DCM Finance & Leasing Limited

DIRECTORS' REPORT

Dear Members

Your Directors have pleasure in presenting this 25th Annual Report together with the Audited Financial Statements of your Company for the year ended March 31, 2015.

COMPANY'S AFFAIRS

The main object of the Company inter-alia provides to invest, acquire, buy, hold, Sell, transfer, hypothecate, deal in and dispose of properties of all kinds and descriptions moveable or immovable and in any shares, stocks, bonds, debentures etc. The Company has not carried any business during the financial year 2014-15.

FINANCIAL HIGHLIGHTS

The profit before tax of the Company for the current financial year is Rs. 52,137/-(Rs. Fifty Two Thousand One Hundred and Thirty Seven only) and after taking into account income tax of Rs. 25,842/- (Rs. Twenty Five Thousand Eight Hundred and Forty Two only), the net profit for the current Financial Year is Rs. 26,295/-(Rs. Twenty Six Thousand Two Hundred and Ninety Five only).

TRANSFER TO RESERVES

No amount is proposed to be transferred to reserves for the financial year ended March 31, 2015.

DIVIDEND

No Dividend has been recommended for the financial year ended March 31, 2015.

MATERIAL CHANGES AND COMMITMENTS

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.

SUBSIDIARY OR JOINT VENTURE OR ASSOCIATE COMPANIES

The Company has no subsidiary or joint venture or associate company therefore disclosures in this regard are not provided in this Report.

For DCM Finance & Leasing I to

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FOR DCM Finance & Leasing Ltd

Authorised Signatory

Regd. Office: 606, 6th Floor, Vikraut Tower, 4, Rajendra Place, New Delhi – 110008 CIN: U74899DL1990PLC041440 E-mail id: dcmfinlease@gmail.com Phone No.: 011 – 41539140 Fax: 011 – 25765214

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Anil Mehta retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment as Director of the Company. His re-appointment is placed before the shareholders of the Company at the ensuing Annual General Meeting.

Provisions of the Companies Act, 2013 in respect of Independent Directors & Key Managerial Personnel ('KMP') are not applicable to the Company, hence disclosures in this regard are not provided in this Report.

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 annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) the directors had selected such accounting policies and applied them consistently and made judgements 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;
- (iii) That 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;
- (iv) That the directors had prepared the annual accounts on a going concern basis; and
- (v) 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.

NUMBER OF BOARD MEETINGS

5 (Five) meetings of the Board of Directors of your Company were held during the year under review.

INTERNAL FINANCIAL CONTROL

The Company has adequate internal control system in place to ensure proper recording of financial and operational information and regulatory/statutory compliances.

For DCM Finance & Leasing Ltd

Authorised Signatory/Director

For DCM Finance & Leasing Ltd

Authorised Signatory/Director

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STATUTORY AUDITORS'

The Statutory Auditors of the Company, M/s Grewal & Singh, Chartered Accountants (Registration No. 012322N), were appointed as Auditors of the Company from the conclusion of 24th Annual General Meeting (AGM) till the conclusion of 29th Annual General Meeting of the Company, subject to ratification of their appointment by the members at every AGM.

The Auditors of the Company, M/s Grewal & Singh, Chartered Accountants (Registration No. 012322N), have confirmed their eligibility and willingness to act as statutory auditors, if their appointment as such is ratified by members of the Company. Accordingly, a resolution for ratification of their appointment as Statutory Auditors of the Company has been included in the Notice of forthcoming Annual General Meeting of the Company.

DIRECTORS' VIEW ON AUDITORS' REPORT

The Auditors' observations in their Report and the relevant notes to the accounts are self-explanatory.

FIXED DEPOSITS

Your Company has not accepted any deposit from the public, and as such, there are no outstanding in terms of Companies (Acceptance of Deposit) Rules, 2014.

RISK MANAGEMENT

In order to manage & control financial & accounting risk, regulatory and operational risk, the Company has adequate risk management process in place.

AUDIT COMMITTEE AND VIGIL MECHANISM

The provisions of Section 177 of the Companies Act, 2013 and Rules issued thereunder in respect of constitution of Audit Committee and establishment of Vigil Mechanism are not applicable to the Company, hence disclosures in this regard are not provided in this Report.

CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 of the Companies Act, 2013 and Rules issued thereunder in respect of constitution of Corporate Social Responsibility Committee and making contribution towards Corporate Social Responsibility activities are not applicable to the Company, hence disclosures in this regard are not provided in this Report.

For DCM Finance & Leasing Ltd

Companied Signatory/Director

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Auchorised Signatory/Director

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

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

There was no foreign exchange inflow or Outflow during the year under review.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

During the year under review, there were no employees in the company drawing remuneration of Rs. 5 lakh or more and Rs. 60 lakh or more rupees throughout the financial year. Therefore the disclosures in this regard are not provided in this Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS U/S 186

The Company has not made any loan, investment or provided any guarantee or security as specified under Section 186 of the Companies Act, 2013, during the year under review.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188

The particulars of contracts / arrangements / transactions entered into by the Company during the financial year with related parties are as per Form AOC-2 enclosed as Annexure - II, and forms part of this Report. Your directors also draw attention of members to Note 1B (1) to the 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- III and forms part of this Report.

SECRETARIAL AUDIT

The provisions of Section 204 of the Companies Act, 2013 and Rules issued thereunder in respect of appointment of Secretarial Auditor and enclosing Secretarial Audit Report with this report is not applicable to the Company.

For DCM Finance & Leasing Ltd.

authorized Signatory/Director

For DCM Finance & Leasing Ltd

DISCLOSURE REQUIREMENTS

- 1. Provisions of Companies Act, 2013 in respect of formulation of remuneration policy for appointment of Directors & Key Managerial Personnel ('KMP') etc and paying remuneration are not applicable to the Company, hence disclosures in this regard are not provided in 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.

ACKNOWLEDGEMENTS

The Directors wish to acknowledge and thanks the Statutory Authorities and all regularity bodies for their continued support and guidance. The Directors thanks the shareholders, business associates and Banks for the faith reposed in the Company and its management.

On Behalf of the Board For DCM Finance & Leasing Limited

Dated: 15.05.2015

Place: New Delhi

Krishan Gopal Gupta DIRECTOR

Sup

Pawan Kumar Gupta DIRECTOR 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: NIL
 - (i) the steps taken or impact on conservation of energy: NIL
 - (ii) the steps taken by the company for utilizing alternate sources of energy:
 - (iii) the capital investment on energy conservation equipments: NIL
- (B) Technology absorption-
 - (i) the efforts made towards technology absorption: NIL
 - (ii) the benefits derived like product improvement, cost reduction, product development or import substitution: NIL
 - (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year): 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: NIL

On Behalf of the Board For DCM Finance & Leasing Limited

Dated: 15.05.2015

Place: New Delhi

Krishan Gopal Gupta DIRECTOR Pawan Kumar Gupta

DIRECTOR

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 contract or transactions' is taken as per clause 49 of the listing agreement with stock exchanges

On Behalf of the Board For DCM Finance & Leasing Limited

Dated: 15.05.2015

Place: New Delhi

Krishan Gopal Gupta

DIRECTOR

Pawan Kumar Gupta

Ducubit

DIRECTOR

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]

REGISTERATION AND OTHER DETAILS

CIN	:	U74899DL1990PLC041440
Registration Date	:	10/09/1990
Name of the Company	:	DCM FINANCE AND LEASING LIMITED
Category / Sub - Category of the Company	:	Company limited by shares/ Indian Non-Government Company
Address of the Registered office and Contact details	:	606, 6th Floor, Vikrant Tower, 4, Rajendra Place, New Delhi - 110008
Whether Listed Company Yes / No	:	No
Name, Address and Contact Details of Registrar and Transfer Agents	:	NA

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
	N.A.	N.A.	N.A.

^{*} 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 Limited	L74899DL1889PLC000004	Holding Company	100	2(46)

For DCM Finance & Leaving Ltd.

Authorised Signatory/Director

For DCM Finance & Leasing Ltd Pugnet Signatory/Director

[#] Income of the Company represents interest on the deposits. The Company has not carried any other business during the year. Hence, disclosures in this regard are not provided in this report.

