DCM LIMITED ANNUAL REPORT

2015 -2016

BOARD OF DIRECTORS

Dr. Vinay Bharat Ram
Chairman and Managing Director

Mr. Bipin Maira

Mr. Chandra Mohan

Mr. Jitendra Tuli

Mr. L. Lakshman

Dr. Meenakshi Nayar

Mr. Narendra Pal Chawla
(Nominee of LIC)

Dr. Raghupathi Singhania

Mr. Ravi Vira Gupta

Prof. Sudhir Kumar Jain

COMPANY SECRETARY

Mr. Yadvinder Goyal

BANKERS

Punjab National Bank

State Bank of Bikaner and Jaipur

State Bank of India

HDFC Bank Limited

ICICI Bank Limited

AUDITORS

BSR & Co. LLP

Chartered Accountants

Gurgaon

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

SHARE TRANSFER AGENT
MCS Share Transfer Agent Limited
F-65, Okhla Industrial Area,
Phase-I, New Delhi-110 020
Tel : 91-11-41406149-52
Fax : 91-11-41709881

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

Notice is hereby given that the 126th Annual General Meeting of DCM Limited (the Company) will be held on Wednesday, September 14, 2016 at 11.00 A.M. at Shankar Lal Murli Dhar Auditorium (Shri Ram Centre-Auditorium), 4, Safdar Hashmi Marg, Mandi House, New Delhi-110 001 for transacting the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
   a. the audited standalone financial statements of the Company for the financial year ended March 31, 2016, 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, 2016 together with Report of Auditors thereon.
2. To confirm the interim dividend of Rs. 1.50 per equity share, already declared and paid during the financial year 2015-16, for the financial year ended March 31, 2016, as dividend for financial year 2015-16.
3. To appoint a director in place of Mr. Jitendra Tuli, (DIN 00272930), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To ratify the appointment of Statutory Auditors of the Company 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 pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 read with Rules issued thereunder, as amended from time to time, and pursuant to resolution passed by the members at the 125th Annual General Meeting (AGM) of the Company held on August 18, 2015, the appointment of M/s. BSR & Co. LLP, Chartered Accountants, (Regn. no. 101248W) as Statutory Auditors of the Company to hold office till the conclusion of the next AGM be and is hereby ratified and the Audit Committee of the Board of Directors of the Company be and is hereby authorized to fix the remuneration payable to them."

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 pursuant to recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. L Lakshman (DIN 00012554), who was appointed as an Additional Director by the Board of Directors of the Company with effect from May 30, 2016 pursuant to provisions of Section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years upto May 29, 2021, not 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 recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Raghupati Singhania (DIN 00036129), who was appointed as an Additional Director by the Board of Directors of the Company with effect from May 30, 2016 pursuant to provisions of Section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years upto May 29, 2021, not 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."
7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Chandra Mohan (DIN 00017621), who was appointed as an Additional Director by the Board of Directors of the Company with effect from May 30, 2016 pursuant to provisions of Section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years upto May 29, 2021, not 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."
8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to Cost Auditors appointed by the Board of Directors of the Company, as stated below, be and is hereby ratified and confirmed:

i. Rs. 1,25,000/- (Rupees one lac and twenty five thousand only) plus service tax & out-of-pocket expenses, if any, to M/s V Kumar & Associates, Cost Accountants (Firm Registration Number 100137), as Cost Auditors, for financial year 2015-16, for audit of the Cost Accounts pertaining to Cast Iron Unit of the Company namely 'DCM Engineering Products' located at Ropar, Punjab; and

ii. Rs. 60,000/- (Rupees sixty thousand only) plus service tax & out-of-pocket expenses, if any, to M/s V Kumar & Associates, Cost Accountants (Firm Registration Number 100137), as Lead Cost Auditor, for financial year 2015-16, for consolidation of the Cost Audit Report etc. of the Company.

RESOLVED FURTHER THAT aforesaid approval of members of the Company for payment of remuneration to M/s V Kumar & Associates, Cost Accountants (Firm Registration Number 100137) for audit of Cost Accounts pertaining to Cast Iron Unit of the Company and as Lead Cost Auditor, shall be in addition to approval already given by members at 125th Annual General Meeting (AGM) of the Company held on August 18, 2015 for payment of remuneration of Rs. 50,000/- (Rupees fifty thousand only) plus service tax & out-of-pocket expenses, if any, to M/s K C Kohli & Co., Cost Accountants (Firm Registration Number 100541), as Cost Auditors for financial year 2015-16 for audit of cost accounting records of 'Cotton Textile' manufactured by the Company.

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.**"**

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to Cost Auditors appointed by the Board of Directors of the Company, as stated below be and is hereby ratified and confirmed:

i. Rs. 50,000/- (Rupees fifty thousand only) plus service tax & out-of-pocket expenses, if any, to M/s K C Kohli & Co., Cost Accountants (Firm Registration Number 100541), as Cost Auditors, for financial year 2016-17, for audit of cost accounting records of 'Cotton Textile' manufactured by the Company;

ii. Rs. 1,25,000/- (Rupees one lac and twenty five thousand only) plus service tax & out-of-pocket expenses, if any, to M/s V Kumar & Associates, Cost Accountants (Firm Registration Number 100137), as Cost Auditors, for financial year 2016-17, for audit of the Cost Accounts pertaining to Cast Iron Unit of the Company namely 'DCM Engineering Products' located at Ropar, Punjab; and

iii. Rs. 60,000/- (Rupees sixty thousand only) plus service tax & out-of-pocket expenses, if any, to M/s V Kumar & Associates, Cost Accountants (Firm Registration Number 100137), as Lead Cost Auditor, for financial year 2016-17, for consolidation of the Cost Audit Report etc. of the Company.

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

Place : New Delhi
Date : May 30, 2016

By the order of the Board
For DCM Limited

Sd/-
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 9 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.**

   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 Thursday, September 8, 2016 to Wednesday, September 14, 2016 (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 9, 2015 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 3, 2015. Members who have not received or not encashed their dividend warrant may approach M/s MCS Share Transfer Agent Limited, Registrar and Transfer Agent of the Company or to the Company, for revalidating the warrant or for obtaining duplicate warrant.
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 (SEBI) 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 Share Transfer Agent 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 Share Transfer Agent 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, Sundays & Public Holidays) during business hours up to the date of the Meeting.
15. The relevant details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of persons seeking appointment /re-appointment as Directors of the Company under Items No. 3, 5, 6 and 7 of the Notice, are provided at page no. 40 & 41 of the Annual Report.
16. 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/Debentures and Dividend on the website of MCA as well as on its website www.dcm.in
17. Mrs. Pragnya Parimita Pradhan, Company Secretary in whole-time practice, Proprietor of M/s Pragnya Pradhan & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the voting at AGM in a fair and transparent manner.
18. 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.
19. The Members who have cast 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.
20. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules made thereunder and the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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).
21. 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 pragnyap.pradhan@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM:

(i) Initial password is provided as below/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. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

ii. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

iii. The remote e-voting period commences on Sunday, September 11, 2016 (9.00 a.m. IST) and ends on Tuesday, September 13, 2016 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on September 7, 2016 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.

iv. 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 September 7, 2016 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.

v. Any person, who acquires and /or allotted/issued 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

vi. 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.

vii. The result shall be declared not later than 48 hours from conclusion of this Annual General Meeting. The result declared shall be communicated to BSE Limited, National Stock Exchange of India Limited, National Securities Depository Limited (NSDL), MCS Share Transfer Agent Limited (i.e. Registrar & Share Transfer Agent of the Company) and shall also be displayed on the website of the Company i.e. www.dcm.in

viii. Subject to receipt of requisite number of votes, the resulations shall be deemed to be passed on date of Annual General Meeting i.e. September 14, 2016.

22. The route map to the venue of the Annual General Meeting is given at page no. 6 of this Annul Report.

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

Item No. 5, 6 & 7

Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan were acting in their capacity as Independent Directors on the Board of erstwhile DCM Engineering Limited.

Pursuant to sanction of Scheme of Amalgamation ('Scheme') of DCM Engineering Limited ('Subsidiary company'/ 'transferor company') into and with DCM Limited ('Holding Company'/ 'transferee company') by the Hon'ble Delhi High Court and its becoming effective on May 28, 2016, DCM Engineering Limited ceased to exist from the said effective date and whole Business of DCM Engineering Limited has got vested/transferred with the Company as going concern along with all assets and liabilities from the appointed date of 01.04.2014 in terms of the Scheme.

In order to continue to have benefit of vast knowledge & experience of Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan in the industry, the Board of Directors of the Company at its meeting held on May 30, 2016 have appointed Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan as Additional Directors on the Board of the Company with effect from May 30, 2016, in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company.

Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan have also been appointed as Independent Directors by the Board of Directors of the Company, under Section 149 of the Companies Act, 2013, for a term of five consecutive years upto May 29, 2021 subject to the approval of the shareholders of the Company.

The Company has received notices in writing from members of the Company alongwith deposits of requisite amount(s) prescribed under Section 160 of the Companies Act, 2013 proposing the candidatures of Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan for the office of independent directors of the Company.

In terms of provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, it is proposed to appoint Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan as Independent Directors of the Company for their respective term of five consecutive years upto May 29, 2021, not liable to retire by rotation.

Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan have given necessary declarations to the Board of Directors to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan are independent of the management.

Brief resume of Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan, nature of their expertise in specific functional areas, names of listed companies (other than DCM Ltd.) in which they hold directorships and committee memberships, their shareholding in the Company, relationships amongst directors inter-se as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided in the Corporate Governance Report forming part of the Annual Report.

Other than Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan, their relatives, for their respective appointments, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the proposed Ordinary Resolutions as set out in Item Nos. 5, 6 & 7 of this Notice.

Keeping in view their vast expertise and knowledge, it will be in the interest of the Company that Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan are appointed as Independent Directors of the Company, not liable to retire by rotation.

Accordingly, the Board recommends the Ordinary Resolutions as set out at Item Nos. 5, 6 & 7 of this Notice for approval of the members of the Company.

Item No. 8

The Board in its meeting held on June 20, 2015, on the recommendation of the Audit Committee, had approved the appointment of M/s K C Kohli & Co., Cost Accountants (Firm Registration Number 100541), as Cost Auditors for financial year 2015-16 for audit of cost accounting records of 'Cotton Textile' manufactured by the Company at a remuneration of Rs. 50,000/- (Rupees fifty thousand only) plus service tax & out-of-pocket expenses, if any.

Members of the Company have also approved the aforesaid remuneration payable to M/s K C Kohli & Co., Cost Accountants for financial year 2015-16, at the 125th Annual General Meeting of the Company held on August 18, 2015.

Further, Pursuant to sanction of Scheme of Amalgamation ('Scheme') of DCM Engineering Limited ('Subsidiary company'/ 'transferor company') into and with DCM Limited ('Holding Company'/ 'transferee company') by the Hon'ble Delhi High Court and its becoming effective from May 28, 2016, DCM Engineering Limited ceased to exist with effect from May 28, 2016 and Engineering Business of erstwhile DCM Engineering Limited held under its unit 'DCM Engineering Products' alongwith all its assets and liabilities stand transferred/vested witih the Company as going concern from the appointed date of April 1, 2014 and identified as 'Engineering Division' of the Company.

As per Section 148 of the Companies Act, 2013 and Rules issued thereunder, as amended from time to time, aforesaid Cast Iron Unit namely 'DCM Engineering Products' located at Ropar, Punjab is also covered under the ambit of cost audit.

M/s V Kumar & Associates, Cost Accountants were appointed as Cost Auditors by the Board of Directors of erstwhile DCM Engineering Limited, for financial year 2015-16, for audit of Cost Accounts pertaining to aforesaid Cast Iron Unit and their remuneration was approved by members of erstwhile DCM Engineering Limited.

Pursuant to above, the Board of Directors of the Company at its meeting held on May 30, 2016 have appointed/ratified the appointment of said M/s V Kumar & Associates, Cost Accountants, as Cost Auditors, for financial year 2015-16, for audit of Cost Accounts pertaining to aforesaid Cast Iron Unit of the Company located at Ropar, Punjab at remuneration of Rs. 1,25,000/- (Rupees one lac & twenty five thousand only) plus service tax & out-of-pocket expenses, if any.

The Board of Directors of the Company in the same meeting held on May 30, 2016, on the recommendation of the Audit Committee, have also appointed said M/s V Kumar & Associates, Cost Accountants, as Lead Cost Auditors, for financial year 2015-16, for consolidation of the Cost Audit Report etc. of the Company at remuneration of Rs. 60,000/- (Rupees sixty 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 Rules issued thereunder, the remuneration payable to M/s V Kumar & Associates, Cost Accountants, Cost Auditors, as stated above, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for ratification of payment of remuneration to the Cost Auditors for financial year 2015-16.

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. 8 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 8 of this Notice for approval of members of the Company.

Item No. 9

The Board in its meeting held on May 30, 2016, on the recommendation of the Audit Committee, has approved the following appointments:

i. M/s K C Kohli & Co., Cost Accountants (Firm Registration Number 100541), as Cost Auditors, for financial year 2016-17, for audit of cost accounting records of the 'Cotton Textile' manufactured by the Company at a remuneration of Rs. 50,000/- (Rupees fifty thousand only) plus service tax & out-of-pocket expenses, if any;

ii. M/s. V Kumar & Associates, Cost Accountants (Firm Registration Number 100137), as Cost Auditors, for financial year 2016-17, for audit of Cost Accounts pertaining to Cast Iron Unit of the Company namely 'DCM Engineering Products' located at Ropar, Punjab at a remuneration of Rs. 1,25,000/- (Rupees one lac and twenty five thousand only) plus service tax & out-of-pocket expenses, if any; and

iii. M/s V Kumar & Associates, Cost Accountants (Firm Registration Number 100137), as Lead Cost Auditors, for financial year 2016-17, for consolidation of the Cost Audit Report etc. of the Company, at a remuneration of Rs. 60,000/- (Rupees sixty 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 Rules issued thereunder, the remuneration payable to the Cost Auditors as stated above has to be ratified by members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for financial year 2016-17.

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. 9 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 9 of this Notice for approval of the members of the Company.

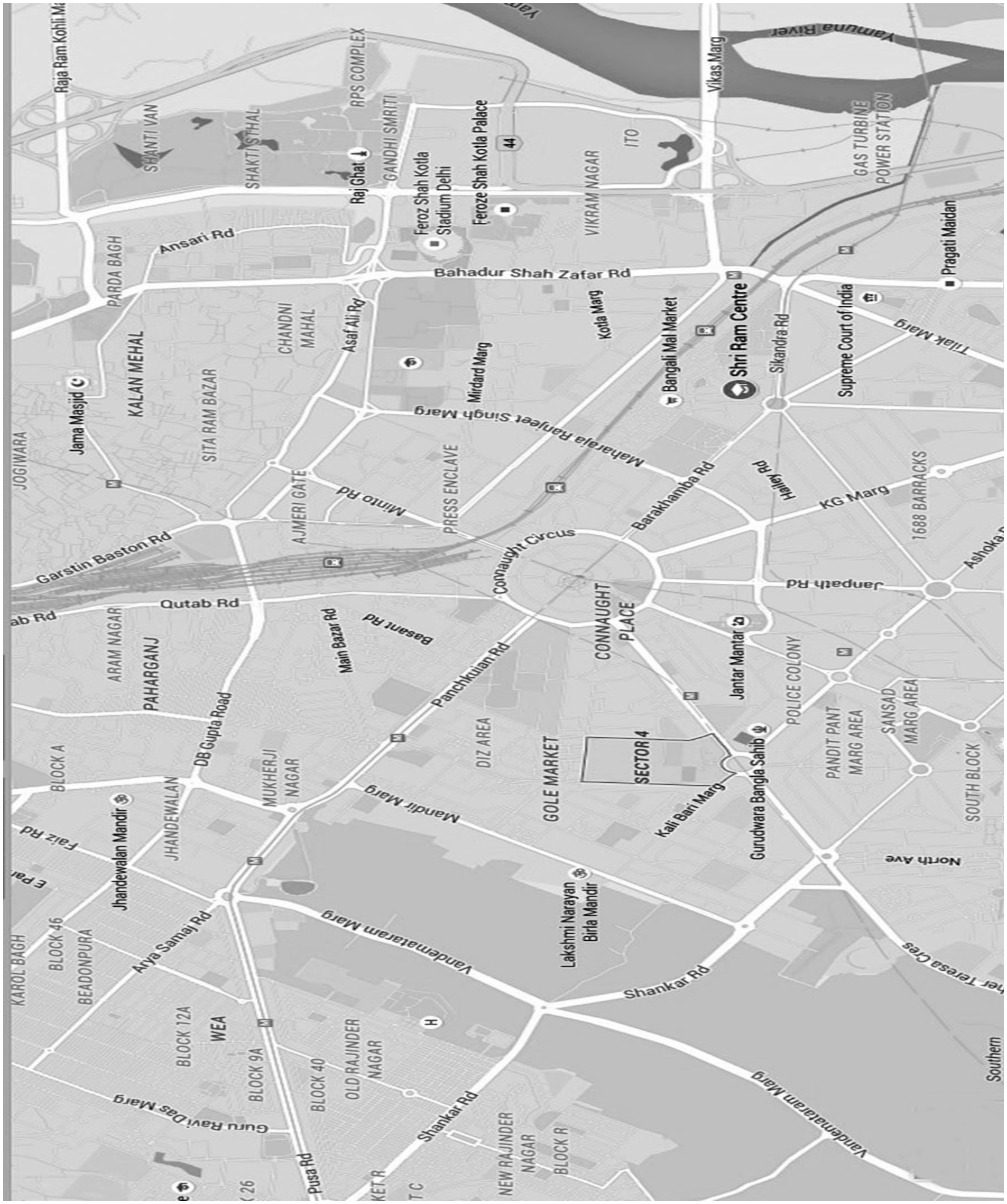
Registered Office
Vikrant Tower,
4, Rajendra Place,
New Delhi - 110008

Place: New Delhi
Date: May 30, 2016

By the order of the Board
For DCM Limited

Sd/-
Yadvinder Goyal
Company Secretary

Route map for Venue 126th of Annual General Meeting of the Company



DIRECTORS' REPORT

Your directors have pleasure in presenting this 126th Annual Report together with the Audited Financial Statements of your Company for the year ended March 31, 2016.

ECONOMIC SCENARIO

The year was marked by an economic slow-down with demand continuing to be sluggish and the rural economy coming under stress due to a below-normal monsoon and unseasonal rains. The international market also faced headwinds in terms of sluggish economies, geo-political issues and currency volatility in some markets.

However, a decade-low slump in oil prices, a major drain on India's import bill, gave the desired boost to the government's foreign exchange reserves. Inflation and current account deficit levels were maintained below the guidance targets. It provided the much required momentum to the key macro indicators of the Indian economy in the year 2015-16.

The government has taken several initiatives like 'Ease of Doing Business', fresh investments in the roads and railways sectors, revival of 50 airports, 'Smart City' development, urban development, encouraging startups and skill development etc. The impact of most of these measures can only be gauged over a period of time and may not get reflected in the economic numbers immediately and they must hence be interpreted more in terms of laying a foundation for future growth.

