

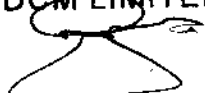
For BSR & Co. LLP
Chartered Accountants
ICAI Firm Registration No.: 101248W/W-100022


Kaushal Kishore
Partner
Membership No.: 090075


Place: Gurgaon
Date: 15 March 2017

CERTIFIED TRUE COPY

For DCM LIMITED


Company Secretary

DCM
LIMITED

Relevant extract of the Scheme of Arrangement between DCM Limited ("the Demerged Company"), DCM Nouvelle Limited ("the Resulting Company") and their respective shareholders and creditors

I. DEFINITIONS

"Demerged Company" or "DCM Ltd" means DCM Limited, a company incorporated in Delhi on March 26, 1889 under the provisions of the Indian Companies Act, 1882. The Corporate Identity Number of DCM Ltd is L74899DL1889PLC000004.

"Resulting Company" means DCM Nouvelle Limited, a company which is incorporated as a public company with its registered office in Delhi under the provisions of Companies Act, 2013. The Corporate Identity Number of DCM Nouvelle is U17309DL2016PLC307204.

15 ACCOUNTING TREATMENT

15.1 Accounting treatment in the books of the Demerged Company

15.1.1 Upon the Scheme becoming effective, the book value of assets and liabilities related to the Demerged Undertaking, as appearing in the books of account of the Demerged Company and transferred to the Resulting Company, shall be reduced from the corresponding balances of the assets and liabilities of the Demerged Company.

15.1.2 Entire investment made by the Demerged Company in the equity share capital of the Resulting Company as on the Effective Date, shall stand cancelled.

15.1.3 The excess of the book value of assets over the book value of liabilities of the Demerged Undertaking, after considering the cancellation of investment in the Resulting Company as above and after adjusting the calls in arrears, shall be adjusted to the following reserves on a proportionate basis -

- a) Securities Premium Account;
- b) Surplus (profit and loss balance).

15.1.4 It is clarified that the reduction to the Securities Premium account in the above clause shall be effected as an integral part of the Scheme in accordance with Sections 100 to 103 of the Companies Act, 1956 and/ or applicable provisions of the Companies Act, 2013 and without having to follow the procedure prescribed under the said sections separately. The order of the High Court sanctioning the Scheme shall also be deemed to be the order confirming the reduction to the Securities Premium Account.

15.1.5 The accounting treatment provided hereinabove is in accordance with the applicable accounting standards as on the date of approval of the Scheme by the Board of Directors of Demerged Company and Resulting Company and shall be followed as such or in such other manner as the regulatory authorities may approve.

Registered Office :

Vikram Tower, 4, Rajendra Place, New Delhi-110008

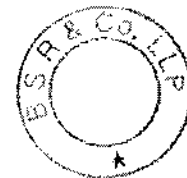
Phone : (011) 25719967 Fax : (011) 25765214

CIN: L74899DL1889PLC000004 Website: www.dcm.in E-mail: demhd@dcm.in

CERTIFIED TRUE COPY

For DCM LIMITED

Company Secretary



15.2 Accounting treatment in the books of the Resulting Company

- 15.2.1 The assets and liabilities of the Demerged Undertaking shall be transferred to the Resulting Company at their values as appearing in the books of account of the Demerged Company at the close of business of the day immediately preceding the Appointed Date. In determining the value of the assets referred to hereinabove, any change in value of assets consequent to their revaluation shall be ignored in terms of Section 2(19AA) of the Income-tax Act, 1961.
- 15.2.2 The Equity Share capital of the resulting company to the extent held by Demerged Company as on the effective date shall stand cancelled.

15.2.3 The difference between the book value of assets and book value of liabilities so recorded in the books of account of the Resulting Company, as reduced by aggregate sum of the paid-up value of the New Shares issued in terms of clause 13 and after giving effect to clause 15.2.2 of the Scheme, shall be recorded against the following reserves in the proportion in which the said reserves shall be adjusted in the books of the Demerged Company in accordance with clause 15.1.3 above -

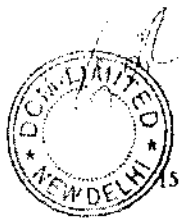
- a) Securities Premium Account;
- b) Surplus (profit and loss balance);

15.2.4 To the extent that there are inter-corporate loans or balances between the Demerged Undertaking and the Resulting Company, the obligations in respect thereof shall come to an end and corresponding effect shall be given in the books of account and records of the Resulting Company for the increase or reduction of any assets or liabilities, as the case may be.

15.2.5 The Resulting Company shall record in its books of accounts, all transactions relating to the Demerged Undertaking of Demerged Company, in respect of assets, liabilities, income and expenses, from the Appointed Date to the Effective Date.

15.2.6 The aggregate face value of the New Shares issued by the Resulting Company to the shareholders of the Demerged Company shall stand credited to the share capital of the Resulting Company in its books of accounts.


15.2.7 The cancellation of existing shareholding of the Demerged Company in the Resulting Company and utilization of securities premium account of the Resulting Company, if any, shall be effected as an integral part of this Scheme in accordance with Sections 100 to 103 of the Companies Act, 1956 and/ or the applicable provisions of Companies Act, 2013 and without having to follow the procedure under the said sections separately. The order of the High Court sanctioning the Scheme shall also be deemed to be an order confirming the reduction.

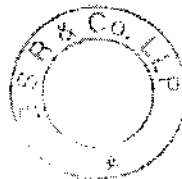


15.2.8 The accounting treatment provided hereinabove is in accordance with the applicable accounting standards as on the date of approval of the Scheme by the Board of Directors of

CERTIFIED TRUE COPY

For DCM LIMITED


Company Secretary



Demerged Company and Resulting Company and shall be followed as such or in such other manner as the regulatory authorities may approve.

For DCM LIMITED
[Handwritten Signature]
Chairman & Managing Director



CERTIFIED TRUE COPY

For DCM LIMITED
[Handwritten Signature]
Company Secretary