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

i) Category-wise Share Holding

ı) Cate	Bora-mise 3	share Holding	<u> </u>						
Category of Shareholders		o. of Shares				No. of Shares			% change during the year
···	Demat Physic		Total	% of total	Demat	Physical Physical	Total	% of total	, uu
		•		shares				shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	0	0	0	0	0	0	0	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.	0	49996	49996	100	0	49996	49996	100	0.00
e) Banks / Fl	0	0	0	o	· 0	0	0	0	0.00
f) Any Other	0	0	0	0	0	0	0	0	0.00
Sub-total (A) (1):-	0	49996	49996	100	0	49996	49 9 96	100	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	o	0	0	0.00
d) Banks / Fl	0	0	0	0	0	0	0	0	0.00
e) Any Other	0	0	0	0	0	o	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)	0	49996	49996	100	0	49996	49996	100	0.00
B. Public Shareholding			<u>, </u>		**************************************				0.00
1. Institutions									0.00
a) Mutual Funds	0	o	0	0	0	0	0	0	0.00
b) Banks/ Fl	0	0	0	0	0	0	0	0	0.00
c) Central Govt	0	0	0	0	0	o	0	0	0.00

For DCM Finance & Leasing Ltd

Authorised Signatory/Director

For DCM Finance & Leasing I td

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	0	0	0	0	0	0	0	0	0.00
g) Flis	0	0	0	0	0	0	0	0	0.00
h) Foreign		•							
Venture Capital	•	•	•		•		•		0.00
Funds i) others	0	0	0	0	0	0	0	0	0.00
(specify)	0	0	0	o	0	o	0	0	0.00
Sub-Total (B)									
(1):-	0	0	0	O	0	0	0	0	0.00
2. Non -									
Institutions		·							0.00
a) Bodies Corp.									0.00
i) Indian	0	0	0	0	0	0	0	0	0.00
ii) Overseas	0	0	0	0	0	0	0	0	0.00
b) Individuals									0.00
i) Individual									
Shareholders									
holding nominal									
share capital								<u> </u>	
upto Rs. 1 Lakh	0	4	4	0	0	4	4	0	0.00
ii) Individual							•		
Shareholders									
holding nominal						·		:	
Share capital in	·	·							
excess of Rs. 1	0	0	0	0	0	o	0	0	0.00
Lakh	U	U	0	U	<u> </u>	0			0.00
c) Others	* * * * * * * * * * * * * * * * * * * *								
c-i) Trust and								-	
Foundation	0	0	0	0	0	0	0	0	0.00
-c-ii) Non									
Resident					,				
Individual	0	0	0	0	. 0	0	0	0	0.00
Sub -total			A		_	_		0	0.00
(B)(2):-	0	4	4	0	0	4	4	<u> </u>	0.00
Total Public									
Shareholding									
(B)= (B)(1) +	^		4	0	0	4	4	0	0.00
-(B)(2)	0	4	4	U	U	4	4	U	0.00

For DCM Finance Vic Leasing Ltd

Authorised Signatory/Director

For DCM Finance & Leasing Ltd.

C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0.00
Grand Total (A+B+C)	0	50000	50000	100	0	50000	50000	100	0.00

For DCM Finance & Leasing 1 +d

Authorsed Signatory/Director

For DCM Finance & Leasing Ltd

(ii) Shareholding of Promoters

S.No.	Shareholder's Name	Shareholding at the Beginning of the Year i.e. 01.04.2014			Sharehold	nd of the year 015	% change in sharehold ing during	
		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	the year
1	DCM LTD.	49900	> 99.80	NIL	49900	99.80	NIL	NIL
2	DCM LTD. JT. SUMANT BHARAT RAM	50	0.10	NIL	50	0.10	NIL	NIL
3	DCM LTD. JT. ASHWANI SINGHAL	46	0.10	NIL	46	0.10	NIL	NIL
	TOTAL	49996	100	NiL	49996	100	NIL	NIL