India is a bright spot in a depressed global landscape. The Indian economy is on a steady growth path. The consequent increase in private consumption is likely to continue through 2016, making it possible for India to sustain its leading position as the largest fast-growing economy.

FINANCIAL DATA

Rs. / Crores

	Financial Year ended March 31, 2016	Financial Year ended March 31, 2015
Profit before Interest, Depreciation, Tax and Exceptional Item	**69.14**	57.67
Less: - Finance Cost - Depreciation	**32.56** **36.40**	20.10 24.86
Profit before Tax	**0.18**	12.71
Less -Provision for tax	**(3.11)**	(1.21)
Profit after tax	**3.29**	13.92
Add - Profit brought forward	**151.56**	146.76
Less - Adjustment of Depreciation	**-**	2.35
Less – Adjustment for amalgamation	**7.96**	-
Profit available for appropriation	**146.89**	158.33
Appropriations:		
Interim Dividend on equity shares	**2.61**	2.61
Proposed Final Dividend on equity shares	**-**	2.61
Corporate Dividend Tax	**0.53**	1.05
General Reserves	**-**	0.50
Balance Profit carried forward	**143.75**	151.56

TRANSFER TO RESERVES

No amount is proposed to be transferred to the General Reserve out of the amount available for appropriation.

DIVIDEND

During the financial year ended March 31, 2016, your Company has declared an interim dividend of Rs. 1.50 (Rupee one and fifty paisa only) per equity share of Rs. 10 each, out of accumulated profits of past years, in November 2015 and the same was paid in December 2015. Your directors do not recommend the final dividend for the financial year 2015-16. The interim dividend already paid will be considered as final dividend for the financial year 2015-16.

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 13% (approx.) to 28490 MT from 25271 MT last year mainly due to the increase in production capacity and ongoing TQM activities on improvements etc. Lower global demand especially from China, increase in wages in the State and high volatility of local currency during the year restricted the Profit before Tax (PBT) to Rs. 6.65 Crores in the financial year 2015-16.

Engineering Division

Pursuant to sanction of Scheme of Amalgamation of DCM Engineering Ltd into & with DCM Ltd. by Hon'ble Delhi High Court vide its order dated May 16, 2016, the Engineering Business of erstwhile DCM Engineering Limited held under its Unit 'DCM Engineering Products' stood vested with the Company as going concern from the appointed date of April 1, 2014 and identified as 'Engineering Division' of the company.

The said Unit was set up as a Grey Iron Foundry in 1977 with a capacity of 17,000 MTPA (Metric Tons Per Annum). The capacity of this foundry was increased to 35,000 MPTA & 50,000 MTPA in 1994-95 & 2005-06 respectively. Recently, this capacity has been further increased to 72,000 MTPA, making it one of the leading foundries in India, in the segment of automotive castings.

The Engineering Division is supplying castings across all segments in the automotive market: car, multi-utility vehicle, tractor, light commercial vehicle, heavy commercial vehicle and earth moving equipment.

During the year, the Division made total dispatch of 40,544 MT (previous year 47,338 MT). The volume continued to remain low primarily due to lower supplies to the tractor industry which constitutes a major portion of the sales volume of the Division. It was due to low demand in tractor segment on account of poor monsoon in two consecutive years which affected the agri sector, both in terms of income and sentiment.

However, the volume growth in the tractor industry is likely to improve in financial year 2016-17 due to expected normal monsoon besides strong government support in budget for improvement in agricultural productivity and adoption of improved agricultural practices.

The losses during the year were due to continued lower volume, under-recovery of fixed overheads and reduction made in margins to retain market share due to intensive competition by new entrants supplying at lower rate(s).

The continued focus on process improvements and manufacturing techniques across all areas of operations has helped the Division to maintain cost effectiveness.

The sales volume of the Division is expected to increase in the medium and long-term with the commercial supplies of new development items as well as positive growth expected in auto industry on account of healthy economic outlook, finance penetration, investment in roads infrastructure and new launches by original equipment manufacturers.

IT Division

The IT Division of the Company is an established service provider for IT Infrastructure management, networking, Analytics and Cloud related services operating through its offices located in India and USA.

During the year under review, the sales and other income of the Division was Rs. 65.50 crores compared to Rs. 75.54 crores in the previous year. The Profit before Tax (PBT) was Rs. 5.73 crores compared to Rs. 6.44 crores in the previous year.

The said decrease in PBT of around 13% was mainly on account of reduction in the US operations precipitated by certain order closures. The export business however performed better and the Division was able to increase the customer base and build capabilities in newer technology areas.

Investments have been made in building sales bandwidth, acquiring tools for further expanding the export business and broadening the customer portfolio. This should help to insulate operations and provide the desired impetus to the business in future.

MATERIAL CHANGES AND COMMITMENTS

Pursuant to sanction of Scheme of Amalgamation of DCM Engineering Limited ('Subsidiary company'/'transferor company') into & with DCM Limited ('Holding company'/'transferee company') with effect from the appointed date of April 1, 2014 by Hon'ble Delhi High Court vide its order dated May 16, 2016 which has become effective from May 28, 2016 (i.e. effective date), DCM Engineering Limited ceased to exist from the said effective date. In terms of the Scheme the said Engineering Business of DCM Engineering Ltd held under its Unit namely 'DCM Engineering Products' is identified as 'Engineering Division' of the Company.

There were no material changes and commitments affecting the financial position of the Company occurring between March 31, 2016 and the date of this Report.

CHANGES IN SHARE CAPITAL

Pursuant to sanction of Scheme of Amalgamation ('Scheme') of DCM Engineering Limited ('subsidiary company'/'transferor company') into and with your Company by Hon'ble Delhi High Court vide its order dated May 16, 2016, 1,50,49,988 equity shares held by the Company in erstwhile DCM Engineering Limited stand cancelled. In terms of said Scheme the Company has allotted 12,98,712 equity shares of Rs. 10/- each fully paid-up to other shareholders of DCM Engineering Limited on May 30, 2016, including allotment of 12,98,702 equity shares in aggregate to entities viz. M/s Aggressar Leasing and Finance Pvt. Ltd and M/s Midopa Holdings Pvt. Ltd., forming part of 'Promoters and Promoter Group' of the Company.

As a result the total shareholding of 'Promoters and Promoters Group' has increased to 90,66,584 equity shares of Rs. 10 each fully paid up representing 48.54% of the paid up equity capital of the Company.

Further, the issued and subscribed capital of the Company has increased to Rs. 18,67,77,490 and paid-up equity capital increased to Rs. 18,67,46,315 (excluding calls in arrears of Rs. 31,175).

SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANIES

As on April 1, 2015, the Company had six (6) subsidiaries and one (1) associate company within the meaning of Section 2(87) and 2(6) of the Companies Act, 2013 respectively.

However, consequent to amalgamation of erstwhile DCM Engineering Limited ('material subsidiary') with the Company under a Scheme of Amalgamation as sanctioned by Hon'ble Delhi High Court vide its order dated May 16, 2016 and its becoming effective on May 28, 2016, at present, the Company has five (5) subsidiaries and one (1) associate company within the meaning of Section 2(87) and 2(6) of the Companies Act, 2013 respectively. There has been no material change in the nature of the business of the subsidiaries and associate company.

During the year under review, no other company has become or ceased to be Company's subsidiary, joint venture or associate company.

Pursuant to provisions of Section 129(3) and other applicable provisions of the Companies Act, 2103 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 Companies Act, 2103, 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

Mr. Arun Kumar Vedhera has resigned from the directorship of the Company with effect from May 29, 2016. Your Board placed on record its appreciation for the contributions made by him during his tenure as director of the Company.

Mr. Jitendra Tuli has resigned from the positions of Chairman & Managing Director of the Company and has been relieved from his duties by the Board of Directors of the Company with effect from January 29, 2016. Mr. Tuli however continues on the Board of the Company in his capacity as non-executive director of the Company.

As per recommendations of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on January 29, 2016 have appointed Dr. Vinay Bharat Ram as an Additional Director on the Board with effect from January 29, 2016 and also as Managing Director of the Company subject to the approval of members and other necessary approval(s) w.e.f. January 30, 2016, on payment of remuneration and on other terms and conditions as approved by the Board, for a period of three years. Dr. Vinay Bharat Ram was also appointed as Chairman of the Board of Directors of the Company.

The members of the Company have also approved the appointment of Dr. Vinay Bharat Ram as Director as well as Managing Director of the Company through a recently conducted Postal Ballot.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company, in their meeting held on May 30, 2016, have appointed :

i. Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan as Additional Directors on the Board of the Company with effect from May 30, 2016.

ii. Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan as Independent Directors of the Company, under Section 149 of the Companies Act, 2013, for a term of five consecutive years with effect from May 30, 2016 subject to the approval of the shareholders of the Company.

Necessary resolutions for seeking approval of members for their appointment as independent directors of the Company have been included in the Notice of forthcoming 126th Annual General Meeting of the Company.

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 126th Annual General Meeting of the Company for seeking approval of members for his appointment as a director of the Company.

All the Independent Directors of the Company have given declaration(s) and have confirmed that they meet the criteria of independence as provided in the 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:

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) 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;

(c) 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;

(d) the directors had prepared the annual accounts on a going concern basis;

(e) 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

(f) 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 & Managing Director*
b.	Dr. Vinay Bharat Ram	-	Chairman & Managing Director**
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. Yadvinder Goyal	–	Company Secretary

* Ceased to be Chairman & Managing Director of the Company w.e.f. January 29, 2016.

** He was designated as KMP in his capacity as CEO of the Company till 28.01.2016 and thereafter appointed as Chairman & Managing Director of the Company w.e.f. January 30, 2016.

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 performance of the committees was 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 committee meetings etc.

The performance of the individual directors was reviewed on the basis of the criteria such as the 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 was 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. During the year, the Company has taken steps to review and document the adequacy and operating effectiveness of internal controls.

STATUTORY AUDITORS

M/s B S R & Co. LLP, Chartered Accountants (Registration No. 101248W), were appointed as Statutory Auditors of the Company from the conclusion of 125th Annual General Meeting (AGM) till the conclusion of 130th Annual General Meeting of the Company, subject to ratification of their appointment by the members at every intermittent AGM 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 126th Annual General Meeting of the Company.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

The Statutory Auditors, Cost Auditors or Secretarial Auditors of the Company have not reported any frauds to the Audit Committee or to the Board of Directors under Section 143(12) of the Companies Act, 2013, including rules made thereunder.

DIRECTORS' VIEW ON AUDITORS' OBSERVATIONS

Management response to the observations of the statutory 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. 3,368.46 lacs (Group's share in advances of joint venture are Rs. 552.76 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

In terms of 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, the Company has complied with its debt repayment obligation under SORA 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.

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

In respect of deposits accepted by the Company in the past 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.

No disclosure or reporting is required in respect of deposits covered under Chapter V of the Companies Act, 2013, as the Company has not accepted any deposit after the commencement of the Companies Act, 2013.

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. Risks identified by the Company broadly fall in the category of operational risk, regulatory risk, financial & accounting risk and 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

At present, the Audit Committee of the Company consists of Mr. Bipin Maira, Chairman, Mr. Ravi Vira Gupta, Mr. L Lakshman, Prof. Sudhir Kumar Jain and Dr. Meenakshi Nayar, as members of the committee. The terms of reference of the Audit Committee are in line with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

At present, the CSR Committee of the Company consists of Dr. Vinay Bharat Ram, Chairman, Mr. Ravi Vira Gupta, Mr. Jitendra Tuli 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 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. 12 & 14 of the standalone financial statements).

Pursuant to the approval given by the members, the Company in its capacity as title holder of land at Bara Hindu Rao / Kishanganj, Delhi (Project land), 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 in connection with development of real estate project on the said land by joint venture company and also by a body corporate who has been developing the real estate project along with the said joint venture company. The outstanding amount of loans, on which mortgage was created, as on 31.03.2016 was Rs. 193 crores (previous year Rs. 95 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.

The prescribed Form AOC-2 is enclosed as Annexure - III, and forms part of this Report. Your directors draw attention of members to Note No. 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

<u>**For Financial Year 2015-16**</u>

The Board of Directors had appointed M/s K C Kohli & Co., Cost Accountants (Firm Registration Number 100541), as Cost Auditors for financial year 2015-16 for audit of cost accounting records of 'Cotton Textile' manufactured by the Company at a remuneration of Rs. 50,000/- (Rupees fifty thousand only) plus service tax & out-of-pocket expenses, if any. Members of the Company have also approved their aforesaid remuneration.

However, consequent to sanction of Scheme of Amalgamation (i.e. 'Scheme') of DCM Engineering Limited into and with your Company by Hon'ble Delhi High Court, the Engineering business of DCM Engineering Ltd under its Unit namely 'DCM Engineering Products' stand vested with the Company as going concern form the appointed date of April 1, 2014 and identified as 'Engineering Division' of the Comnpany. The said Cast Iron Unit namely 'DCM Engineering Products' is covered under ambit of Cost Audit as prescribed under of Section 148 of the Companies Act, 2013. Due to the same, the Board of Directors of the Company at its meeting held on May 30, 2016 have appointed:

i. M/s. V Kumar & Associates, Cost Accountants (Firm Registration Number 100137), as Cost Auditors, for financial year 2015-16, for audit of Cost Accounts pertaining to Cast Iron Unit of the Company namely 'DCM Engineering Products' located at Ropar, Punjab at a remuneration of Rs. 1,25,000/- (Rupees one lac and twenty five thousand only) plus service tax & out-of-pocket expenses, if any; and

ii. M/s V Kumar & Associates, Cost Accountants (Firm Registration Number 100137), as Lead Cost Auditors for consolidation of the Cost Audit Report etc. of the Company, for financial year 2015-16, at a remuneration of Rs. 60,000/- (Rupees sixty thousand only) plus service tax & out-of-pocket expenses, if any.

For Financial Year 2016-17

The Board in its meeting held on May 30, 2016 has approved the following appointments:

i. M/s K C Kohli & Co., Cost Accountants (Firm Registration Number 100541), as Cost Auditors, for financial year 2016-17, for audit of cost accounting records of the 'Cotton Textile' manufactured by the Company at a remuneration of Rs. 50,000/- (Rupees fifty thousand only) plus service tax & out-of-pocket expenses, if any;

ii. M/s. V Kumar & Associates, Cost Accountants (Firm Registration Number 100137), as Cost Auditors, for financial year 2016-17, for audit of Cost Accounts pertaining to Cast Iron Unit of the Company namely 'DCM Engineering Products' located at Ropar, Punjab at a remuneration of Rs. 1,25,000/- (Rupees one lac and twenty five thousand only) plus service tax & out-of-pocket expenses, if any; and

iii. M/s V Kumar & Associates, Cost Accountants (Firm Registration Number 100137), as Lead Cost Auditors for consolidation of the Cost Audit Report etc. of the Company, for financial year 2016-17, at a remuneration of Rs. 60,000/- (Rupees sixty thousand only) plus service tax & out-of-pocket expenses, if any.

In terms of Section 148 of the Companies Act, 2013 and rules made there under, remuneration of Cost Auditors as stated above is to be ratified by members of the Company. Accordingly, suitable resolutions have been included in the Notice of forthcoming 126th Annual General Meeting for ratification of remuneration payable to Cost Auditors, for financial years 2015-16 & 2016-17, by members of the Company.

SECRETARIAL AUDIT

The Board has appointed Mrs. Pragnya Parimita Pradhan, Companies Secretary in whole-time practice, Proprietor of M/s. Pragnya Pradhan & Associates, Company Secretaries, to conduct Secretarial Audit for the financial year 2015-16. The Secretarial Audit Report for the financial year 2015-16 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

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Corporate Governance Report along with Auditors' certificate thereon and Management Discussion and Analysis Report are enclosed, and form part of this report.

DISCLOSURE REQUIREMENTS

1. Details of the familiarization programme of the independent directors are available on the website of the Company at weblink: http://www.dcm.in/pdf/Familirisation-program-for%20independe-t%20directors.pdf.
2. 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
3. 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
4. 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. The Company's Remuneration Policy is enclosed as Annexure - VI and forms part of this Report.
6. Annual Report on CSR Activities is enclosed as Annexure - VII and forms part of this Report.
7. 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.
8. 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
For DCM Limited
Sd/-

Place : New Delhi
Date : May 30, 2016

Dr. Vinay Bharat Ram
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, 2016

(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. The division has installed cyclic timer, identified and reduced the motor running time. The conventional tubes/bulbs are being replaced with LED light.

Engineering Division:

The Division has taken various steps by process improvement on conservation of energy including

- Vertical oven (Diesel fired) for core drying replaced with new Thermic oven with LPG in plant -1.
- Small box electrical ovens were eliminated and process was streamlined for core drying.
- Yield improvement was done, resulting in savings of energy.
- Casting weight reduction was done, resulting in savings in energy
- Water jacket core converted to cold box technology from electrical heating
- Insulation of LPG pipe to reduce the losses in peak winter season

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

Engineering Division - Nil

IT Division - Nil

(iii) the capital investment on energy conservation equipments

Textile Division - Rs. 9.34 lacs

Engineering Division - Nil

IT Division - Nil

(B) TECHNOLOGY ABSORPTION

(i) the efforts made towards technology absorption

Textile Division - Nil

Engineering Division:

During the year, the Division has established the Loramendi Sand Mixer and LPG Tunnel Oven.

IT Division - Nil

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

Textile Division - NA

Engineering Division

Benefits of the above are reduction in cost and quality improvement.

IT Division - NA

(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.

Engineering Division

(a) the details of technology imported:
Loramendi Core Cell
CNC Milling Machine (Deckel DMF 180)
Loramendi Sand Mixer

(b) the year of import:
Loramendi Core Cell- FY 2012-13 & FY 2014-15
CNC Milling Machine (Deckel DMF 180) FY 2014-15
Loramendi Sand Mixer FY 2015-16

(c) Whether the technology been fully absorbed:
Yes

(d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof:
NA

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

Engineering Division

The Division has got approval from Department of Scientific & Industrial Research, Ministry of Science and Technology, Delhi on 22nd June 2015 for Recognition of In house R&D Unit. The approval is for the period from 28.05.2015 to 31.03.2018.

In pursuit of R & D endeavors, the Division is regularly incurring the expenditure on R&D. The expenditure incurred on Research and Development during the year:

Rs. In Lacs

Particulars	**Financial Year ended March 31, 2016**	Financial Year ended March 31, 2015
Capital expenditure	**0.81**	208.16
Revenue expenditure	**178.43**	208.17
Development expenditure	**-**	4.05
Total	**179.24**	420.38

R & D activities has resulted in new product development, continuous improvement of existing products for enhanced durability & performance, upgradation of products to the new requirements, reduced operation cost and new business opportunities because of cost, quality and latest technology.