For DCM Finance & Leasing I to

Authorised Signatory/Director

For DCM Finance & Leasing Ltd

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

S. No.	Particulars	beginnin 01	nolding at the g of the year i.e. 1.04.2014	Cumulative Shareholding during the year		
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company	
1	DCM LTD.					
	At the beginning of the year i.e. 01.04.2014	49900	99.80			
	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 Cl	nange in shareholdi	ng during th	e year	
	At the end of the year i.e. 31.03.2015	49900	99.80	49900	99.80	
2	DCM LTD . JT. SUMANT BHARAT RAM					
	At the beginning of the year i.e. 01.04.2014	50	0.10			
	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 Cl	No Change in shareholding during the year			
	At the end of the year i.e. 31.03.2015	50	0.10	50	0.10	
3	DCM LTD . JT. ASHWANI SINGHAL					
	At the beginning of the year i.e. 01.04.2014	46	0.10			
	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 chareholding during the w				
	At the end of the year i.e. 31.03.2015	46	0.10	46	0.10	

For DCM Finance & Leasing Ltd

Authorised Signatory/Director

For DCM Finance & Leasing Ltd

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

S. N o.	Shareholder's Name		lding at the ng of the year 1.2014 % of total shares of the Company	Date	Increase/ Decrease in Sharehol ding	Reason for Increase/ Decrease	Cumula Shareho during t No. of Shares	lding	Shareho at the en the year 31.03.20 No. of Share s	nd of r i.e. 15 % of total share s of the Comp
1	SANJAY	1	0.00	01.04,2014						any
<u>.</u>	GARG					No change in shareholdin g during				
				31.03.2015		the year	1	0.00	1	0.00
2	N. K. GAUR	1	0.00	01.04.2014			_			
						No change in shareholdin g during the year				
				31.03.2015				0.00	1	0.00

For DCM Finance & Leasing I tol.

Authorised Signatory/Director

For DCM Finance & Leasing Ltd

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

S.No.	Particulars	beginning o	ding at the of the year i.e. 1.2014	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. Pawan Kumar Gupta (Director)					
	At the beginning of the year i.e. 01.04.2014	1	0			
	Date wise increase/ decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc):-	u-	ange in shareh			
·	At the end of the year i.e. 31.03.2015	1	0	1	0	
2	Mr. Krishan Gopal Gupta (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 Ch	ange in shareh	olding during	g the year	
	At the end of the year i.e. 31.03.2015	0	0	0	0	
3	Mr. Anil Mehta (Director)			•		
	At the beginning of the year i.e. 01.04.2014	1	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 Ch	nange in sharel	olding durin	g the year	
	At the end of the year i.e. 31.03.2015	1	0	1	0	

For DCM Finance & Leasing I td

Authorised Signatory/Director

For DCM Finance & Leasing Ltd

V. INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	(Amount in Rs. Total Indebtedness
Indebtedness at the beginning of the financial year i.e. 01.04.2014			· · · · · · · · · · · · · · · · · · ·	
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in indebtedness during the financial year	0	0	Ó	0
Addition	0	0	0	0
Reduction	0	-0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year i.e. 31.03.2015	0	0	0	0
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

For DCM Finance & Leasing Ltd

Authorised Signatory/Directed

For DCM Finance & Leasing Ltd

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
1.	Gross Salary		
	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	•	
2	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify	•	
5.	Others -Sitting Fee for Board & Committee Meetings	-	-
	Total (A) Ceiling as per the Act (5% of the profits calculated u/s 198 of the Companies Act, 2013)		1315.00

 $^{^{\}star}$ The Company was not having any Managing Director, Whole-time director and / or Manager during the financial year 2014-15.

B. Remuneration to other Directors:

(Amount in Rs.)

S. No.	Particulars of Remuneration	Name of Director			Total Amount
1	Independent Directors#				
	-Fee for attending board and committee meetings		N.A.	•	NIL
	- Commission	•	IN.A.		INIL
	-Others, please specify]	•		
	Total (1)	<u>:</u>			
2	Other Non-Executive Directors	Mr. Krishan Gopal Gupta	Mr. Pawan Kumar Gupta	Mr. Anil Mehta	
	-Fee for attending board and committee meetings	NIL	NIL	NIL	NIL
	- Commission	NIL	NIL	NIL	NIL
	-Others, please specify	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL
	Total (B) = (1+2)	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act (1% of the profits calculated u/s 198 of the Companies Act, 2013)##				263.00

For DCM Finance & Leasing Ltd

Authorised Signatory/Director

For DCM Finance & Leasing Ltd.

Total Managerial		
Remuneration (A+B)		
Overall Ceiling as per the Act		2892.00
(11% of the profits		
calculated u/s 198 of the		
Companies Act, 2013)##		

[#] Provisions of the Companies Act, 2013 in respect of appointment of Independent Directors are not applicable to the Company.

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

(Amount in Rs.)

S. No	Particulars of Remuneration	Key Managerial Personnel*#	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income - tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income - tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
- 3	Sweat Equity	NIL	NIL
4	Commission - as % of profit - others, specify	NIL .	NIL
5	Others, please specify		
	- Bonus	NIL	NIL
	- PF and Superannuation Contribution	NIL	NIL
	Total	NIL	NIL

^{*#} Provisions of the Companies Act, 2013 in respect of appointment of Key Managerial Personnel are not applicable to the Company.

For DCM Finance & Leasing Ltd

Auchorized Signatory/Director

For DCM Finance & Leasing Ltd

Authorised Signatory/Director

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^{##} Directors of the Company were not paid any remuneration during the financial year 2014-15.

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			NIL		
Compounding			* * * * * * * * * * * * * * * * * * *		
C. OTHER OFFI	CERS IN DEFAULT				
Penalty					
Punishment					
Compounding					

For DCM Finance & Leasing Ltd

athorised Signatory/Director

For DCM Finance & Leasing Ltd.



GREWAL & SINGHChartered Accountants

A-17, L.G.F., Lajpat Nagar-III, New Delhi - 110 024 Tel.: 011-29842641, 29833394, 29839823

Fax: 011-29849331

E-mail: mail@cagrewalsingh.com

Independent Auditor's Report For the year ended 31st March 2015

To the Members of DCM FINANCING & LEASING LIMITED

Report on the Financial Statements

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

Management 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 of 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 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 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. 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 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:

- i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2015;
- ii) In the case of the Statement of Profit & Loss, of the profit for the year ended on that date; and
- iii) In the case of the Cash Flow Statement, of the 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 of India in terms of sub-section (11) of section 143 of the Act, we give in the annexure a statement on the matters specified in paragraphs 3 and 4 of the said 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 31 March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we have not reported thereon since it is made effective from the year beginning on April 01, 2015.



- g) 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 does not have any pending litigations which would impact its financial position.
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Grewal & Singh Chartered Accountants

Firm Registration No.: 012322N

Anita Goyal

Partner

M. No. 520677

Place: New Delhi

Date: 1 5 MAY 2015

Annexure containing Report on Matters required by CARO, 2015 as referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date

Re: DCM Financing & Leasing Limited (the company)

- 1. The Company does not own any fixed assets. Hence no comment is made on the maintenance of records and procedure of physical verification of fixed assets.
- 2. The company does not carry inventory and hence no comment is made on its physical verification, procedure of physical verification and on the maintenance of records thereof.
- 3. As per the information and explanations given to us, 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, hence clause 3(b) and 3(c) are not applicable.
- 4. In our opinion and according to the information and explanations given to us, the company has adequate internal control procedure 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 weakness in the internal control system of the company.
- 5. According to the information and explanations given to us, we are of opinion that the company has not accepted any deposit in pursuance of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed thereunder.
- 6. As per the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under section 148(1) of Companies Act, 2013.
- 7. (a) According to the books of account and other information as produced and examined by us in accordance with generally accepted auditing practices in India and also based on management representation, the company is regular in depositing undisputed statutory dues including income-tax and other statutory dues with the appropriate authorities.
 - (b) According to the information and explanations given to us, we report that no undisputed amount payable in respect to income tax and other statutory dues were outstanding as at March 31, 2015 for a period of more than six months from the date they became payable.
 - (c) According to the information and explanations given to us, there are no dues of income-tax, and any other statutory dues which have not been deposited on account of any dispute.
 - (d) There are no amounts which are ought to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act 1956 and rules made thereunder.