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, 2016**	Financial Year ended March 31, 2015
Foreign Exchange Earned	**32158.77**	32155.02
Foreign Exchange Used	**5118.21**	5967.23

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, as amended from time to time, and forming part of the Directors' Report

i. Employed throughout the year under review and who are in receipt of remuneration for that year, which in aggregate was not less than Rs. 60.00 lacs per annum:

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	50	President (Textile)	B.S. (Math & Comp. Sc.), MS (IA)	25	August 1, 1991	157.58	DCM Technologies Ltd.	NIL	Yes, Dr. Vinay Bharat Ram, (Chairman & Managing Director)
Mr. Sumant Bharat Ram	49	Chief Operating & Finance Officer	B.A. (Hons) Economics, MBA	24	March 1, 2013	126.47	DCM Engineering Ltd.	0.125%	Yes, Dr. Vinay Bharat Ram, (Chairman & Managing Director)
Mr. Rakesh Kumar Goel	59	CEO – Textile Division , Hisar	M.B.A.	36	November 23, 1990	102.41	Hafed Spinning Mills	Nil	No
Mr. Ashwani Kumar Singhal	59	Executive Vice President (Finance & Accounts)	B. Com. (H), FCA, PhD	36	February 5, 1993	78.12	Modi Rubbers Ltd.	Nil	No
Mr. T T Ganesh	54	COO	B. Tech.	34	September 2, 2011	74.25	Hinduja Foundries Limited	Nil	No
Mr. Varun Sarin	54	Chief of Operations & Finance-IT Division	B. Com, CA	29	March 8, 1999	62.34	PT Indorama, Indonesia	Nil	No

ii. Employed for a part of the year under review and who are in receipt of remuneration for any part of that year at a rate, 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
Dr. Vinay Bharat Ram*	80	Chairman & Managing Director	B.A. (Hons.) Economics, University of Delhi, MBA, Michigan University (Ann Arbor), Management Development Programme, Harvard University, Ph.D. in Economics from University of Delhi	54	January 30, 2016	27.47#	DCM Engineering Limited	0.037%	NO

* Prior to his appointment in his capacity as Chairman & Managing Director of the Company, he has drawn remuneration of Rs. 118.41 Lacs for the period 01.04.2015 to 29.01.2016 in his capacity as Whole-Time Director designated as Executive Chairman of the DCM Engineering Ltd (Subsidiary of the Company). His said term in DCM Engineering was completed on January 29, 2016. The said Subsidiary Company has been amalgamated with the Company uder a Scheme of Amalgamation as sanctioned by Hon'ble Delhi High Court vide its order dated May 16, 2016 and its becoming effective on May 28, 2016.

Remunation paid in his capacity as Managing Director of the Company.

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.

For and on behalf of the board
For DCM Limited

Place: New Delhi
Date: May 30, 2016

Sd/-
Dr. Vinay Bharat Ram
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
Mr. Jitendra Tuli	NA
Mr. Arun Kumar Vadhera	NA
Executive Director(s)	
Dr. Vinay Bharat Ram*	NA

All the Non-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.

* Remained in employment in his capacity as Managing Director of the Company for part of the year. 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
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
Mr. Jitendra Tuli	NA
Mr. Arun Kumar Vadhera	NA
Executive Director(s)	
Dr. Vinay Bharat Ram*	NA

All the Non-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 percentage increase in remuneration of Directors is not applicable.

* Drawn Remuneration and remained in employment in his capacity as Managing Director of the Company for part of the year. Therefore, the said percentage increase in his remuneration is not applicable.

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	15.96
Mr. Hemant Bharat Ram, President (Textiles)	(-) 44.96
Mr. Rakesh Kumar Goel, CEO, Textile Division	9.41
Mr. Varun Sarin, Chief of Operations & Finance- IT Division	8.42
Mr. Yadvinder Goyal, Company Secretary **	NA

* Remained in employment in his capacity as Chief Executive Officer of the Company for part of the financial year 2015-16. Further, no remuneration was paid to him in his capacity as Chief Executive Officer in the financial years 2014-15 and 2015-16. Therefore, the said percentage increase in his remuneration is not applicable.

** Remained in employment in his capacity as Company Secretary of the Company for part of the financial year 2014-15. Therefore, the said percentage increase in his remuneration is not applicable.

(iii) **The percentage increase in the median remuneration of employees in the financial year:** 13.91%

(iv) **The number of permanent employees on the rolls of Company:** 5073

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

On an average, employees received an annual increase of 9.568%.The remuneration is subject to review on the basis of individual and/or 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 2015-16 (Rs. lacs)	491.84
Revenue (Rs. lacs)	89,954.35
Remuneration of KMPs (as % of revenue)	0.55
Profit before Tax (PBT) (Rs. lacs)	17.79
Remuneration of KMP (as % of PBT)	2,764.70

(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, 2016	March 31, 2015	% Change
Market Capitalisation (Rs. lacs) (BSE)	13,833.71	14,450.67	-4.27
Market Capitalisation (Rs. lacs) (NSE)	13,807.64	14,528.87	-4.96
Price Earnings Ratio (BSE)	42.12	10.38	305.78
Price Earnings Ratio (NSE)	42.04	10.44	302.68

(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, 2016 (Rs.)	Last Public offer (Right Issue)* (Rs.)	% Change
Market Price (BSE)	79.60	45.00	176.89
Market Price (NSE)	79.45	45.00	176.56

* 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 2015-16 over FY 2014-15 was around 9.568%. The directors of the company were not paid any managerial remuneration in the financial year 2014-15. However, in financial year 2015-16, Dr. Vinay Bharat Ram was paid remuneration for part of the year in his capacity as Managing Director of the Company. 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.

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

Particulars	Dr. Vinay Bharat Ram, Chairman and Managing Director*	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. Yadvinder Goyal, Company Secretary
Remuneration in FY16 (Rs. lacs)	27.47	126.47	157.58	102.41	62.34	15.57
Revenue (Rs.lacs)	89,954.35					
Remuneration (as % of Revenue)	0.03#	0.14	0.18	0.11	0.07	0.02
Profit before Tax (PBT) (Rs. lacs)	17.79					
Remuneration (as % of PBT)	154.42#	710.91	885.78	575.66	350.42	87.52

* Prior to his appointment as Chairman and Managing Director of the Company, he was acting as Chief Executive Officer of the Company till 28.01.2016 and was not drawing any remunation from the Company.

Remained in employment in his capacity as Managing Director of the Company for the part of the year. Therefore, the above percentage is not annualised.

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

(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 2014-15. However, in financial year 2015-16, Dr. Vinay Bharat Ram was paid remuneration for part of the year in his capacity as Managing Director of the Company. 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.

(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 the Companies Act, 2013, and Rule 8(2) of the Companies (Accounts) Rules, 2014]

This Form pertains to the 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 arm's 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 arrangements or transactions at arm's length basis**
   The details of material contracts or arrangement or transactions at arm's length basis for the year ended March 31, 3016 are as follows:
   (a) Name of related party and Nature of relationship:
   Purearth Infrastructure Limited (Joint Venture Company)
   (b) Nature of contracts/arrangements/transactions:
   Security provided by the Company, in its capacity as title holder of land located at Bara Hindu Rao / Kishanganj, Delhi (Project land).
   (c) Duration of the contracts / arrangements/transactions:
   5 Years
   (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
   Pursuant to approval of Shareholders of the Company taken through postal ballots on March 26, 2015, the Company, in its capacity as title holder of Project land, in respect of which the development rights were vested with joint venture company, has mortgaged part of the said Project land for loan of Rs. 145 crores availed in connection with development of residential project by Basant Project Ltd., a company developing the said residential project on part of Project land under joint development agreement with joint venture company.
   (e) Date of approval by the Board:
   In terms of authorisation given by the Board of Directors of the Company, the committee of Directors in its meeting dated 10.04.2015 has given its approval.
   (f) Amount paid as advances, if any:
   N.A.

For and behalf of the Boards Directors
For DCM Limited

Sd/-
Dr. Vinay Bharat Ram
Chairman and Managing Director

Place: New Delhi
Date: May 30, 2016

ANNEXURE- IV

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2016

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

I. REGISTERATION AND OTHER DETAILS

CIN	:	L74899DL1889PLC000004
Registration Date	:	26th 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. No. - 011-25719967, Fax: 011-25765214
Whether Listed Company Yes / No	:	Yes
Name, Address and Contact Details of Registrar and Transfer Agents	:	MCS Share Transfer Agent 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	53.49
2	Manufacture of other iron and steel casting and products	24319	37.60

* 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, 6th Floor, Vikrant Tower, 4, Rajendra Place, New Delhi -110008	U74899DL1990PLC041440	Subsidiary Company	99.99	2(87)(ii)
2	DCM Textiles Limited 606, 6th 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, 6th 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, 6th 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)

Pursuant to sanction of Scheme of Amalgamation ('Scheme') of DCM Engineering Limited ('transferor company') into and with DCM Limited ('transferee company') with effect from appointed date of 01.04.2014 by the Hon'ble Delhi High Court and its becoming effective from May 28, 2016, DCM Engineering Limited ceased to exist with effect from May 28, 2016 and equity shares held by DCM Limited in DCM Engineering Limited stand cancelled.

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. 01.04.2015				No. of Shares held at the end of the year i.e. 31.03.2016				% change during the year
	Demat	Physical	Total	% of total share	Demat	Physical	Total	% of total shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	36,089	0	36,089	0.21	36,089	0	36,089	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.	77,31,793	0	77,31,793	44.49	77,31,793	0	77,31,793	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):-	77,67,882	0	77,67,882	44.70	77,67,882	0	77,67,882	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)	77,67,882	0	77,67,882	44.70	77,67,882	0	77,67,882	44.70	0.00

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01.04.2015				No. of Shares held at the end of the year i.e. 31.03.2016				% change during the year
	Demat	Physical	Total	% of total share	Demat	Physical	Total	% of total shares	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	5,525	67,465	72,990	0.42	7,460	67,465	74,925	0.43	0.01
b) Banks/ FI	30,719	4,234	34,953	0.20	10,904	4,234	15,138	0.09	-0.11
c) Central Govt	0	2,964	2,964	0.02	0	2,964	2,964	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	15,67,444	0	15,67,444	9.02	14,95,730	0	14,95,730	8.60	-0.42
g) FIIs	0	0	0	0	3,174	0	3,174	0.02	0.02
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):-	16,03,688	74,663	16,78,351	9.66	15,17,268	74,663	15,91,931	9.16	-0.50
2. Non - Institutions									
a) Bodies Corp.									
i) Indian	16,16,101	20,912	16,37,013	9.42	13,21,263	20,912	13,42,175	7.72	-1.70
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	24,62,771	8,34,893	32,97,664	18.97	28,84,987	8,16,822	37,01,809	21.30	2.33
ii) Individual Shareholders holding nominal Share capital in excess of Rs. 1 Lakh	22,78,476	0	22,78,476	13.11	22,47,636	0	22,47,636	12.93	-0.18
c) Others									
c-i) Trust and Foundation	10,608	959	11,567	0.07	12,608	2,625	15,233	0.09	0.02
c-ii) Non Resident Individual	658,076	50,008	7,08,084	4.07	7,05,507	6,864	7,12,371	4.10	0.03
Sub -total (B)(2):-	70,26,032	9,06,772	79,32,804	45.64	71,72,001	8,47,223	80,19,224	46.14	0.50
Total Public Shareholding (B)= (B)(1) + (B)(2)	86,29,720	9,81,435	96,11,155	55.30	86,89,269	9,21,886	96,11,155	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)	1,63,97,602	9,81,435	1,73,79,037	100.00	1,64,57,151	9,21,886	1,73,79,037	100.00	0.00

(ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the Year i.e. 01.04.2015			Shareholding at the end of the Year i.e. 01.04.2016			% 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.	37,16,578	21.39	NIL	37,16,578	21.39	NIL	NIL

S. No.	Shareholder's Name	Shareholding at the beginning of the Year i.e. 01.04.2015			Shareholding at the end of the Year i.e. 01.04.2016			% 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	
2	BETTERWAYS FINANCE AND LEASING PVT. LTD.	16,23,135	9.34	NIL	16,23,135	9.34	NIL	NIL
3	XONIX ENTERPRISES PVT. LTD.	7,77,829	4.47	NIL	7,77,829	4.47	NIL	NIL
4	LOTTE TRADING AND ALLIED SERVICES PVT. LTD.	5,46,862	3.14	NIL	5,46,862	3.14	NIL	NIL
5	LOTUS FINANCE & INVESTMENTS PVT LTD.	5,35,546	3.08	NIL	5,35,546	3.08	NIL	NIL
6	MIDOPA HOLDINGS PVT LTD	5,31,843	3.06	NIL	5,31,843	3.06	NIL	NIL
7	MR. SUMANT BHARAT RAM	12,000	0.07	NIL	12,000	0.07	NIL	NIL
8	MRS. PANNA BHARAT RAM	7,912	0.05	NIL	7,912	0.05	NIL	NIL
9	DR. VINAY BHARAT RAM	6,525	0.04	NIL	6,525	0.04	NIL	NIL
10	MR. RAHIL BHARAT RAM	4,852	0.03	NIL	4,852	0.03	NIL	NIL
11	MR. YUV BHARAT RAM	4,800	0.03	NIL	4,800	0.03	NIL	NIL
	TOTAL	**77,67,882**	**44.70**	**NIL**	**77,67,882**	**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. 01.04.2015		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. 01.04.2015	37,16,578	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. 31.03.2016	37,16,578	21.39	37,16,578	21.39
2	**BETTERWAYS FINANCE AND LEASING PVT. LTD.**				
	At the beginning of the year i.e. 01.04.2015	16,23,135	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. 31.03.2016	16,23,135	9.34	16,23,135	9.34
3	**XONIX ENTERPRISES PVT. LTD.**				
	At the beginning of the year i.e. 01.04.2015	7,77,829	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. 31.03.2016	7,77,829	4.47	7,77,829	4.47

S. No.	Particulars	Shareholding at the beginning of the year i.e. 01.04.2015		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
4	**LOTTE TRADING AND ALLIED SERVICES PVT. LTD.**				
	At the beginning of the year i.e. 01.04.2015	5,46,862	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. 31.03.2016	5,46,862	3.14	5,46,862	3.14
5	**LOTUS FINANCE & INVESTMENTS PVT. LTD.**				
	At the beginning of the year i.e. 01.04.2015	5,35,546	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. 31.03.2016	5,35,546	3.08	5,35,546	3.08
6	**MIDOPA HOLDINGS PVT. LTD.**				
	At the beginning of the year i.e. 01.04.2015	5,31,843	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. 31.03.2016	5,31,843	3.06	5,31,843	3.06
7	**MR. SUMANT BHARAT RAM**				
	At the beginning of the year i.e. 01.04.2015	12,000	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. 31.03.2016	12,000	0.07	12,000	0.07
8	**MRS. PANNA BHARAT RAM (Deceased)**				
	At the beginning of the year i.e. 01.04.2015	7,912	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. 31.03.2016	7,912	0.05	7,912	0.05
9	**DR. VINAY BHARAT RAM**				
	At the beginning of the year i.e. 01.04.2015	6,525	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. 31.03.2016	6,525	0.04	6,525	0.04
10	**MR. RAHIL BHARAT RAM**				
	At the beginning of the year i.e. 01.04.2015	4,852	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. 31.03.2016	4,852	0.03	4,852	0.03
11	**MR. YUV BHARAT RAM**				
	At the beginning of the year i.e. 01.04.2015	4,800	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. 31.03.2016	4,800	0.03	4,800	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. 01.04.2015		Date	Increase/ Decrease in Shareholding	Reason for Increase/ Decrease	Cumulative Shareholding during the year		Shareholding at the end of the year i.e. 31.03.2016	
		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	01.04.2015						
				31.07.2015	-9000	transfer	1558444	8.97		
				07.08.2015	-33708	transfer	1524736	8.77		
				14.08.2015	-29006	transfer	1495730	8.60		
				31.03.2016			1495730	8.60	1495730	8.60
2	RELIGARE FINVEST LTD	421460	2.43	01.04.2015						
				24.04.2015	-300	transfer	421160	2.42		
				29.05.2015	-19627	transfer	401533	2.31		
				26.06.2015	-10146	transfer	391387	2.25		
				30.06.2015	-10673	transfer	380714	2.19		
				03.07.2015	-1400	transfer	379314	2.18		
				10.07.2015	-2550	transfer	376764	2.17		
				17.07.2015	-4250	transfer	372514	2.14		
				28.08.2015	-1226	transfer	371288	2.14		
				25.09.2015	-1	transfer	371287	2.14		
				30.09.2015	-8257	transfer	363030	2.09		
				30.10.2015	-7648	transfer	355382	2.04		
				27.11.2015	-5201	transfer	350181	2.01		
				04.12.2015	-550	transfer	349631	2.01		
				25.12.2015	-2550	transfer	347081	2.00		
				29.01.2016	-8655	transfer	338426	1.95		
				26.02.2016	-8625	transfer	329801	1.90		
				18.03.2016	-8200	transfer	321601	1.85		
				31.03.2016			321601	1.85	321601	1.85
3	KANWALJEET SINGH DHILLON	410000	2.36	01.04.2015						
						No Change in shareholding during the year				
				31.03.2016			410000	2.36	410000	2.36
4	SATPAL KHATTAR	200000	1.15	01.04.2015						
						No Change in shareholding during the year				
				31.03.2016			200000	1.15	200000	1.15
5	ANIL KUMAR GOEL	179000	1.03	01.04.2015						
				07.08.2015	-4000	transfer	175000	1.01		
				26.02.2016	3000	transfer	178000	1.02		
				31.03.2016			178000	1.02	178000	1.02
6	RAJIV KUMAR RELAN	162218	0.93	01.04.2015						
				17.04.2015	-20500	transfer	141718	0.82		
				15.05.2015	-7134	transfer	134584	0.77		
				22.05.2015	-19986	transfer	114598	0.66		
				29.05.2015	-11000	transfer	103598	0.60		
				10.07.2015	-8358	transfer	95240	0.55		
				17.07.2015*	-11074	transfer	84166	0.48		
				31.03.2016					NA	NA

*Ceased to be part of Top ten shareholders on 17th July 2015

7	CHARTERED CAPITAL & INVESTMENT LTD.**	100000	0.58	01.04.2015						
				17.04.2015	-6000	transfer	94000	0.54		
				31.03.2016			94000	0.54	94000	0.54

**Ceased to be part of Top ten shareholders on 1st May, 2015 and 11th December, 2015

**re-entered in the Top ten shareholders on 17th July, 2015 and 18th December, 2015

8	VINODCHANDRA MANSUKHLAL PAREKH JOINTLY WITH SANJEEV VINODCHANDRA PAREKH	99213	0.57	01.04.2015						
						No Change in shareholding during the year				
				31.03.2016			99213	0.57	99213	0.57

S. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. 01.04.2015		Date	Increase/ Decrease in Shareholding	Reason for Increase/ Decrease	Cumulative Shareholding during the year		Shareholding at the end of the year i.e. 31.03.2016	
		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	NDA SECURITIES LTD.	98034	0.56	01.04.2015						
				10.04.2015	9821	transfer	107855	0.62		
				17.04.2015	5950	transfer	113805	0.65		
				24.04.2015	1994	transfer	115799	0.67		
				01.05.2015	-746	transfer	115053	0.66		
				08.05.2015	5447	transfer	120500	0.69		
				15.05.2015	4055	transfer	124555	0.72		
				22.05.2015	-9500	transfer	115055	0.66		
				29.05.2015	14401	transfer	129456	0.74		
				05.06.2015	9617	transfer	139073	0.80		
				12.06.2015	-2210	transfer	136863	0.79		
				19.06.2015	-2100	transfer	134763	0.78		
				26.06.2015	-8183	transfer	126580	0.73		
				30.06.2015	-1550	transfer	125030	0.72		
				03.07.2015	-1100	transfer	123930	0.71		
				10.07.2015	-1830	transfer	122100	0.70		
				17.07.2015	-12592	transfer	109508	0.63		
				24.07.2015	20226	transfer	129734	0.75		
				31.07.2015	-30865	transfer	98869	0.57		
				07.08.2015	11886	transfer	110755	0.64		
				14.08.2015	20041	transfer	130796	0.75		
				21.08.2015	-4700	transfer	126096	0.73		
				28.08.2015	16246	transfer	142342	0.82		
				04.09.2015	46580	transfer	188922	1.09		
				11.09.2015	-1259	transfer	187663	1.08		
				18.09.2015	-6635	transfer	181028	1.04		
				25.09.2015	3978	transfer	185006	1.06		
				30.09.2015	-99273	transfer	85733	0.49		
				09.10.2015	6598	transfer	92331	0.53		
				16.10.2015	14653	transfer	106984	0.62		
				23.10.2015	-10256	transfer	96728	0.56		
				30.10.2015	-8688	transfer	88040	0.51		
				06.11.2015	15842	transfer	103882	0.60		
				13.11.2015	8828	transfer	112710	0.65		
				20.11.2015	-4431	transfer	108279	0.62		
				27.11.2015	-6900	transfer	101379	0.58		
				04.12.2015	5820	transfer	107199	0.62		
				11.12.2015	6657	transfer	113856	0.66		
				18.12.2015	2299	transfer	116155	0.67		
				25.12.2015***	-58186	transfer	57969	0.33		
				19.02.2016#			86969	0.50		
				26.02.2016	-2264	transfer	84705	0.49		
				04.03.2016	-1678	transfer	83027	0.48		
				11.03.2016	9196	transfer	92223	0.53		
				18.03.2016	2595	transfer	94818	0.55		
				25.03.2016	-11510	transfer	83308	0.48		
				31.03.2016***	-19408	transfer	63900	0.37	NA	NA

***Ceased to be part of Top ten shareholders on 25 December, 2015 and 31st March, 2016.

#re-entered in the Top ten shareholders on 19th February, 2016

S. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. 01.04.2015		Date	Increase/ Decrease in Shareholding	Reason for Increase/ Decrease	Cumulative Shareholding during the year		Shareholding at the end of the year i.e. 31.03.2016	
		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
10	EDELWEISS SECURITIES LTD	88246	0.51	01.04.2015						
				03.04.2015	-80	transfer	88166	0.51		
				10.04.2015*#	4308	transfer	92474	0.53		
				01.05.2015*^			96914	0.56		
				08.05.2015	3183	transfer	100097	0.58		
				15.05.2015	-80	transfer	100017	0.58		
				22.05.2015	-100	transfer	99917	0.57		
				29.05.2015	-100	transfer	99817	0.57		
				05.06.2015	201	transfer	100018	0.58		
				12.06.2015	1500	transfer	101518	0.58		
				19.06.2015	3500	transfer	105018	0.60		
				26.06.2015	-3045	transfer	101973	0.59		
				30.06.2015	5604	transfer	107577	0.62		
				03.07.2015	4411	transfer	111988	0.64		
				10.07.2015	3342	transfer	115330	0.66		
				17.07.2015	3302	transfer	118632	0.68		
				31.07.2015	750	transfer	119382	0.69		
				07.08.2015	725	transfer	120107	0.69		
				14.08.2015	-750	transfer	119357	0.69		
				21.08.2015	435	transfer	119792	0.69		
				28.08.2015	-451	transfer	119341	0.69		
				04.09.2015	1273	transfer	120614	0.69		
				11.09.2015	30	transfer	120644	0.69		
				18.09.2015*#	-94128	transfer	26516	0.15		
				31.03.2016					NA	NA

*# Ceased to be part of Top ten shareholders on 10th April, 2015 and 18th September, 2015

*^ re-entered in the Top ten shareholders on 1st May, 2015

11	ASHLAR SECURITIES PRIVATE LIMITED	NA	NA							
				10.04.2015**^			119500	0.69		
				17.04.2015	39000	transfer	158500	0.91		
				24.04.2015	10000	transfer	168500	0.97		
				15.05.2015	20000	transfer	188500	1.08		
				22.05.2015	34600	transfer	223100	1.28		
				29.05.2015	-30100	transfer	193000	1.11		
				05.06.2015	-3000	transfer	190000	1.09		
				26.06.2015	12000	transfer	202000	1.16		
				30.06.2015	-5000	transfer	197000	1.13		
				10.07.2015	10000	transfer	207000	1.19		
				24.07.2015	-18000	transfer	189000	1.09		
				31.07.2015	-55000	transfer	134000	0.77		
				07.08.2015	-8431	transfer	125569	0.72		
				14.08.2015	53500	transfer	179069	1.03		
				28.08.2015	23500	transfer	202569	1.17		
				04.09.2015	-10000	transfer	192569	1.11		
				11.09.2015	-3240	transfer	189329	1.09		
				18.09.2015	25000	transfer	214329	1.23		
				25.09.2015	27500	transfer	241829	1.39		
				09.10.2015	58500	transfer	300329	1.73		
				16.10.2015	23000	transfer	323329	1.86		
				23.10.2015	40000	transfer	363329	2.09		
				30.10.2015	5000	transfer	368329	2.12		
				13.11.2015	1800	transfer	370129	2.13		
				11.12.2015	-159300	transfer	210829	1.21		
				18.12.2015*^^	-136800	transfer	74029	0.43		
				31.03.2016					NA	NA

**^ First time entered into Top ten shareholders on 10th April, 2015

*^^ Ceased to be part of Top ten shareholders on 18th December, 2015

S. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. 01.04.2015		Date	Increase/ Decrease in Shareholding	Reason for Increase/ Decrease	Cumulative Shareholding during the year		Shareholding at the end of the year i.e. 31.03.2016	
		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
12	JAIDEEP SAMPAT JOINTLY WITH ANITA JAIDEEP SAMPAT	NA	NA							
				18.09.2015^			128631	0.74		
				09.10.2015	-9865	transfer	118766	0.68		
				16.10.2015	-23286	transfer	95480	0.55		
				31.03.2016			95480	0.55	95480	0.55

^ First time entered into Top ten shareholders on 18th September, 2015

13	GLOBE FINCAP LIMITED	NA	NA							
				11.12.2015^^			159779	0.92		
				18.12.2015	-40350	transfer	119429	0.69		
				31.12.2015#^	-84500	transfer	34929	0.20		
				31.03.2016					NA	NA

^^First time entered into Top ten shareholders on 11th December, 2015

#^ Ceased to be part of Top ten shareholders on 31st December, 2015

14	RAJASTHAN GLOBAL SECURITIES PRIVATE LIMITED	NA	NA							
				25.12.2015#^^			85325	0.49		
				31.12.2015*#*	-14373	transfer	70952	0.41		
				31.03.2016					NA	NA

#^^ First time entered into Top ten shareholders on 25th December, 2015

Ceased to be part of Top ten shareholders on 31st December 2015

15	BHAVESH DHIRESHBHAI SHAH	NA	NA							
				31.12.2015*+			79857	0.46		
				31.03.2016			79857	0.46	79857	0.46

*+ First time entered into Top ten shareholders on 31st December, 2015

16	BHAVESH DHIRESHBHAI SHAH	NA	NA							
				31.12.2015*++			74800	0.43		
				19.02.2016*+*			74800	0.43		
				31.03.2016					NA	NA

*++ First time entered into Top ten shareholders on 31st December, 2015

*+*Ceased to be part of Top ten shareholders on 19th February 2016

17	VARSHA B SHAH	NA	NA							
				31.03.2016++			65509	0.38	65509	0.38

++ First time entered into Top ten shareholders on 31st March, 2016

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

S. No.	Particulars	Shareholding at the beginning of the year i.e. 01.04.2015		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	**Dr. Vinay Bharat Ram*** **(Chairman & Managing Director - KMP)**				
	At the beginning of the year i.e. 01.04.2015	N.A.	N.A.		
	At the time of appointment (i.e. 29.01.2016)	6,525	0.04		
	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. from 29th January, 2016 to 31st March, 2016			
	At the end of the year i.e. 31.03.2016	6,525	0.04	6,525	0.04
2	**Mr. Jitendra Tuli**** **(Non Independent -Non Executive Director)**				
	At the beginning of the year i.e. 01.04.2015	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. 31.03.2016	0	0	0	0
3	**Mr. Bipin Maira** **(Independent - Non Executive Director)**				
	At the beginning of the year i.e. 01.04.2015	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. 31.03.2016	0	0	0	0
4	**Prof. Sudhir Kumar Jain** **(Independent - Non Executive Director)**				
	At the beginning of the year i.e. 01.04.2015	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. 31.03.2016	0	0	0	0
5	**Mr. Ravi Vira Gupta** **(Independent - Non Executive Director)**				
	At the beginning of the year i.e. 01.04.2015	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. 31.03.2016	0	0	0	0
6	**Dr. Meenakshi Nayar** **(Independent - Non Executive Director)**				
	At the beginning of the year i.e. 01.04.2015	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 year			
	At the end of the year i.e. 31.03.2016	100	0.0006	100	0.0006
7	**Mr. Narendra Pal Chawla** **(Non Independent - Non Executive Director)**				
	At the beginning of the year i.e. 01.04.2015	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. 31.03.2016	0	0	0	0

S. No.	Particulars	Shareholding at the beginning of the year i.e. 01.04.2015		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
8	**Mr. Arun Kumar Vedhera # (Non Executive Director)**				
	At the beginning of the year i.e. 01.04.2015	N.A.	N.A.		
	At the time of appointment (i.e. 20.06.2015)	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. from 20th June, 2015 to 31st March, 2016.			
	At the end of the year i.e. 31.03.2016	0	0	0	0
9	**Mr. Sumant Bharat Ram (Chief Operating & Finance Officer - KMP)**				
	At the beginning of the year i.e. 01.04.2015	12,000	0.07		
	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. 31.03.2016	12,000	0.07	12,000	0.07
10	**Mr. Hemant Bharat Ram [President (Textiles) - KMP]**				
	At the beginning of the year i.e. 01.04.2015	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. 31.03.2016	0	0	0	0
11	**Mr. Rakesh Kumar Goel (CEO-Textile Division - KMP)**				
	At the beginning of the year i.e. 01.04.2015	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. 31.03.2016	0	0	0	0
12	**Mr. Varun Sarin (Chief of Operations & Finance -IT Division - KMP)**				
	At the beginning of the year i.e. 01.04.2015	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. 31.03.2016	0	0	0	0
13	**Mr. Yadvinder Goyal (Company Secretary - KMP)**				
	At the beginning of the year i.e. 01.04.2015	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. 31.03.2016	0	0	0	0

* Dr. Vinay Bharat Ram was appointed as an Additional director of the Company w.e.f. 29.01.2016 and was also appointed as Chairman and Managing Director of the Company w.e.f. January 30, 2016.

** Mr. Jitendra Tuli has resigned from the positions of Chairman & Managing Director of the Company and has been relieved him from his duties by the Board of Directors of the Company with effect from January 29, 2016. However, he continues as Director of the Company.

Mr. Arun Kumar Vedhra was appointed as an additional Director of the Company w.e.f. June 20, 2015

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. 01.04.2015				
i) Principal Amount	23,366.98	71.35	-	23,438.33
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	0.23	-	-	0.23
Total (i+ii+iii)	**23,367.21**	**71.35**	**-**	**23,438.56**
Change in indebtedness during the financial year				
Opening Balance on account of Scheme*	9,454.79	1,000	-	10,454.79
Addition	2,777.98	1,000	-	3,777.98
Reduction	(2,654.97)	(71.35)	-	(2,726.32)
Net Change	**9,577.80**	**1,928.65**	**-**	**11,506.45**
Indebtedness at the end of the financial year i.e. 31.03.2016				
i) Principal Amount	32,914.83	2,000	-	34,914.83
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	30.18	-	-	30.18
Total (i+ii+iii)	**32,945.01**	**2,000**	**-**	**34,945.01**

* Scheme of Amalgamation of erstwhile DCM Enginnering Limited into and with DCM Limited approved by Delhi High Court is referred as "Scheme".

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	Dr. Vinay Bharat Ram** Chairman and Managing Director	
1.	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	0	12,53,080	12,53,080
	(b) Value of perquisites u/s 17(2) Income tax Act, 1961	0	13,94,582	13,94,582
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3.	Sweat Equity	0	0	0
4.	Commission - as % of profit - others, specify….	0	0	0
5.	Others -Sitting Fee for Board & Committee Meetings - PF and Superannuation Contribution	 1,55,000 0	 0 99,097	 1,55,000 99,097
	Total (A)	1,55,000	27,46,759	29,01,759
	Annual Ceiling as per the Act (5% of the profits calculated u/s 198 of the Companies Act, 2013)			**1,50,568**

* Mr. Jitendra Tuli has resigned from the positions of Chairman & Managing Director of the Company and has been relieved from his duties by the Board of Directors of the Company with effect from January 29, 2016. He was not paid any remunation other then sitting fee for attending meetings of Board of Directors and Committees thereof.

** Dr. Vinay Bharat Ram was appointed as Chairman and Managing Director of the Company w.e.f. January 30, 2016. His remunation is approved by the Board of Directors and shareholders of the Company and same is subject to the approvel of Central Government.

\- Sittings fees paid to directors is not to be considered as part of their respective remuneration in terms of relevant provisions of the Companies Act, 2013.

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	205000	130000	120000	70000	525000
	- Commission	0	0	0	0	0
	-Others, please specify	0	0	0	0	0
	Total (1)					**525000**

S. No.	Particulars of Remuneration	Name of Director			Total Amount
		Mr. Jitendra Tuli#	Mr. Arun Kumar Vedhera	Mr. Narendra Pal Chawla	
2	Other Non-Executive Directors				
	- Fee for attending board and committee meetings	35000	40000	30000	105000
	- Commission	0	0	0	0
	- Others, please specify	0	0	0	0
	Total (2)	35000	40000	30000	**105000**
	Total (B) = (1+2)				**630000**
	Overall Annual Ceiling as per the Act (1% of the profits calculated u/s 198 of the Companies Act, 2013)				30,114

As Director of the Company w.e.f. January 30, 2016

- Sittings fees paid to directors is not to be considered as part of their respective remuneration in terms of relevant provisions of the Companies Act, 2013.

	Total Managerial Remuneration (A+B)				35,31,759
	Overall Annual Ceiling as per the Act (11% of the profits calculated u/s 198 of the Companies Act, 2013)				3,31,250

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. Yadvinder Goyal - Company Secretary	
1	Gross salary							
	(a) Salary as per provisions contained in section 17(1) of the Income - tax Act, 1961	Nil	92,42,400	1,16,98,610	83,39,707	52,74,568	14,05,665	3,59,60,950
	(b) Value of perquisites u/s 17(2) Income - tax Act, 1961	Nil	20,52,910	24,39,600	7,67,599	21,600	Nil	52,81,709
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	Nil	Nil	Nil	Nil	Nil	Nil	Nil

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. Yadvinder Goyal - Company Secretary	
2	Stock Option	Nil	Nil	Nil	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil	Nil	Nil	Nil
4	Commission - as % of profit - others, specify….	Nil	Nil	Nil	Nil	Nil	Nil	Nil
5	Others, please specify							
	- Bonus	Nil	Nil	Nil	Nil	4,50,000	Nil	4,50,000
	- PF and Superannuation Contribution	Nil	13,51,670	16,20,000	11,34,000	4,87,670	1,51,183	47,44,523
	Total	Nil	1,26,46,980	1,57,58,210	1,02,41,306	62,33,838	15,56,848	4,64,37,182

* Prior to his appointment as Chairman & Managing Director of Company, he was acting Chief Executive Officer of the Company till 28.01.2016 and was not drawing any remunation from the Company

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 OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

ANNEXURE - V

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March 2016

[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 there on.

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, 2016 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, 2016 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, 2015;
   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 Acts, Laws and Regulations as applicable to the Company is given in Annexure-A.

We have not examined compliance with applicable financial laws like Direct and Indirect Tax Laws, since the same have been subject to review by Statutory financial audit and tax audit.

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 upto November 30, 2015 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 w.e.f. December 1, 2015.

We have examined compliances of the Secretarial Standards issued by The Institute of Company Secretaries of India w.e.f. July 1, 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 year under review following specific events having a major bearing on the Company's affairs have occurred:

Scheme of Amalgamation ('Scheme') of DCM Engineering Limited ('Subsidiary company'/ 'transferor company') into and with DCM Limited ('Holding Company'/ 'transferee company') was approved at separate meetings of Creditors (secured and unsecured) of DCM Engineering Limited and Shareholders and Creditors (secured and unsecured) of DCM Limited held on October 17, 2015. Requirement of Convening, holding and conducting meeting of shareholders of DCM Engineering Limited was dispensed with by the Hon'ble Delhi High Court. The Company had filed joint second motion application along with DCM Engineering Limited with the Hon'ble Delhi High Court. As on March 31, 2016, the said scheme was pending for sanction of Hon'ble Delhi High Court.

For Pragnya Pradhan & Associates
Company Secretaries

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

Place : New Delhi
Date : 30th May, 2016

Annexure – A

1. Factories Act, 1948;
2. Industries (Development and Regulation) Act, 1951;
3. Minimum Wages Act, 1948;
4. Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
5. Industrial Employment (Standing Orders) Act, 1946;
6. Inter-State Migrant Workman (Regulation of Employment and Conditions of Service) Act, 1979;
7. Maternity Benefit Act, 1961;
8. Payment of Gratuity Act, 1972;
9. Payment of Wages Act, 1936;
10. Environment (Protection) Act, 1986;
11. Water (Prevention and Control of Pollution) Act, 1974;
12. The Legal Metrology Act, 2009.

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 Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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 in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 and 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 and KMP 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ANNEXURE - VII

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) Dr. Vinay Bharat Ram* – Chairman 2) Mr. Ravi Vira Gupta - Member 3) Dr. Meenakshi Nayar – Member 4) Mr. Jitendra Tuli** - Member 5) Mr. Bipin Maira# - Member
3.	Average net profit of the company for last three financial years (Amount in Lacs)	Rs. 3,484.80 Lacs
4.	Prescribed CSR Expenditure (two percent, of the amount as in item 3 above) (Amount in Lacs)	Rs. 69.70 Lacs
5.	Details of CSR spent during the financial year 2015-16. (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. 69.70 Lacs (2) Rs. 47.04 Lacs (3) Necessary details are provided in the table given below:

* Appointed as Chairman of the CSR Committee w.e.f. May 30, 2016

** Appointed as member of the CSR Committee w.e.f. May 30, 2016

Ceased to be member of the CSR Committee w.e.f. May 30, 2016

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Directe expenditure on projects or Programs. (2) Overheads:	Cumulative expenditure up to the reporting period	Amount spent: Direct or through implementing agency
1	Contribution for running of School at Hissar up to Class 10th	Promoting of education	Hissar in the state of Haryana	Rs. 18.00 lacs for F.Y. 2015-16	Rs. 18.08 lacs	Rs. 18.08 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	Rs. 4.58 lacs	Rs. 4.58 lacs	Direct
	Total			Rs. 24.00 lacs	Rs. 22.66 lacs	Rs. 22.66 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 Company could not entirely consume the allocated CSR amount. Going forward it is proposed to strengthen the engagement with all concerned and ramp up the CSR spend.

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.

For DCM Limited
Sd/-
Dr. Vinay Bharat Ram
Chairman and Managing Director
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 Company. Our Corporate governance policy has been based on professionalism, honesty, integrity and ethical behaviour.

Through the Governance mechanism in the Company, the Board alongwith 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 policy. Given below is a brief report for the year April 01, 2015 to March 31, 2016 on the practices followed at DCM Limited towards achievement of good Corporate Governance:

2. BOARD OF DIRECTORS

Composition and Category of Directors, attendance of the Directors at the Board Meetings and the last Annual General Meeting, Outside Directorships and Membership(s) or Chairmanship(s) of Board Committees and numbers of shares or convertible instruments held

Above information as on March 31, 2016, as applicable, is tabulated hereunder:

(A) Composition of the Board

As at March 31, 2016, in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company's Board of Directors comprised of total eight directors namely, Dr. Vinay Bharat Ram, Chairman and Managing Director, Mr. Jitendra Tuli, Mr. Bipin Maira, Prof. Sudhir Kumar Jain, Mr. Ravi Vira Gupta, Mr. Narendra Pal Chawla, Mr. Arun Kumar Vedhera 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 Regulations. 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 Director nominated by Life Insurance Corporation of India (LIC). As on March 31, 2016, Mr. Arun Kumar Vedhera, Mr. Jitendra Tuli are Non-Executive Directors and Dr. Vinay Bharat Ram is Chairman & 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.

Name of Director	DIN	Category of Director*	Number of equity shares of the Company held	No. of Board meetings held during FY- 2015-16	No. of Board meetings attended	Attendance at last AGM held on 18.08.2015	No. of outside Directorships held	No. of membership(s) /Chairmanship(s) in Board Committees##	
								Member	Chairman
Dr. Vinay Bharat Ram**	00052826	ED	6525	1	1	*#	8	0	0
Mr. JitendraTuli***	00272930	NED	-	6	6	Yes	0	2	0
Mr. Bipin Maira	05127804	I -NED	-	6	5	Yes	0	0	2
Prof. Sudhir Kumar Jain	06419514	I -NED	-	6	5	No	1	2	0
Mr. Ravi Vira Gupta	00017410	I -NED	-	6	4	Yes	7	4	3
Dr. Meenakshi Nayar	06866256	I -NED	100	6	5	Yes	1	0	0
Mr. Arun Kumar Vedhera#	02211540	NED	-	4	4	Yes	0	0	0
Mr. Narendra Pal Chawla (Nominee LIC)	06412645	NED	-	6	3	No	0	0	0

ED – Executive Director; I-NED- Independent –Non Executive Director; NED –Non Executive Director

* Category of Directors is as on March 31, 2016.

**Appointed as Additional Director of the Company w.e.f. 29.01.2016. He was also appointed as Chairman and Managing Director of the Company with effect from 30.01.2016. Further one Board meeting was held during his tenure as Chairman and Managing Director of the Company.

***Appointed as Chairman and Managing Director of the Company with effect from December 20, 2015. Mr. Tuli had resigned from the positions of Chairman and Managing Director of the company and has been relived from his duties w.e.f. 29.01.2016. However, he continues as director of the Company.

#Appointed as Additional Director of the Company w.e.f. 20.06.2015. The Shareholders of the Company have appointed him as director of the Company in the AGM held on 18.08.2015. Further four Board meetings were held during his tenure.

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

*#Attended in his capacity as CEO of the Company

None of the Independent Directors of the Company serve as an Independent Director in more than seven listed companies and where any Independent Director is serving as whole-time director in any listed company, such director is not serving as Independent Director in more than three listed companies.

During the year, the Board met six times on May 28, 2015, June 20, 2015, August 13, 2015, November 9, 2015, January 29, 2016 and February 13, 2016. The maximum gap between any two Board Meetings was less than one hundred and twenty days. All material information was circulated to the directors before the meeting or placed at the meeting, including minimum information required to be made available to the Board as prescribed under Part A of Schedule II of Regulation 17(7) of the Listing Regulations.

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

3. Compliance with the 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 updated Code incorporate the duties of Independent Directors. The Code of Conduct is available on the website of the Company (web link http://www.dcm.in/investors/policies).

All Board members and designated Senior Management Personnel have affirmed compliance with the Code of conduct. A declaration signed by the Chairman & Managing Director of the Company is enclosed as Annexure -A and forms part of this report.

4. Audit Committee

As on March 31, 2016, 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 powers, role and terms of reference of the Audit Committee covers the areas as contemplated under Regulation 18 of the Listing Regulations and Section 177 of the Companies Act, 2013, as applicable, besides other terms as referred by the Board of Directors.

All members of Audit Committee are independent directors except Mr. Jitendra Tuli, who is Non-Executive Director of the Company.

The terms of reference of Audit Committee covers all areas mentioned under Regulation 18 of the Listing Regulations and Section 177 of the Companies Act, 2013, as applicable.The broad terms of reference of Audit committee as on March 31, 2016, include, *inter-alia,* systematic review of Accounting policies & practices, financial reporting process, adequacy of internal control systems and internal audit function, and 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 and 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, 2015 to March 31, 2016, Five (5) Audit Committee meetings have taken place on May 28, 2015, June 20, 2015, August 13, 2015, November 9, 2015 and February 13, 2016. The attendance of each director at these meetings was as under:

S. No.	Name	Designation	No. of meetings held during FY -2015-16	No. of meetings attended
1.	Mr. Bipin Maira	Chairman	5	4
2.	Mr. Jitendra Tuli	Member	5	5
3.	Prof. Sudhir Kumar Jain	Member	5	4
4.	Mr. Ravi Vira Gupta	Member	5	4

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

5. Nomination and Remuneration Committee

The powers, role and terms of reference of the Nomination and Remuneration Committee covers the areas as contemplated under Regulation 19 of the Listing Regulations and Section 178 of the Companies Act, 2013, besides other terms as referred by the Board of Directors. As on March 31, 2016, 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 Regulation 19 of the Listing Regulations 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, 2015 to March 31, 2016, five (5) 'Nomination and Remuneration Committee' meetings have taken place on May 28, 2015, June 20, 2015, November 9, 2015, January 5, 2016 and January 29, 2016. The attendance of each director at these meetings was as under:

S. No.	Name	Designation	No. of meetings held during FY -2015-16	No. of meetings attended
1.	Mr. Bipin Maira	Chairman	5	5
2.	Prof. Sudhir Kumar Jain	Member	5	3
3.	Mr. Ravi Vira Gupta	Member	5	3

Performance Evaluation

The criteria for performance evaluation cover the areas relevant to the functioning as Independent Directors such as preparation, participation, conduct and effectiveness. The performance evaluation of Independent Directors was done by the entire Board of Directors and in the evaluation the directors who are subject to evaluation had not participated.

6. Remuneration of Directors

During the year under review, there was no pecuniary relationship or transactions of the non-executive directors vis-à-vis the Company. 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 sitting fee & remuneration paid to directors of the Company during the year April 01, 2015 to March 31, 2016 are as under:

S. No.	Name	Sitting Fees # (Rs. / lacs)	Salary & Allowances (Rs. / lacs)	Perquisites	Contribution to PF etc.	Commission and performance linked Incentive	Total
1.	Dr. Vinay Bharat Ram*	-	12,53,080	13,94,582	99,097	-	27,46,759
2	Mr. Jitendra Tuli	1,90,000	-	-	-	-	1,90,000
3	Mr. Bipin Maira	2,05,000	-	-	-	-	2,05,000
4	Prof. Sudhir Kumar Jain	1,30,000	-	-	-	-	1,30,000
5	Mr. Ravi Vira Gupta	1,20,000	-	-	-	-	1,20,000
6	Mr. Arun Kumar Vedhera**	40,000	-	-	-	-	40,000
7	Dr. Meenakshi Nayar	70,000	-	-	-	-	70,000
8	Mr. Narendra Pal Chawla (Nominee-LIC)	30,000	-	-	-	-	30,000
	TOTAL	**7,85,000**	**12,53,080**	**13,94,582**	**99,097**	**-**	**35,31,759**

*Appointed as Chairman & Managing Director of the Company w.e.f. 30.01.2016. (Also refer note 48 to the Standalone Financial Statement)

** Appointed as an Additional Director of the Company w.e.f. 20.06.2015

excluding service tax

Service Contract and Severance Fees

The remuneration of Dr. Vinay Bharat Ram, Chairman and Managing Director of the Company, is fixed by the Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee of the Company, which is subject to approval of the Central Government and shareholders of the Company. Either of Dr. Vinay Bharat Ram or Company can terminate the appointment by giving to other, three calendar months' notice in writing. The appointment of Dr. Vinay Bharat Ram is governed by the resolution(s) of the Board of Directors and shareholders of the Company which covers the terms & conditions of such appointment. 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.

7. **Share Transfer, Finance Facilities and Stakeholders' Relationship Committee**

The powers, role and terms of reference of the 'Share Transfer, Finance Facilities and Stakeholder Relationship Committee' covers the areas as contemplated under Regulation 20 of Listing Regulations and Section 178 of the Companies Act, 2013, besides other terms as referred by the Board of Directors. As on March 31, 2016, '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:

S. No.	Name	Designation	No. of meetings held during FY -2015-16	No. of meetings attended
1.	Mr. Bipin Maira	Chairman	14	13
2.	Mr. Jitendra Tuli	Member	14	13
3.	Prof. Sudhir Kumar Jain	Member	14	2
4.	Mr. Ravi Vira Gupta	Member	14	2

The status of complaints received, disposed off & pending during the year ended March 31, 2016 is as under:

No. of Complaints Received	No. of Complaints not solved to the satisfaction of shareholders' / Investors'	No. of Complaints pending at end of year
27	0	1

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

Mr. Yadvinder Goyal, Company Secretary of the Company acts as Compliance Officer of the Company.

1. **GENERAL BODY MEETINGS**

Details of last three AGMs

Year	Location	Date	Time	Details of Special Resolutions passed
2015	125th AGM MPCU Shah Auditorium, Shree Delhi Gujrati Samaj Marg, Civil Lines, New Delhi	18.08.15	1.00 P.M.	Re- appointment of Mr. Jitendra Tuli as Managing Director of the Company for a period of one (1) year w.e.f. December 20, 2014.
2014	124th AGM MPCU Shah Auditorium, Shree Delhi Gujrati 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	123rd AGM MPCU Shah Auditorium, Shree Delhi Gujrati 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.

POSTAL BALLOTS

Details of Special Resolution(s) passed through Postal ballot

1. During the last financial year, the Company has passed following Special Resolution through Postal Ballot process(including e-voting) 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 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 Scruitinizer 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:

S. No	Particulars	Special Resolution No. 1		
		Through Physical Postal Ballot forms	Through e- voting	Total
1.	Total Valid Votes* casted in favour of the Resolution	2,33,048	17,72,220	20,05,268
2.	Total Valid Votes* casted against the Resolution	957	308	1,265
3.	Invalid Votes*	1,780	_	1,780
4.	Valid 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.

2. As on March 31, 2016, the Company has undertaken the postal ballot process (including e-voting) for obtaining approval of members of the Company, inter-alia, for following Special Resolutions, prescribed under Sections 108 & 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and the Companies (Management and Administration) Amendment Rules, 2015 and other applicable provisions, if any of the Companies Act, 2013. The results of said postal ballot process was declared on May 28, 2016:

   a. appointment of Dr. Vinay Bharat Ram as Managing Director of the Company

   b. re-appointment of Mr. Jitendra Tuli as Managing Director of the Company

   The Company has appointed Mrs. Pragnya Parimita Pradhan, Company Secretary in whole time Practice as Scruitinizer 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 April 27, 2016 (9.00 Hours IST). The voting period for e-voting ended on May 26, 2016 (17.00 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 May 26, 2016. The result of Postal Ballot (including e-voting) was declared on May 28, 2016.

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

S. No	Particulars	Through Physical Postal Ballot forms	Through e- voting	Total
Special Resolution for appointment of Dr. Vinay Bharat Ram as Managing Director of the Company				
1.	Total Valid Votes* casted in favour of the Resolution	22,989	93,05,835	93,28,824
2.	Total Valid Votes* casted against the Resolution	3,655	473	4,128
3.	Invalid Votes*	4,416	-	4,416
4.	Valid Votes* casted in favour as percentage of total valid votes polled	86.2821%	99.9949%	99.9558%
Special Resolution for re-appointment of Mr. Jitendra Tuli as Managing Director of the Company				
1.	Total Votes* casted in favour of the Resolution	25,321	93,05,453	93,30,774
2.	Total Votes* casted against the Resolution	884	825	1,709
3.	Invalid Votes*	4,850	-	4,850
4.	Votes* casted in favouras percentage of total valid votes polled	96.6266%	99.9911%	99.9817%

   *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.

2. 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 requirements of Listing Regulations. 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, 2016.

3. GENERAL SHAREHOLDER INFORMATION

i. Annual General Meeting

Date : September 14, 2016
Time : 11.00AM
Place : Shankar Lal Murli Dhar Auditorium
: (Shri Ram Centre-Auditorium), 4, Safdar Hashmi
: Marg, Mandi House, New Delhi-110 001.

ii. Book Closure Date : September 8, 2016 to September 14, 2016 (both days inclusive)

iii. Financial Year : April 01 to March 31

iv. Dividend Payment Date : The Company has paid interim dividend @ Rs. 1.50 per equity share to the shareholders on or before December 9, 2015 for the financial year 2015-16. The record date for the said interim dividend was November 23, 2015.

v. Listing : Shares of Company are listed on following stock exchanges :
Name : BSE Limited
Address : Phiroje Jeejeebhoy Towers, Dalal Street, Mumbai-400001
Name : National Stock Exchange of India Limited
Address : Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai-400051
Listing fee upto financial year 2016-17 has been paid to both of above Stock Exchanges.

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

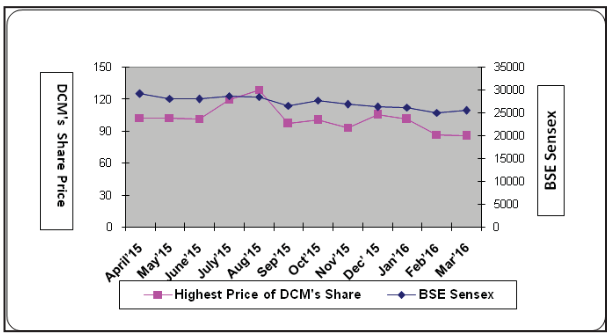
vii. Stock Market Data and Share price performance in comparison to broad base indices

a) DCM LIMITED vs BSE SENSEX

	DCM LIMITED		BSE SENSEX	
	High	Low	High	Low
April-2015	102.30	85.30	29,094.61	26,897.54
May-2015	102.00	88.25	28,071.16	26,423.99
June-2015	101.10	85.00	27,968.75	26,307.07
July-2015	122.00	93.75	28,578.33	27,416.39
August-2015	128.50	76.50	28,417.59	25,298.42
September-2015	96.90	76.90	26,471.82	24,833.54
October-2015	100.00	86.70	27,618.14	26,168.71
November-2015	93.10	84.40	26,824.30	25,451.42
December-2015	105.10	82.20	26,256.42	24,867.73
January-2016	100.90	80.00	26,197.27	23,839.76
February-2016	86.40	65.65	25,002.32	22,494.61
March-2016	85.30	68.50	25,479.62	23,133.18

Source: BSE website

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

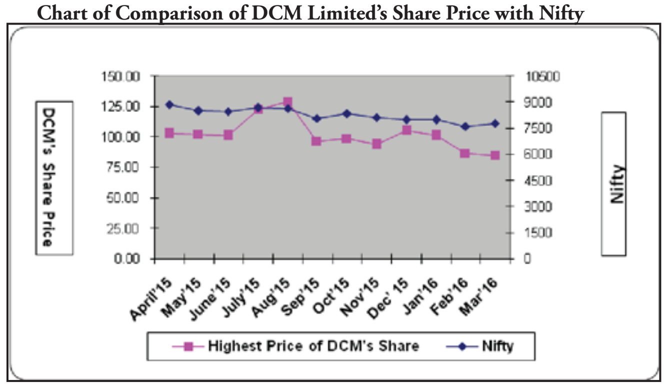


b) DCM LIMITED vs. NIFTY

	DCM LIMITED		NIFTY	
	High	Low	High	Low
April-2015	102.40	84.10	8,844.80	8,144.75
May-2015	101.90	86.15	8,489.55	7,997.15
June-2015	100.90	84.00	8,467.15	7,940.30
July-2015	122.40	93.00	8,654.75	8,315.40
August-2015	128.90	76.00	8,621.55	7,667.25
September-2015	96.60	76.75	8,055.00	7,539.50
October-2015	98.90	89.10	8,336.30	7,930.65
November-2015	93.50	84.00	8,116.10	7,714.15
December-2015	105.05	80.70	7,979.30	7,551.05
January-2016	100.95	78.55	7,972.55	7,241.50
February-2016	86.45	66.00	7,600.45	6,825.80
March-2016	85.00	67.65	7,777.60	7,035.10

Source: NSE website

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



viii. Registrar & Share Transfer Agent

MCS Share Transfer Agent 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 Share Transfer Agent 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, 2016

Category	No. of Equity Shares	% of Shareholding
Promoters and Promoters group	77,67,882	44.70
Mutual fund, Foreign Portfolio Investors, FIs, Banks, Insurance Companies, Central Govt. and State Govt(s)	15,91,931	9.16
Bodies Corporates	13,42,175	7.72
NRIs & Trusts	7,27,604	4.19
Individuals	59,49,445	34.23
TOTAL	**1,73,79,037**	**100%**

Shareholdings	No. of folios	No. of Equity Shares	% of Shareholding
Up to 5,000	45,484	36,35,815	20.92
5,001-10,000	84	6,25,406	3.60
10,001 – 50,000	94	18,80,423	10.82
50,001-1,00,000	13	9,00,269	5.18
Above 1,00,000	11	1,03,37,124	59.48
Total	**45,686**	**1,73,79,037**	**100%**

xi. Dematerialisation of Shares and liquidity

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, 2016, 94.70% of paid-up share capital of the Company has been dematerialised.