- 8. The company has accumulated losses at the end of the financial year which is more than fifty percent of its net worth. Further we state that the company has not incurred cash losses during the financial year covered by our audit and also in the immediately preceding financial year.
- 9. According to the records of the company and information and explanations given to us, the company has not borrowed from financial institution or banks till March 31, 2015. We further report that the company has no debenture holders during the year. Hence, in our opinion, the question of reporting on defaults in repayment of dues to financial institutions, banks or debenture does not arise.
- 10. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
- 11. The company has not raised any term loan during the year. Hence, no comment is made on utilization of term loan.
- 12. Based on the examination of the books of account and in accordance with the information and explanations given to us, no fraud by or on the company has been noticed or reported during the course of our audit.

For Grewal & Singh Chartered Accountants

Firm Registration No.: 012322N

Anita Goyal Partner

M. No. 520677

Place: New Delhi

Date: 1.5 MAY 2015

DCM FINANCE AND LEASING LIMITED BALANCE SHEET AS AT MARCH 31, 2015

Particulars	Notes No.	As at March 31, 2015	As a March 31, 2014
		Rs.	Rs
EQUITY AND LIABILITIES			
Shareholders' funds	•	•	
Share capital	2	5,10,000	5,10,000
Reserves and surplus	3 °	5,56,399	5,30,104
•	_	10,66,399	10,40,104
Current liabilities		.,,	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
Other current liabilities	4	8,989	11,236
Short-term provisions	5	17,071	-
•		26,060 /	11,236
TOTAL EQUITY AND LIABILITIES	_	10,92,459	10,51,340
ASSETS	.		
Non-current assets			•
Long-term loans and advances	6 .	- 1.	282
Long to in loans and davanoes		-	282
Current assets			
Cash and cash equivalents	· 7	10,79,324	10,02,480
Other current assets	8	13,135	48,578
	_	10,92,459	10,51,058
TOTAL ASSETS		10,92,459	10,51,340
Accompanying notes forming part of the inancial statements	1 to 10		

In terms of our separate report of even date

For Grewal & Singh **Chartered Accountants**

Firm No. 012322N

Anita Goval® **Partner**

M. No. 520677

Krishan Gopal Gupta

Director

DIN No. 06798713

Pawan Kumar Gupta

Director

DIN No. 05172941

Place: New Delhi

1 5 MAY 2015

DCM FINANCE AND LEASING LIMITED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

Particulars	Notes No.	Year ended March 31, 2015 Rs.	Year ended March 31, 2014 Rs.
Revenue			
Other income	. 9 '	81,291	79,820
TOTAL REVENUE		81,291	79,820
Expenses			
Other expenses	10	29,154	14,271
TOTAL EXPENSES	-	29,154	14,271
Profit before tax		52,137	65,549
Tax expense	•		
Current tax		25,200	24,700
Tax adjustment for earliar years		642	1,500
Profit after tax	e e	25,842 26,295	26,200 39,349
Earnings per equity share:			
Basic (Rs.)		0.50	0.76
Diluted (Rs.)	•	0.50	0.76
Accompanying notes forming part of the financial statements	1 to 10		

In terms of our separate report of even date For Grewal & Singh **Chartered Accountants**

Firm No. 012322N

Anita Goyal **Partner**

M. No. 520677

Krishan Gopal Gupta

Director

DIN No. 06798713

Pawan Kumar Gupta

Director

DIN No. 05172941

Place: New Delhi Date: 1 5 MAY 2015

DCM FINANCE AND LEASING LIMITED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

Particulars	Year ended	Year ended
ratuculats	March 31, 2015	March 31, 2014
Cash flow from operating activities	Rs.	Rs.
Net profit before tax	52,137	65,549
Adjustments for :-	02,107	05,548
Interest income on deposits	(81,291)	(79,820)
Operating loss before working capital changes	(29,154)	(14,271)
Adjustments for changes in working capital: -	(,	(, ,, _ , , ,
Increase / (decrease) in other current liabilities	(2,247)	•
Decrease / (increase) in other current assets	35,443	60,435
Cash generated from operations	4,042	46,164
Net income tax (paid)	(8,489)	(28,552)
Net Cash generated / (used) from operating activities (A)	(4,447)	17,612
Cash flow from investing activities		
Interest income on deposits	81,291	79,820
Deposits with bank	(1,08,605)	(8,82,273)
Net cash used from investing activities (B)	(27,314).	(8,02,453)
Cash flow from financing activities		
Net cash from financing activities (C)	-	
Net decrease in cash and cash equivalents (A+B+C)	(31,761)	(7,84,841)
Cash and cash equivalents at the beginning of the year	1,20,207	9,05,048
Cash and cash equivalents at the end of the year	88,446	1,20,207
Reconciliation of cash and cash equivalents with the Balance Sheet:		
Cash and cash equivalents as per Balance Sheet	10,79,324	10.02.480
.ess: Fixed deposits not considered as cash and cash equivalents being maturity period more than three months	9,90,878	8,82,273
Cash and cash equivalents as per AS-3 Cash Flow Statement	88,446	1,20,207