The Equity Shares of the Company are frequently traded at BSE Limited and National Stock Exchange of India Limited

xii. Outstanding ADRs/ GDRs/ Warrants/ Convertible Instruments

The Company has not issued any ADRs, GDRs, Warrants or any Convertible Instrument during the financial year 2015-16.

xiii. Location of Works: Textile Division: Hisar (Haryana)
Engineering Division#: Ropar (Punjab)
IT Division: Gurgaon (Haryana)

Please refer Point No. 4(x) of this Corporate Governance Report.

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***

4. Disclosures

i. 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 Regulations. 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 no. 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

ii. 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.

iii. 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.

iv. 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 Part-E of Schedule II of Listing Regulations.

vi. Policy for determining 'material subsidiaries' is available on website of the Company at weblink: http://www.dcm.in/pdf/Material-subsidiary-policy.pdf

vii. Management Discussion and Analysis report forming part of the Annual Report is enclosed.

viii. Disclosure regarding appointment or re-appointment of directors

Pursuant to Regulation 36 of Listing Regulations, the information required to be given, in case of the appointment of a new director or re-appointment of a director, is given in Annexure-B to this report.

ix. Risk Management

The Company has systems in place to inform the Board members about the Risk Assessment and Risk Minimization. These are being revised from time to time to ensure appropriate Risk Management and control.

x. 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.

* Pursuant to Sanction of Scheme of Amalgamation ('Scheme') of DCM Engineering Limited ('Subsidiary company'/ 'transferor company') into and with DCM Limited ('Holding Company'/'transferee company') by the Hon'ble Delhi High Court and its becoming effective from May 28, 2016, DCM Engineering Limited ceased to exist with effect from May 28, 2016 and entire Business of DCM Engineering Limited alongwith all of its assets and liability has got vested / transfered with the Company as going concern from the appointed date of April 1, 2014.

xi. CEO/CFO Certification

The certificate in compliance with Regulation 17(8) of 'ListingRegulations'was placed before the Board of Directors in its meeting.

xii. The details of familiarization programme for Independent Directors is available on website of the Company at weblink: http://www.dcm.in/pdf/Familirisation-program-for%20independe-t%20directors.pdf.

xiii. Commodity price risk or foreign exchange risk and hedging activities

The Company is subject to market risk with respect to commodities price fluctuations in 'Cotton', which are drawn from agriculture in its Textile Division. The Company manages exposure to commodity risk through strategic buying initiatives in the cotton season.

In the Engineering Division, availability of consistent quality iron scrap get affected during monsoon season. However, it does not have much impact as the Division ensure the availability of iron scrap during this period to meet its production requirement by increasing its vendor base and/or stocking etc.

During the year 2015-16, the Company had managed the foreign exchange risk and hedged to the extent considered necessary. The details of foreign currency exposure are disclosed in Note No. 45 to the Standalone Financial Statement.

xiv. The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub – regulation (2) of Regulation 46 of the Listing Regulations.

For and on behalf of the Board
For DCM Limited

Sd/-

Place: New Delhi **Dr. Vinay Bharat Ram**
Date : May, 30, 2016 Chairman & Managing Director

ANNEXURE - A

DECLARATION UNDER PARA D OF SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

I, Dr. Vinay Bharat Ram, Chairman & Managing Director of DCM Limited, certify based on annual disclosures received, that all Board members and senior management personnel have abided by the Code of Conduct laid down by the Company.

For DCM Limited
Sd/-

Place: New Delhi **Dr. Vinay Bharat Ram**
Date : May, 30, 2016 Chairman & Managing Director

ANNEXURE-B

PURSUANT TO THE REQUIREMENTS OF REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, 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
Date of Birth	20.09.1939
Date of Appointment	20.12.2005
Qualification	B Com (Hon.) Post Graduate Diploma from London School of Journalism. Attended the School of Public Relations and communications at Boston University, USA
Nature of Expertise in Specific func-tional area	General Management, Corporate Communication and social activities
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.
Names of listed companies (other than DCM Ltd.) in which he holds directorship and committee membership#	**Directorship** NIL **Chairmanship(s) of Committees of the Board** NIL **Membership(s) of Committees of the Board** NIL
Shareholding in the Company	NIL
Relationship between directors inter-se	NIL

For this purpose, Membership(s)/Chairmanship(s) of only Audit Committee, Stakeholder Relationship committee of only Listed entities have been considered.

Name of the Director	Mr. L Lakshman
Date of Birth	17.07.1946
Date of Appointment	30.05.2016
Qualification	BE (Mechanical) from the PSG College of Technology (graduated in 1970), University of Madras and an alumnus of London Business School, UK
Nature of Expertise in Specific functional area	Industrialist
Profile of the Director	Mr. L. Lakshman is the Executive Chairman of Rane Holdings Limited, the apex company of the Rane Group, an acknowledged leader in auto component industry. Under his leadership, Rane Brake Lining Limited, Rane Engine Valve Limited, Rane TRW Steering Systems Limited and Rane (Madras) Limited have won the coveted Deming Prize. As President of ACMA, Madras Chamber of commerce and Industry and ASSOCHAM, a federation of chambers of commerce, Mr. Lakshman has been an active member in various industry forums.
Names of listed companies (other than DCM Ltd.) in which he holds directorship and committee membership#	**Directorships** Rane Holdings Limited Rane Brake Lining Limited Rane (Madras) Limited Rane Engine Valve Ltd SRF Limited **Chairmanship(s) of Committees of the Board** Rane (Madras) Limited - Stakeholders' Relationship Committee **Membership(s) of Committees of the Board** Rane (Madras) Limited - Audit Committee Rane Engine Valve Ltd. - Audit Committee SRF Limited - Audit Committee
Shareholding in the Company	NIL
Relationship between directors inter-se	NIL

For this purpose, Membership(s)/Chairmanship(s) of only Audit Committee, Stakeholder Relationship committee of only Listed entities have been considered.

Name of the Director	Dr. Raghupati Singhania
Date of Birth	08.12.1946
Date of Appointment	30.05.2016
Qualification	B.Sc., Honorary Doctorate in Science
Nature of Expertise in Specific functional area	Industrialist
Profile of the Director	Dr. Raghupati Singhania is an eminent industrialist and is Chairman & Managing Director of JK Tyre& Industries Ltd. – pioneer of Radial technology in India. He is past Chairman of Automotive Tyre Manufacturers' Association. He was also President of PHD Chamber of Commerce and Industry, besides serving number of trade and industry bodies, such as CII, ASSOCHAM and CAPAXIL in various capacities. Dr. Singhania has also been inducted into the "TIA Hall of Fame 2015" on 2nd November 2015, which is the highest honour any individual in the Tyre Industry can achieve in the world.
Names of listed companies (other than DCM Ltd.) in which he holds directorship and committee membership #	**Directorships** JK Tyre& Industries Limited JK Lakshmi Cement Limited Bengal & Assam Company Limited JK Agri Genetics Limited Radico Khaitan Limited **Chairmanship(s) of Committees of the Board** JK Lakshmi Cement Limited - Stakeholders' Relationship Committee Bengal & Assam Company Limited - Stakeholders' Relationship Committee **Membership(s) of Committees of the Board** JK Lakshmi Cement Limited - Audit Committee Radico Khaitan Limited - Audit Committee
Shareholding in the Company	NIL
Relationship between directors inter-se	NIL

For this purpose, Membership(s)/Chairmanship(s) of only Audit Committee, Stakeholder Relationship committee of only Listed entities have been considered.

Name of the Director	Mr. Chandra Mohan
Date of Birth	30.12.1932
Date of Appointment	30.05.2016
Qualification	B.A. (Hons), B.Sc. Mech. Engg. (Hons)
Nature of Expertise in Specific functional area	Techno-commercial, a visionary entrepreneur and an educationist
Profile of the Director	Mr. Chandra Mohan is a rare blend of an engineer-scientist -inventor, a visionary entrepreneur, a top-class leader, an educationist and an author. Beginning his professional innings on the Indian Railways in 1954, he moved to CSIR in 1965, where he led the R&D of Swaraj tractors. He was bold enough to quit CSIR in 1970 to raise Punjab Tractors Ltd. (PTL). He is the Promoter CMD of Twenty First Century Battery Ltd., a Rs 30-crore project for up-scale of the technology of high-density Lithium-ion Rechargeable Batteries licensed from Telcordia Technologies Inc. of New Jersey, a sibling of world-renowned BELL LABS. He is also on the Board of various other public companies. He was honoured with Sir Walter Puckey Award for Production Engineering on the Indian sub-continent from the Inst. of Production Engineers (Lond) in 1980, Padmashree in 1985 & IMC-Juran Gold Medal in 2000 among other many national and international recognitions for his outstanding contributions.
Names of listed companies (other than DCM Ltd.) in which he holds directorship and committee membership#	**Directorships** KDDL Limited IOL Chemicals and Pharmaceuticals Ltd. Winsome Textile Industries Limited **Chairmanship(s) of Committees of the Board** Winsome Textile Industries Limited – Audit Committee **Membership(s) of Committees of the Board** IOL Chemicals and Pharmaceuticals Ltd. – Audit Committee
Shareholding in the Company	NIL
Relationship between directors inter-se	NIL

For this purpose, Membership(s)/Chairmanship(s) of only Audit Committee, Stakeholder Relationship committee of only Listed entities have been considered.

Auditors' Certificate regarding Compliance of conditions of Corporate Governance

To,

The Members of DCM Limited

We have examined the compliance of conditions of corporate governance by DCM Limited ('the Company'), for the year ended March 31, 2016, as stipulated in Clause 49 of the Listing Agreement ('Listing Agreement') of the Company with the stock exchanges for the period April 1, 2015 to November 30, 2015 and as per regulations 17-27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the period December 1, 2015 to March 31, 2016.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to 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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as specified in clause 49 of the Listing Agreement and regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraphs C, D and E of Schedule V of the Listing Regulations, as applicable.

We state that such compliance is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restrictions on Use

This Certificate is issued solely for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For B S R & Co. LLP
Chartered Accountants
Firm's registration no.: 101248W/W-100022

Sd/-
Kaushal Kishore
Partner
Membership No.: 090075

Place : New Delhi
Date : May 30, 2016

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

TEXTILE DIVISION

Industry Structure and Developments

India is the second largest producer of textiles and garments in the world. The Indian textiles and apparel industry is expected to reach a level of US$ 223 billion by 2021, according to a report by Technopak Advisors. This industry accounts for almost 24% of the world's spindle capacity and 8% of global rotor capacity. Abundant availability of raw materials such as cotton, wool, silk and jute as well as skilled workforce have made the country a sourcing hub.

The textiles industry has made a major contribution to the national economy in terms of direct and indirect employment generation and net foreign exchange earnings. The sector contributes about 14% to industrial production, 4% to the gross domestic product (GDP) and 27% to the country's foreign exchange inflows. It provides direct employment to over 45 million people. The textiles sector is the second largest provider of employment after agriculture. Thus, growth and all-round development of this industry has a direct bearing on the improvement of India's economy.

Opportunities and Outlook

The Indian textiles industry is set for robust growth, buoyed by strong domestic consumption as well as export demand.

The spinning industry is very labour intensive and India has a competitive advantage on this front vis-à-vis developed countries. India, along with other Asian third world countries is becoming the main production centre of yarn. However, labour availability is not as easy now and wage rates are increasing.

The outlook for the textile industry in India is very optimistic and is expected to continue to grow at an impressive rate. The textiles sector has been identified as one of the priority sectors having high growth potential and higher multiplier effects for employment generation.

Financial and Operational Performance

The performance of the Textile Division for the year ended March 31, 2016 is as follows-

S. No.	Particulars	Financial Year ended March 31, 2016	Financial Year ended March 31, 2015
1.	Sales in Quantity (MT)	**28458**	25014
2.	Production (MT)	**28490**	25271
3.	Sales & other Income (Rs. in lacs)	**51298**	48663
4.	Total Expenditure (Rs. in lacs)	**(46831)**	(43970)
5.	Profit before finance cost, Depreciation, Amortization & Tax (Rs. in lacs)	**4467**	4693
6.	Finance Cost (Rs. in lacs)	**(1867)**	(1865)
7.	Depreciation (Rs. in lacs)	**(1935)**	(2431)
8.	Profit before Tax (Rs. in lacs)	**665**	397

Risk & Concerns

High volatility of cotton, yarn prices and the Rupee to US$ exchange rate are the major concerns. The Division is trying to reduce the impact of volatility by reducting open position on above. Labour shortage is another area which is affecting operations. This is being mitigated by increasing automation in operations and by improving wage rates.

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 operations 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.

Manpower Development

The knowledge, competency and skills of employees are being continuously developed to support them to become effective leaders. The Division is emphasizing improving efficiency and skills by adopting Total Quality Management Techniques. This will enhance the competency and analytical skills and help in resolving problems through a pro-active approach. TQM consultants are guiding the employees from time to time. Initiatives like cross-functional teams to improve processes, autonomous maintenance to improve machine condition and 3 M to remove waste from the processes are underway. The total number of people on the rolls of the Textile Division is 3391.

ENGINEERING DIVISION

Industry Structure and Developments

The Indian Foundry Industry manufactures castings of ferrous, non-ferrous, aluminum, alloy, grey iron, ductile iron, steel etc. for applications in auto, tractor, railways, machine tools, defence, earth moving, textile, cement, electrical, power machinery, pumps, valves etc. for special applications. However, grey iron castings have the major share i.e. approx. 60% of total castings produced.

There are approximately 5000 foundry units of which 90% can be classified as MSMEs out of which approximately 1500 units have some International Quality Accreditation. Several large Indian foundries are modern and globally competitive with efficient induction furnaces and growing awareness about environment and energy conservation.

The foundry or metal casting industry is a key component feeder for various sectors such as auto, auto components, railways, agro, tractors, textile, cement making, electrical machinery, earthmoving machinery, power equipment, defence equipment, and aero and space industry. Its sustainable growth has become more important today than ever before given the emphasis of the government on 'Make in India'.

The indian foundry industry is well established and is the third largest manufacturer of metal castings globally, producing approx. 10 million tonnes of various grades of castings as per international standards valued at approx. US $18 billion. Exports amount to 12%-15% of this value. However, there is potential and need to do more and become a global force.

Demand for foundry products has seen an adverse impact of successive bad monsoons affecting demand from the tractor and farm equipment OEMs, changing diesel policy affecting passenger vehicle demand and lower demand from the commercial vehicle sector owing to lower manufacturing and mining activity.

Opportunities and Outlook

India's automobile industry is looking forward to a better 2016-17 after the gradual recovery seen in select segments last year. Tailwinds from improving macros, the Seventh Central Pay Commission bounty, softening interest rates, lower fuel cost and inflation are expected to drive sales growth in cars and two-wheelers. While steady replacement demand from large fleet operators will support sales growth in medium and heavy commercial vehicles, higher consumption demand could ease the pressure on light commercial vehicle sales. Demand for automobiles may increase due to ban on 15 years old diesel vehicles in Delhi. Further draft policy for scrapping of old vehicles, as and when notified by the government, will help to boost the sales of automobile manufacturers. Tractor industry growth is expected to be driven by a normal monsoon which will revive the sentiments in the Indian agri sector. However, the impact of this is likely to come only in the later part of the financial year 2016-17.

Medium-term growth prospects of India's automotive casting industry will remain healthy and demand for automotive castings is expected to continue to rise from 2016-17 up to 2019-20, as automobile sales across segments witness a cyclical upswing.

The country's economic growth, increased investment in infrastructure, a normal monsoon driving positive sentiment in the rural economy, and an overall improvement in consumer confidence will have a positive impact on the Company's sales and results of operations.

Financial and Operational Performance

The performance of the Engineering Division for the year ended March 31, 2016 is as follows:

S. No.	Particulars	**Financial Year ended March 31, 2016**	Financial Year ended March 31, 2015
1.	Gross Sales in Quantity (MT)	**40,544**	47,338
2.	Gross Production (MT)	**42,908**	51,208
3.	Sales & other Income (Rs. in lacs)	**29,804**	37,392
4.	Total Expenditure (Rs. in lacs)	**(29,774)**	(36,514)
5.	Profit before finance cost, Depreciation, Amortization & Tax (Rs. in lacs)	**30**	878
6.	Finance Cost (Rs. in lacs)	**(1,375)**	(1,119)
7.	Depreciation (Rs. in lacs)	**(1,659)**	(1,596)
8.	Profit before Tax (Rs. in lacs)	**(3,004)**	(1,837)

Risk & Concerns

The Company's success depends on its ability to offer products as per customers' requirements in a timely manner and maintaining competitiveness/quality. On the other hand intensifying competition and volatility in input cost could materially and adversely affect the Company's sales, financial conditions and results of operations.

Internal Controls

The Division maintains adequate internal control systems commensurate with the nature of its business and size and complexity of its operations. These are regularly tested for their effectiveness by Statutory as well as Internal Auditors. Further, the internal control systems have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information. The Audit Committee reviews the adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations.

Manpower Development

The Company has been successful in establishing a positive relationship with employees, with the focus on achieving higher productivity and quality norms.

Continued capability and skill up-gradation through structured training and development is an ongoing priority at the Division. The Division is focusing on domain skills and knowledge development, TQM and building managerial / supervisory / leadership skills. Apart from classroom training, initiatives have been taken to provide learning opportunities through online learning module, knowledge bulletin, technical seminars and on the job training etc. These are based on individual needs as well as department and organizational-level needs.

All these efforts have led to a very stable and conducive work environment in the Division and paves the way for the future growth. The total number of people on the rolls of the Engineering Division is 1462.

IT DIVISION

Industry Structure and Developments

With technology becoming all pervasive, businesses are increasingly focused on optimizing their IT infrastructure and related operations to deliver enhanced service levels while ensuring quality and security. Infrastructure Management Services has emerged as a preferred alternative for companies looking to optimise their IT infrastructure.

In 2016-17 the worldwide IT market is projected to grow to $3.8 trillion from $3.7 trillion in the previous year. The US market accounts for almost 28% of the total or slightly over $1 trillion and is predicted to grow at 4.7%.

Data Centre spending in the US is expected to grow to $75 billion, a 3% increase from the previous year. Greater opportunities are emerging in the areas of server management, storage management, virtualization, cloud, analytics and security.

As per Nasscom the IT-BPM exports are expected to grow by 10-12% while the domestic revenues are expected to grow by about 11%-13%. By 2025 the industry is expected to be about US$ 350 billion from about US$ 143 billion this year.

The world-wide macro-economic indicators though strained, continue to remain positive and India is expected to continue to support various global economies with both knowledge and process expertise.

Opportunities and Outlook

While the government is taking steps to de-clog growth, the ground reality is that we are still not seeing investments in the corporate sector because capacity utilization in the private sector has still not crossed the *three-quarters* mark on an average. With the Ministry for Surface Transport awarding a record number of orders and the railways issuing massive tenders, the cement and other infrastructure players could see an upsurge soon. The spending cycle could start with a lag thereafter.