The Cash flow statements derived from the audited fianancial statements for the year ended March 31, 2015 and other records and found the same to be drawn in accordance there with and as per AS-3 Cash Flow Statements.

in terms of our separate report of even date

For Grewal & Singh

Chartered Accountants

Firm No. 012322N

Anita Goyal

Partner

M. No. 520677

Krishan Gopal Gupta

Director

DIN No. 06798713

Pawan Kumar Gupta

Director

DIN No. 05172941

Place: New Delhi

Date: 1 5 MAY 2015

DCM FINANCE AND LEASING LIMITED ANNUAL ACCOUNTS (2014-2015)

Significant Accounting Policies and Notes to the financial statements for the year ended March 31, 2015

A. Accounting Policies

- 1. The financial statements are prepared under the historical cost convention in accordance with the applicable mandatory Accounting Standards and presentational requirements of the Companies Act, 2013.
- 2. The company follows mercantile system of accounting and recognises significant items of income and expenditure on accrual basis.

B. Notes to Accounts

- 1. Related Party Disclosures as per AS-18 "Related Party Disclosures"
 - A) Name of Related Party and Nature of Related Party Relationship **Holding Company**

DCM Limited

Fellow Subsidiary

DCM Textiles Limited

DCM Engineering Limited

DCM Realty Investment & Consulting Limited

DCM Tools & Dies Limited

DCM Data Systems Limited

- B) Transactions during the year and Balances as on March 31, 2015 with related parties referred to in (A) above: NIL
- The Deferred Tax Assets relating to accumulated business loss have not been created due to uncertainty in earning of taxable income in coming years. Therefore, the same has not been accounted for.
- 3. The business operations of the company mainly comprise to derive income from real estate activities and as such there are no separate reportable segments as per Accounting Standard (AS) 17 "Segment Reporting" issued by the Institute of Chartered Accountants of India.
- 4. The company has not taken any leased assets and therefore disclosure requirement of Accounting Standard (AS) 19 "Leases" issued by the Institute of Chartered Accountants of India are not applicable.
- 5. Based on the information available with the company, it has no outstanding dues in respect of Micro, Small and Medium Enterprises at the year end, therefore no disclosure is required under the Micro, Small and Medium Enterprises Development Act, 2006.

6. Earnings per share (Rs.)

Particulars	Current Year	Previous Year
Profit / (Loss) after tax	26,295	39,349
Less: Preference share dividend	1,350	1,350
	24,945	37,999
Weighted average number of equity Shares outstanding	50,000	50,000
Basic and Diluted earnings per share	0.50	0.76
(Face value – Rs.10 per share)		

- 7. Figures have been rounded off to the nearest rupee.
- 8. The figures for the previous year have been regrouped / rearranged wherever necessary.
- 9. **CONTINGENT LIABILITIES**On 100 13.5% Redeemable cumulative preference shares of Rs.100/- each
 Rs.31,050/-



DCM FINANCE AND LEASING LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

Particulars	As at March 31, 2015 Rs.	As at March 31, 2014 Rs.
Share capital Details of share capital Authorised 2,49,000 Equity shares of Rs.10/- each (Previous year 2,49,000 equity shares of Rs.10/- each)	24,90,000	24,90,000
100 Redeemable cumulative preference shares of Rs.100/- each (Previous year 100 redeemable cumulative preference shares of Rs.100/- each)	10,000	10,000
	25,00,000	25,00,000
Issued, subscribed and fully paid-up 50,000 Equity shares of Rs.10/- each (Previous year 50,000 equity shares of Rs. 10/- each)	5,00,000 <	5,00,000
100 13.50% Redeemable cumulative preference shares of Rs.100/- each (Previous year 100 13.50% Redeemable cumulative preference shares of Rs.100/- each)	10,000	10,000
	5,10,000	5,10,000

(b) Rights, preferences and restrictions attached to shares Equity shares

The company has issued one class of equity shares having a par value of Rs.10/- each. Each holder of equity shares is entitle to one vote per share held.