The Indian government has kick-started a programme of creating Smart Cities. This could lead to massive investments for the overall economy and for the IT industry specifically. Even cities which have not got the chance in the *Smart City* competition are trying to implement projects like surveillance systems, traffic management, waste handling etc.

The initiatives we invested in last year and the expertise we built in some of these areas to provide tool-based implementation and management support, has facilitated our participation in tenders of central / state governments and local bodies directly and through large System Integrators. This year we are further investing in Cloud Computing, Analytics and Security because we believe that as India becomes "Digital" these will come into the forefront and we want to take advantage of the opportunity.

Data Centre spending in the USA is expected to continue at double-digit growth rates and greater opportunities are likely to emerge in the areas of server management, storage management, virtualization & security. All this augurs well for the Division. The Division is investing to further strengthen the US-focused sales bandwidth.

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 to target newer areas like the Cloud and Analytics, which will help the Division to grow faster.

Financial and Operational Performance:

The financial performance of the IT Division for the year ended March 31, 2016 is as follows:

S. No.	Particulars	Financial Year ended March 31, 2016	Financial Year ended March 31, 2015
1.	Sales & Other Income (Rs. in Lacs)	**6650**	7554
2.	Total Expenditure (Rs. in Lacs)	**(6039)**	(6857)
3.	Profit before finance cost, Depreciation, Amortisation & Tax (Rs. in Lacs)	**611**	697
4.	Finance Cost (Rs. in Lacs)	**(10)**	(20)
5.	Depreciation & Amortizations (Rs. in Lacs)	**(28)**	(33)
6.	Profit Before Tax (Rs. in Lacs)	**573**	644

The Division's overall revenue shrank by about 13% during the year compared to the previous year, though net margins were maintained at the same level.

During the year, the operations in India grew by about 8% with growth in the export business. However, the US operations underperformed due to order cancellation and attrition at one of the customer accounts. This had a significant impact on the overall performance of the Division.

The past year has also seen increased focus and investments in newer technology areas viz. application performance management, network management and end-point management, in addition to our existing Infrastructure Management practice. We expect our Managed Services portfolio to significantly contribute in the coming years. In addition we expect Cloud services, Analytics and security as initiatives to take-off this year.

During the year the Division added new customers as well as increased the amount of business from existing customers. The US economy is doing well and the Division sees an upswing in its export orders from the USA.

Risks and Concerns

- As a major portion of our business is linked to US-based companies any turbulence in the US economy could lead to an adverse effect on the financials.
- This being the election year in the USA, the emerging political landscape with regard off-shoring of jobs in future could be a challenge, including the visa- related risks.
- Corporates in India are not increasing capital expenditure on new projects.
- Buying in India is government-driven primarily. Since the Division has a large exposure in the managed services implementation business to government orders, there can be delays in order closure.
- The Division's manpower business in India is concentrated with a few key customers and any minor change in our customers' business has a large swing in our revenue. Given this fact, over the last one year the Division has consciously worked on building new customers. Some of these new customers should help in increasing revenue through the coming year.
- The Division is banking on picking up business through SIs for Smart city projects. If the process of the forming of SPVs, funding etc. gets stuck then these projects will also get delayed.
- Manpower sourcing, on time and of the desired quality is one of the biggest challenges for future growth and customer satisfaction.
- 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.

Internal Controls

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, accounting, maintenance services and security systems to safeguard its IT infrastructure.

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 Centre to impart hands-on training to employees in various IT Infrastructure skills. This in-house capability is the backbone of our operations. The total number of people on the rolls of the IT Division is 194.

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 AUDITOR'S 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, 2016, 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 in section 133 of the Act, read with Rule 7 of 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 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 controls 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, of the state of affairs of the Company as at March 31, 2016, 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, 2016 ("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", 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 written representations received from the directors as on March 31, 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, 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, refer to our separate Report in "Annexure B"; and

   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 has disclosed the impact of pending litigations on its financial position in its financial statements - Refer note 32 and 43 of 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 44 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 Scheme of Restructuring and Arrangement, pursuant to which certain past dues have been rescheduled for repayment. Refer note 30 of the standalone financial statements.

For **B S R & Co. LLP**
Chartered Accountants
Firm's registration no.: 101248W/W-100022

Kaushal Kishore
Partner
Membership No.: 090075

Place : New Delhi
Date : May 30, 2016

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

Annexure A to the Independent Auditor's Report to the Members of DCM Limitedon the standalone financial statements for the year ended March 31, 2016

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of three years. In accordance with the said programme, a portion of fixed assets were physically verified by the management during the year and no material discrepancies have been noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties, as disclosed in Note 11 to the standalone financial statements, are held in the name of the Company.

(ii) The inventories except goods-in-transit, have been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable.The discrepancies noticed on verification between the physical stocks and the book records were not material.

(iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Thus, paragraph 3(iii) of the Order is not applicable.

(iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loans and advances covered under the provisions of section 185 and 186 of the Act. Thus, paragraph 3(iv) of the Order is not applicable.

(v) The Company has not accepted any deposits from the public during the year.

(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) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, duty of customs, duty of excise, cess and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities though there have been slight delays in few cases.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, duty of customs, duty of excise, cess and other material statutory dues were in arrears as at March 31, 2016 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of income-tax, duty of excise, sales tax, duty of customs, service tax, value added tax and cess which have not been deposited with the appropriate authorities on account of any dispute other than those mentioned below:

Name of the statute	Nature of dues	Amount Involved * (Rs. in lacs)	Amount paid under protest (Rs. in lacs)	Period to which amount relates	Forum where dispute is pending
Income -tax Act, 1961	Income -tax	58.39	-	Assessment Year 2013-14	Commissioner of Income tax (Appeals)
		12.73	12.73	Assessment Year2008-09	Income Tax Appellate Tribunal
		12.33	-	Assessment Year2009-10	
		10.08	5.00	Assessment Year2012-13	
Customs Act, 1962	Customs duty	12.55	-	1988-89	Commissioner of Customs (Appeals)
Central Excise Act, 1944	Excise duty	510.43	-	2004-05, 2005-06, 2006-07, 2008-09, 2006-07 to 2010-2011	Central Excise and Service Tax Appellate Tribunal
		1.47	0.06	2013-14	Commissioner of Central Excise (Appeals)
		0.50	-	2002-03, 2003-04	Supreme Court
Punjab VAT Act, 2005	Sales tax	130.25	35.09	2009-10	Punjab VAT Appellate Tribunal
		146.96	36.75	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 there funds 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 dues	Amount Involved (Rs. in lacs)	Period to which amount relates	Forum where dispute is pending
Income -tax Act, 1961	Income -tax	442.48	Assessment Year 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	Delhi High Court
		76.35	Assessment Year 2011-12	Income tax appellate tribunal
		62.93	Assessment Year 2012-13	Income tax appellate tribunal

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.

(ix) The Company did not raise any money by way of initial public offer or further public offer during the year (including debt instruments) and the term loans were applied for the purposes for which those were raised.

(x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi) According to the information and explanations given to us and on the basis of our examination of the records of the Company and as fully explained in note 48 to the financial statements, out of the managerial remuneration amounting to Rs. 26.47 lakhs paid/ provided to the managing director of the Company, Rs. 5.83 lakhs is over and above the limits provided as per the provisions of section 197 read with Schedule V to the Companies Act, 2013 which is subject to the approval of Central Government. The Company has obtained necessary approval from the shareholders of the Company in respect of the aforesaid remuneration through postal ballot. The Company is in the process of obtaining necessary approvals from the Central Government for the said remuneration approved by the shareholders over and above the limits provided under the Companies Act, 2013. Further, the Company has received an undertaking from the managing director for refund of the excess remuneration in the event of non-receipt of the Central Government approval.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For B S R &Co. LLP
Chartered Accountants
(Firm's Registration No. 101248W/W-100022)

Kaushal Kishore
Partner
(Membership No. : 090075

Place: New Delhi
Dated: May 30, 2016

Annexure B to the Independent Auditor's Report on the standalone financial statements for the year ended March 31, 2016

Report on the Internal Financial Controls under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **DCM Limited** ("the Company") as of March 31, 2016 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting, issued by the Institute of Chartered Accountants of India.

For **B S R & Co. LLP**
Chartered Accountants
Firm's registration no.: 101248W/W-100022

Kaushal Kishore
Partner
Membership No.: 090075

Place : New Delhi
Date : May 30, 2016

Balance Sheet as at March 31, 2016

	Note	As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	**1,737.59**	1,737.59
Share capital pending allotment (refer note 28)		**129.87**	-
Reserves and surplus	3	**21,897.57**	20,123.67
		23,765.03	21,861.26
Non-current liabilities			
Long-term borrowings	4	**10,182.17**	9,950.43
Other long-term liabilities	5	**636.03**	938.75
Long-term provisions	6	**1,941.98**	497.05
		12,760.18	11,386.23
Current liabilities			
Short-term borrowings	7	**20,153.85**	11,961.89
Trade payables	8		
Dues to micro and small enterprises		**297.10**	-
Dues to others		**4,300.19**	1,870.68
Other current liabilities	9	**5,503.83**	3,527.91
Short-term provisions	10	**922.61**	946.10
		31,177.58	18,306.58
	TOTAL	**67,702.79**	51,554.07
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	11	**26,259.97**	16,388.92
Intangible assets	11	**58.19**	4.03
Capital work-in-progress		**38.38**	4.32
		26,356.54	16,397.27
Non-current investments	12	**3,361.28**	7,566.28
Deferred tax assets (net)	13	**-**	-
Long-term loans and advances	14	**3,763.11**	3,048.63
Other non-current assets	15	**2.91**	1.45
		33,483.84	27,013.63
Current assets			
Inventories	16	**15,145.44**	8,337.33
Trade receivables	17	**13,039.54**	10,564.08
Cash and bank balances	18	**2,476.84**	1,625.04
Short-term loans and advances	19	**3,019.23**	3,579.79
Other current assets	20	**537.90**	434.20
		34,218.95	24,540.44
	TOTAL	**67,702.79**	51,554.07
Significant accounting policies	1		

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date attached
For B S R & Co. LLP
Chartered Accountants
Firm's registration no.: 101248W/W-100022

Kaushal Kishore
Partner
Membership No.: 090075

For and on behalf of the Board of Directors

Dr. Vinay Bharat Ram
Chairman and Managing Director
DIN: 00052826

Bipin Maira
Director
DIN: 05127804

Sumant Bharat Ram
Chief Operating and Finance Officer

Ashwani Singhal
Executive Vice President
(Finance and Accounts)

Yadvinder Goyal
Company Secretary

Place : New Delhi
Date : May 30, 2016

Statement of Profit and Loss for the year ended March 31, 2016

	Note	For the year ended March 31, 2016 Rs./Lacs	For the year ended March 31, 2015 Rs./Lacs
Revenue			
Revenue from operations (gross)	21	**93,929.26**	57,704.07
Less: Excise duty		**3,974.91**	62.39
Revenue from operations (net)		**89,954.35**	57,641.68
Other income	22	**1,329.08**	755.13
Total revenue		**91,283.43**	58,396.81
Expenses			
Cost of materials consumed	23.a	**44,453.57**	33,161.00
Changes in inventories of finished goods, work in progress and land for development	23.b	**976.11**	190.72
Employee benefits expense	24	**13,471.36**	7,746.74
Finance costs	25	**3,255.88**	2,010.64
Depreciation and amortisation expense	26	**3,639.74**	2,485.69
Other expenses	27	**25,468.98**	11,531.54
Total expenses		**91,265.64**	57,126.33
Profit before tax		**17.79**	1,270.48
Tax expense :			
Current tax {includes foreign tax Rs. 40.54 lacs (Previous year Rs. 60.89 lacs)}		**45.04**	350.17
Minimum alternate tax (MAT) credit entitlement		**(4.50)**	(289.28)
Deferred tax charge/(benefit)		**-**	(184.74)
Tax adjustment relating to prior years {includes foreign tax Rs. 9.91 lacs (Previous year Rs. 2.02 lacs)		**(351.55)**	2.02
Net tax expense/(benefit)		**(311.01)**	(121.83)
Profit for the year		**328.80**	1,392.31
Earnings per share (of Rs. 10 each)			
Basic		**1.89**	8.01
Diluted		**1.76**	8.01
Significant accounting policies	1		

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date attached
For B S R & Co. LLP
Chartered Accountants
Firm's registration no.: 101248W/W-100022

For and on behalf of the Board of Directors

Kaushal Kishore
Partner
Membership No.: 090075

Dr. Vinay Bharat Ram
Chairman and Managing Director
DIN: 00052826

Bipin Maira
Director
DIN: 05127804

Sumant Bharat Ram
Chief Operating and Finance Officer

Ashwani Singhal
Executive Vice President
(Finance and Accounts)

Yadvinder Goyal
Company Secretary

Place: New Delhi
Date : May 30, 2016

Cash flow statement for the year ended March 31, 2016

		For the year ended March 31, 2016 Rs./Lacs	For the year ended March 31, 2015 Rs./Lacs
A.	**Cash flow from operating activities**		
	Profit before tax	**17.79**	1,270.48
	Adjustments for:		
	Depreciation and amortisation expense	**3,639.74**	2,485.69
	(Profit)/loss on sale of fixed assets	**11.38**	(6.36)
	Profit on sale of long term non trade investments	**-**	(21.03)
	Finance costs	**3,230.30**	2,010.64
	Unrealised foreign exchange difference	**36.03**	3.82
	Liabilities/ provisions no longer required written back	**(2,310.40)**	(22.04)
	Interest income	**(448.85)**	(170.91)
	Operating profit before working capital changes	**4,175.99**	5,550.29
	Adjustments for changes in working capital :		
	Inventories	**(3,021.19)**	1,817.00
	Trade receivables	**2,449.92**	(1,260.22)
	Short-term loans and advances	**936.78**	(831.50)
	Long-term loans and advances	**245.60**	(6.96)
	Other current assets	**336.89**	671.95
	Trade payables	**(479.69)**	320.82
	Other current liabilities	**478.54**	(151.58)
	Other long-term liabilities	**(241.67)**	10.21
	Short-term provisions	**457.09**	26.03
	Long-term provisions	**5.47**	39.67
		5,343.73	6,185.71
	Net income tax paid	**(40.55)**	(437.95)
	Net cash generated operating activities	**5,303.18**	5,747.76
B.	**Cash flow from investing activities:**		
	(Purchase)/sale of non-current investment	**-**	22.63
	Loans and advances written off	**15.00**	-
	Decrease/(increase) in fixed deposits with original maturities greater than 3 months	**(937.51)**	101.84
	Purchase of fixed assets	**(2,193.48)**	(3,964.16)
	Sale of fixed assets	**16.91**	23.64
	Interest received	**496.71**	168.37
	Net cash from investing activities	**(2,602.37)**	(3,647.68)
C.	**Cash flow from financing activities**		
	Proceeds from long term borrowings	**1,228.93**	2,967.06
	Repayment of long-term borrowings	**(2,726.09)**	(1,159.06)
	Repayment of short-term borrowings	**-**	(1,000.00)
	Changes in working capital borrowings	**2,518.87**	339.07
	Dividend paid (including tax on dividend)	**(610.47)**	(600.70)
	Finance costs paid	**(3,238.55)**	(2,010.61)
	Net cash from financing activities	**(2,827.31)**	(1,464.24)
	Net increase / (decrease) in cash and bank balances (A+B+C)	**(126.50)**	635.84
	Cash and bank balances at the beginning of the year*	**1,371.42**	735.58
	Cash and bank balances pursuant to amalgamation of DCM Engineering Limited	**41.08**	-
	Cash and bank balance at the end of the year*	**1,286.00**	1,371.42
		(126.50)	635.84

Significant accounting policies 1

The accompanying notes form an integral part of the standalone financial statements.

*Includes Rs. 83.88 lacs (Previous year Rs. 66.84 lacs) in unpaid dividend account, Rs. 6.97 lacs (Previous year Rs. 13.57 lacs) deposited with Debenture trustees, Rs. 5.24 lacs (Previous year Rs. nil) held as margin money and Rs. 4.25 lacs (Previous year Rs. 9.17 lacs) earmarked for other specific uses.

Note: The figures of the current year are not comparable with that of the previous year pursuant to amalgamation of erstwhile DCM Engineering Limited. Refer Note 28.

As per our report of even date attached
For B S R & Co. LLP
Chartered Accountants
Firm's registration no.: 101248W/W-100022

For and on behalf of the Board of Directors

Kaushal Kishore
Partner
Membership No.: 090075

Dr. Vinay Bharat Ram
Chairman and Managing Director
DIN: 00052826

Bipin Maira
Director
DIN: 05127804

Sumant Bharat Ram
Chief Operating and Finance Officer

Ashwani Singhal
Executive Vice President
(Finance and Accounts)

Place: New Delhi
Date : May 30, 2016

Yadvinder Goyal
Company Secretary

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.

Comparative figures do not include the figures of erstwhile DCM Engineering Limited which is amalgamated with the Company with effect from appointed date i.e. April 1, 2014 and the effect of amalgamation for the year ended March 31, 2015 has been adjusted in the reserves and surplus. Consequently, the comparative figures are not comparable with the figures for the year ended March 31, 2016.

b) Current–non-current classification:

All assets and liabilities are classified into current and non-current.

Assets:

An asset is classified as current when it satisfies any of the following criteria:

(i) It is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
(ii) it is held primarily for the purpose of being traded;
(iii) it is expected to be realised within 12 months after the reporting date; or
(iv) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current assets.

All other assets are classified as non-current.

Liabilities:

A liability is classified as current when it satisfies any of the following criteria:

(i) it is expected to be settled in the Company's normal operating cycle;
(ii) it is held primarily for the purpose of being traded;
(iii) it is due to be settled within 12 months after the reporting date; or
(iv) the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current liabilities.

All other liabilities are classified as non-current.

Operating cycle:

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. The Company has ascertained its operating cycle being a period within 12 months for the purpose of classification of assets and liabilities as current and 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 amount of 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, all assets of IT Division, all assets of Engineering 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 in textiles division and moving weighted average basis in engineering division. 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) Revenue from sale of goods is recognised when significant risks and rewards of ownership are transferred to the customer and no significant uncertainty exists regarding its collection. 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 rewards 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) Employees' benefits:

The Company's obligations towards various employee benefits have been recognized as follows:

Short-term employee benefits

All employee benefits payable/available wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, and bonus, etc., are recognised in the Statement of Profit and Loss in the period in which the employee renders the related service.

Post employment benefit

Defined contribution plan

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards employee provident fund and employee state insurance to Government administered fund which is a defined contribution plan. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service and also includes overseas social security contribution.

The Company makes specified monthly contribution towards superannuation fund to Superannuation Trust which is managed by the Life Insurance Corporation of India ("LIC").

Defined benefit plan

The Company's gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation carried out by an independent actuary, using the Projected Unit Credit Method, which recognises 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. The obligation is measured as the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans is based on the market yields on Government securities as at the balance sheet date for the estimated term of the obligation. Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss.