Preference shares

100 (Previous year 100) 13.5% Redeemable Cumulative Preference shares of Rs.100/- each issued on September 04, 2000 would be redeemed at par on September 03, 2020.

Preference shareholders are entitle to dividend @ 13.50% per annum.

(c) Details of Holding company shareholding and of shareholders holding more than 5% shares:

Name of the shareholder	As at March 31, 2015	As at March 31, 2014
Equity Shares DCM Limited, the Holding Company	Numbers - (%)	Numbers - (%) 49,996 (99.99%)
Preference Shares DCM Limited, the Holding Company	100 (100%)	100 (100%)

(d) Reconciliation of number of shares

There is no change in issued, subscribed and paid up share capital during the current year and Corresponding previous year.



DCM FINANCE AND LEASING LIMITED NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

	Particulars	As at March 31, 2015 Rs.	As at March 31, 2014 Rs.
3	Reserves and surplus		
•	Capital reserve	2 20 20 400 7	0.00.00.400
	Reserve fund	2,39,88,129	2,39,88,129
	Surplus in statement of profit & loss	27,229	27,229 °
	As at the beginning of the year	(0.04.05.05.4)	
	Add: Profit after tax transferred from statement of Profit	(2,34,85,254)	(2,35,24,603)
	and loss annexed	26,295	39,349
		(0.04.00.000)	
	As at the end of the year	(2,34,58,959)	(2,34,85,254)
	Total Reserves and surplus	5,56,399	5,30,104
	There is no change in the balances of Reserves (except surplus) as		•
	compared to previous year		
	Somparios to provious your		$\epsilon_{ij} = \epsilon_{ij}$
4	Other current liabilities		and the second s
•	Other payable - expense payable	· · · · · · · · · · · · · · · · · · ·	
	Other payable - expense payable	8,989	11,236
		8,989	11,236
5	Short-term provisions		
•			•
	Provision for Tax [Net of advance tax of Rs.8,129/-;	17,071 ∈	-
*	(Previous year Rs.24,700/-)]		<u> </u>
		17,071	
6	Long-term loans and advances		
	Unsecured, considered good		
	Advance tax [Net of provision for tax Rs.8,129/-, (Previous	_	282
	year Rs.24,700/-)]	-	202
,	-		282
	· · · · · · · · · · · · · · · · · · ·		202
. 7	Cash and cash equivalents		
•	Balance with banks	04.505	4 45 050
	Cash on hand	84,595	1,15,856
,	oddii oii mand	3,851	4,351
	Other bank balance	88,446	1,20,207
	Deposit having maturity of more than 3 months but less than 1 year	9,90,878	8,82,273
.h	Total cash and cash equivalents	10,79,324	10,02,480
		10,70,027	10,02,400
	of the above, the balances that meet the definition of cash and		•
	cash equivalents as per AS-3 "Cash Flow Statements" is	88,446	1,20,207
8	Other current assets		
	Others	•	
	Interest accrued on deposits	13,135	48,578
		13,135	48,578
			



DCM FINANCE AND LEASING LIMITED NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

Particulars	As at March 31, 2015 Rs.	As at March 31, 2014 Rs.
9 Other income		
Interest income	81,291	79,820
	81,291	79,820
10 Other expenses		
ROC filing fees	10,000	2,000
Auditors' remuneration	, , , , , ,	
- As auditor	6,180	4,494
 For verification of statements and other reports 	9,550	5,619
- Reimbursement of expenses	· •	1,123 [^]
Professional charges	2,700	800
Bank charges	224	235
Other miscellaneous expenses	500	-
	29,154	14,271