Other long term employee benefits

Benefits under compensated absences constitute other long-term employee benefits. The liability in respect of compensated absences is provided on the basis of an actuarial valuation done by an independent actuary at the year-end using the projected unit credit method. Acturial gains and losses are recognized immediately in the Statement of Profit and Loss.

l) 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.

m) 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.

n) 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.

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. In the year in which MAT credit becomes eligible to be recognised as an asset in accordance with the recommendation contained in the Guidance Note on "Accounting for Credit Available in respect of Minimum Alternative Tax under The Income Tax Act, 1961" issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period.

o) 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.

p) Government grant:

Grants from the government are recognized when there is a reasonable assurance that the conditions attached to them shall be complied with, and the grants will be received.

When the grant is revenue in nature, it is recognized as a deduction from the expenses to which they are intended to compensate.

q) Research and development:

Expenditure on research is expensed off under the respective heads of account in the period in which it is incurred.

Expenditure on development activities, whereby research findings are applied to a plan or design for the production of new or substantially improved products and processes, is capitalised, if the cost can be reliably measured, the product or process is technically and commercially feasible and the Company has sufficient resources to complete the development and right to use the asset. The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads that are directly attributable to preparing the asset for its intended use. Other development expenditure is recognised in the Statement of Profit and Loss as an expense as incurred.

Capitalised development expenditure is stated at cost less accumulated amortisation and impairment losses. Fixed assets used for research and development are depreciated in accordance with the Company's policy as stated above.

Materials identified for use in research and development process are carried as inventories and charged to the Statement of Profit and Loss on consumption of such materials for research and development activities.

r) Cash and cash equivalents:

Cash and cash equivalents includes cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

s) Leases:

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased asset are classified as operating leases. Operating lease charges are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

2. Share capital

	As at March 31, 2016 Rs./Lacs		As at March 31, 2015 Rs./Lacs	
	No. of shares	**Amount**	No. of shares	Amount
Authorised				
Equity shares of Rs. 10 each with voting rights	**83,999,000**	**8,399.90**	60,000,000	6,000.00
13.50% Redeemable cumulative preference shares of Rs. 100 each	**100**	**0.10**	-	-
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
		10,400.00		8,000.00
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
	17,379,037	**1,737.59**	17,379,037	1,737.59

The authorised equity share capital has been increased to 83,999,000 equity shares of Rs. 10 each and 13.50% Redeemable cumulative preference share capital to 100 preference shares of Rs. 100 each pursuant to the amalgamation of its subsidiary, DCM Engineering Limited vide the Order dated May 16, 2016 of the Hon'ble High Court of Delhi. (Refer note 28)

(i) Reconciliation of number of shares

	As at March 31, 2016 Rs./Lacs		As at March 31, 2015 Rs./Lacs	
	No. of shares	**Amount**	No. of shares	Amount
Opening balance	**17,379,037**	**1,737.90**	17,379,037	1,737.90
Issued during the year	-	-	-	-
Closing balance	**17,379,037**	**1,737.90**	17,379,037	1,737.90

(ii) 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 entitle 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.

(iii) The details of shareholders holding more than 5% shares of the Company are as follows:

	As at March 31, 2016		As at March 31, 2015	
	No. of shares	**% of shares held**	No. of shares	% of shares held
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	**1,495,730**	**8.61%**	1,567,444	9.02%

	As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
3 Reserves and surplus		
Capital reserve *		
At the beginning and end of the year	**24.90**	24.90
Capital redemption reserve		
Opening balance	**130.00**	130.00
Add: Transferred on amalgamation (refer note 28)	**0.10**	-
Closing balance	**130.10**	130.00
Securities premium account		
Opening balance	**3,767.00**	3,767.00
Add: Transferred on amalgamation (refer note 28)	**3,600.00**	-
Closing balance	**7,367.00**	3,767.00
General reserve		
Opening balance	**1,045.00**	995.00
Add: Transferred from Surplus in Statement of profit and loss	**-**	50.00
Add: Transferred on amalgamation (refer note 28)	**320.00**	-
Less: Adjustment on amalgamation (refer note 28)	**(1,365.00)**	-
Closing balance	**-**	1,045.00
Surplus in Statement of Profit and Loss		
Opening balance	**15,156.77**	14,676.81
Add: Transferred on amalgamation (refer note 28)	**2,040.24**	-
Less: Adjustment on amalgamation for loss of erstwhile DCM Engineering Limited for the year ended March 31, 2015 (refer note 28)	**(1,836.52)**	-
Less: Adjustment on amalgamation (refer note 28)	**(999.97)**	-
Less: Depreciation on transition to Schedule II of the Companies Act, 2013 on fixed assets with nil remaining useful life (net of deferred tax)	**-**	(235.78)
	14,360.52	14,441.03
Add: Profit for the year	**328.80**	1,392.31
	14,689.32	15,833.34
Less: Interim dividend on equity shares	**260.69**	260.69
Proposed dividend on equity shares	**-**	260.69
Corporate dividend tax	**53.06**	105.19
Transferred to general reserve	**-**	50.00
Closing balance	**14,375.57**	15,156.77
	21,897.57	20,123.67

* Represents Central/State Goveernment subsidy

	As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
4. Long-term borrowings		
Secured		
Term loans		
From banks *	**12,725.98**	11,351.87
From others**	**35.00**	53.22
	12,760.98	11,405.09
Unsecured		
Term loans		
From banks ***	**2,000.00**	-
From others	**-**	71.35
	2,000.00	71.35
	14,760.98	11,476.44
Less: Current maturities on long term borrowings #	**4,578.81**	1,526.01
	10,182.17	9,950.43

* Term loans from banks include:

- Term loans aggregating Rs. 9,810.23 lacs (Previous year: Rs. 11,302.48 lacs) are secured by first charge alongwith the charge created for availing cash credit, overdraft and working capital demand loan facilities described in note 7, 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. The term loan carries a floating interest rate ranging between 6.10%-9.10% (net of TUF subsidy) per annum. Rs. 84.98 lacs repayable in 4 quarterly installments, Rs. 620.25 lacs repayable in 11 quarterly installments, Rs. 410.00 lacs repayable in 12 quarterly installments and Rs. 8,695.00 lacs repayable in 28 quarterly installments.
- Rs. 1,142.20 lacs secured by way of first pari passu charge on the fixed assets of the Company's Engineering division, both present and future, including equitable mortgage of Engineering division's factory land and building measuring 71 Acre- 07K-18M and second pari passu charge on the entire current assets^ of the Company, both present and future. The term loan carries a floating interest rate ranging between 11.85%-12.50% per annum and is repayable in 55 equal monthly installments of Rs. 58.30 lacs each and 1 installment of Rs. 35.25 lacs commencing from April 2013.
- Rs. 1,687.00 lacs secured by way of first pari passu charge on the fixed assets of the Company's Engineering division, both present and future, including equitable mortgage of Engineering division's factory land and building measuring 71 Acre- 07K-18M and second pari passu charge on the entire current assets^ of the Company, both present and future. The term loan carries a floating interest rate ranging between 12.05%-12.65% per annum and is repayable in 63 monthly installments commencing from January 2015.
- Rs. 86.55 lacs (Previous year: Rs. 49.39 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. The loans carry an interest rate ranging between 9.50%-13.50% per annum.

^ 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. 35.00 lacs (Previous year: Rs. 53.22 lacs) relate to assets purchased under hire purchase/financing arrangements and are secured by way of hypothecation of the specified assets. Repayable in equal monthly installments. The loans carry an interest rate ranging between 9.50%-13.50% per annum.

*** Rs. 2,000.00 lacs secured by way of extensions of pledge of 100% equity shares of Teak Farms Private Limited (TFPC) and 100% equity shares of Juhi Developers Private Limited (enterprises over which Key Managerial Personnel have significant influence). The term loan carriers a floating interest rate ranging between 13.20%-13.50% per annum and is repayable in two equal installments of Rs. 1,000 lacs each, payable at the end of 18 months and 24 months respectively from the date of first disbursement on 4 March 2015.

There is no continuing default as on the balance sheet date in repayment of loans and interest thereon.

refer note 9

	As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
5 Other long-term liabilities		
Trade payables	**28.14**	85.73
Security deposits	**8.91**	18.16
Other deposits	**71.54**	60.35
Others	**527.44**	774.51
	636.03	938.75

	As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
6 Long-term provisions		
Provision for employee benefits:		
Compensated absences	**391.67**	173.95
Gratuity (refer note 29)	**1,550.31**	323.10
	1,941.98	497.05

	As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
7 Short-term borrowings		
Secured		
Loans repayable on demand from banks *	**20,153.85**	11,961.89
	20,153.85	11,961.89

* Loans repayable on demand from banks include

- Cash credit/overdraft and working capital demand loan facilities relating to Textile Division at Hissar aggregating Rs. 12,495.13 lacs (Previous year : Rs. 11,919.10 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. 183.58 lacs (Previous year :Rs. 42.80 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/ overdraft and working capital demand loans facilities relating to the Company's Engineering division aggregating to Rs. 6,483.93 lacs secured by first pari passu charge by way of hypothecation of entire stocks of raw material, work in process, semi-finished goods and finished goods, consumable stores and spares and such other movables including book debts, bills, whether documentary or clean, both present and future and second pari passu charge on all fixed assets, both present and future, including mortgage of factory's land and building located at village Asron, Hadbast No. 418, Tehsil Balachaur District Hoshiarpur, Punjab, measuring 71 Acre- 07K-18M 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.
- Overdraft facility of Rs. 991.21 lacs relating to the Company's Engineering division is secured by land and building located in Kodukanthangal Village and Serkadu Village, Katpadi Sub-Registration District, Vellore Registration District, Vellore District, Tamil Nadu measuring 39.02 acres and land and bulding located in Rail Mazra Village, Tehsil Balachaur, Distt Shaheed Bhagat Singh Nagar, Punjab measuring 4.02 acres.

	As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
8 Trade payables		
Dues to micro and small enterprise #	**297.10**	-
Others	**4,300.19**	1,870.68
	4,597.29	1,870.68

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Based on the information presently available with the management, the disclosures required under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act") are given below:

- The principal amount remaining unpaid to any supplier as at the end of the year	**297.10**	-
- The interest due on the principal remaining outstanding as at the end of the year	**-**	-
- The amount of interest paid under the MSMED Act, along with the amounts of the payment made beyond the appointed day during the year	**-**	-

	As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
- The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	-	-
- The amount of interest accrued and remaining unpaid at the end of the year	-	-
- The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under the MSMED Act	-	-
	297.10	-

	As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
9 Other current liabilities		
Current maturities of long-term borrowings*		
Secured		
From banks	**2,558.48**	1,507.79
From others	**20.33**	18.22
Unsecured		
From banks	**2,000.00**	-
	4,578.81	1,526.01
Unclaimed dividends	**83.88**	66.84
Unclaimed matured deposits and interest accrued thereon **	**45.14**	76.24
Unclaimed matured debentures and interest accrued thereon **	**30.05**	121.16
Statutory dues payable	**181.78**	83.15
Liabilties for capital goods	**11.45**	82.79
Security deposits received	**6.89**	0.56
Advances from customers	**473.05**	51.87
Interest accrued but not due on borrowings	**30.18**	0.23
Liabilties for land development expenses	-	1,518.01
Others payables	**62.60**	1.05
	5,503.83	3,527.91

* 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, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
10 Short-term provisions		
Provision for employee benefits:		
Compensated absences	**46.22**	31.24
Gratuity (refer note 29)	**254.02**	134.84
	300.24	166.08
Others:		
Provision for sales return (refer note 46)	**49.54**	-
Provision for sales price difference	**482.83**	-
Provision for tax {net of advance tax Rs. nil (Previous year Rs. 38.07 lacs)}	**90.00**	466.26
Proposed equity dividend	-	260.69
Corporate dividend tax	-	53.07
	622.37	780.02
	922.61	946.10

11. Fixed assets

(Rupees in lacs)

Description	Gross block					Depreciation and amortisation						Net block	
	As at March 31, 2015	Transferred on amalgamation	Additions **	Deductions/ Adjustments	As at March 31, 2016	Upto March 31, 2015	Transferred on amalgamation	Transition adjustment recorded against Surplus balance in Statement of Profit and Loss	For the year	Deductions/ Adjustments	Upto March 31, 2016	As at March 31, 2016	As at March 31, 2015
Tangible assets (Owned)													
Freehold land*	**977.48**	**415.82**	**724.73**	**-**	**2,118.03**	-	-	-	**-**	-	**-**	**2,118.03**	977.48
	(977.48)	-	-	-	(977.48)	-	-	-	-	-	-	(977.48)	(977.48)
Buildings	**4,452.05**	**1,409.71**	**129.50**	**-**	**5,991.26**	**801.13**	**470.43**	**-**	**160.73**	**-**	**1,432.29**	**4,558.97**	3,650.92
	(2,271.52)	-	(2,180.53)	-	(4,452.05)	(665.67)	-	(27.51)	(107.95)	-	(801.13)	(3,650.92)	(1,605.85)
Lease improvements	**28.43**	**-**	**-**	**-**	**28.43**	**17.43**	**-**	**-**	**3.31**	**-**	**20.74**	**7.69**	11.00
	(28.43)	-	-	-	(28.43)	(14.12)	-	-	(3.31)	-	(17.43)	(11.00)	(14.31)
Plant and machinery	**22,219.07**	**20,629.51**	**2,759.89**	**109.29**	**45,499.18**	**10,654.09**	**12,459.14**	-	**3,328.85**	**106.45**	**26,335.63**	**19,163.55**	11,564.98
	(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)
Furniture and fittings	**293.65**	**51.13**	**2.36**	**-**	**347.14**	**254.67**	**26.93**	-	**13.45**	**-**	**295.05**	**52.09**	38.98
	(276.20)	-	(17.45)	-	(293.65)	(227.08)	-	(18.15)	(9.44)	-	(254.67)	(38.98)	(49.12)
Office equipments	**134.74**	**123.97**	**20.59**	**0.41**	**278.89**	**104.26**	**73.38**	-	**29.28**	**0.39**	**206.53**	**72.36**	30.48
	(110.34)	-	(27.36)	(2.96)	(134.74)	(79.85)	-	(15.83)	(11.52)	(2.94)	(104.26)	(30.48)	(30.49)
Vehicles	**290.20**	**320.40**	**70.98**	**59.49**	**622.09**	**175.12**	**122.27**	-	**71.49**	**34.07**	**334.81**	**287.28**	115.08
	(263.73)	-	(70.88)	(44.41)	(290.20)	(182.26)	-	(0.32)	(32.57)	(40.03)	(175.12)	(115.08)	(81.47)
Sub total	**28,395.62**	**22,950.54**	**3,708.05**	**169.19**	**54,885.02**	**12,006.70**	**13,152.15**	**-**	**3,607.11**	**140.91**	**28,625.05**	**26,259.97**	
	(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)
Intangible assets (Owned)													
Computer software	**87.80**	**278.02**	**14.48**	**-**	**380.30**	**83.77**	**205.71**	-	**32.63**	**-**	**322.11**	**58.19**	4.03
	(83.12)		(4.68)	-	(87.80)	(83.12)		-	(0.65)	-	(83.77)	(4.03)	-
Sub total	**87.80**	**278.02**	**14.48**	**-**	**380.30**	**83.77**	**205.71**	**-**	**32.63**	**-**	**322.11**	**58.19**	
	(83.12)	-	(4.68)	-	(87.80)	(83.12)	-	-	(0.65)	-	(83.77)		(4.03)
Grand total	**28,483.42**	**23,228.56**	**3,722.53**	**169.19**	**55,265.32**	**12,090.47**	**13,357.86**	**-**	**3,639.74**	**140.91**	**28,947.16**	**26,318.16**	
	(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)

Figures given in brackets pertains to the previous year.

* include Rs. 969.00 lacs added in 1992-93 on revaluation.

** Borrowing cost capitalized during the year Rs. 31.88 lacs (Previous year Rs. 196.22 lacs).

	As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
12 Non-current investments		
(valued at cost unless otherwise stated)		
(a) Traded (Unquoted)		
In equity instruments		
(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
Nil (Previous year: 15,049,988) shares of Rs. 10 each fully paid up in DCM Engineering Limited (shares cancelled on amalgamation)	**-**	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
(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
	3,261.18	7,466.18
In preference shares		
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
Total - Trade Investments(a)	**3,261.28**	7,466.28
(b) Others (Unquoted)		
In preference shares		
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
Total - Other investments (b)	**100.00**	100.00
Total (a+b)	**3,361.28**	7,566.28
Aggregate cost of unquoted investment in equity shares	**3,261.18**	7,466.18
Aggregate cost of unquoted investment in preference shares	**100.10**	100.10

@ 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 36

	As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
13 Deferred tax assets (net)		
Deferred tax liability on:		
Difference between block of assets as per books and as per Income-tax Act, 1961	**1,718.72**	832.43
	1,718.72	832.43
Deferred tax asset on:		
Unabsorbed depreciation	**2,658.14**	571.79
Accrued expenses deductible on payment	**934.92**	272.79
Provision for doubtful debts and advances	**20.52**	20.45
	3,613.58	865.03
Net Deferred tax asset	**1,894.86**	32.60
Net Deferred tax asset recognized in the financial statements *	**-**	-

* As at March 31, 2016, 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 supported by convincing evidence, deferred tax assets have been recognised only to the extent of deferred tax liability.

	As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
14 Long-term loans and advances		
Unsecured, considered good		
Capital advances*	**920.25**	880.41
Security deposits	**949.68**	368.60
Loans and advances to employees	**10.44**	-
Balances with government authorities #	**48.25**	49.63
Advance income tax {net of provisions Rs. 4,401.40 lacs (Previous year: Rs. 4,355.99 lacs)}	**762.50**	435.98
MAT credit entitlement	**788.64**	784.14
Other loans and advances	**283.35**	529.87
Considered doubtful		
Other loans and advances $	**785.07**	785.07
	4,548.18	3,833.70
Less: Provision for other doubtful loans and advances	**785.07**	785.07
	3,763.11	3,048.63

* refer note 35

$ Include Rs. 100.00 lacs (Previous year: Rs. 100.00 lacs) as inter corporate deposits.

Includes amount paid under protest Rs. 48.25 lacs (Previous year Rs. 48.25 lacs)

	As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
15 Other non-current assets		
(Unsecured, considered good)		
Other receivable		
Interest accrued on deposits held for more than 12 months	**0.25**	0.08
Other bank balances		
Deposits with maturity for more than 12 months ** (refer note 18)	**2.66**	1.37
	2.91	1.45

** Include Rs. 0.58 lacs (Previous year Rs. 0.58 lacs) held as margin money

	As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
16 Inventories		
(Valued at lower of cost and net realisable value)		
Raw materials	**9,309.43**	5,222.11
Work-in-progress	**2,617.22**	802.36
Finished goods	**1,896.00**	1,834.84
[Includes goods in transit Rs. 749.04 lacs (Previous year : Rs. 832.07 lacs)]		
Land for development	-	379.26
Stores and spares	**1,322.79**	98.76
	15,145.44	8,337.33

	As at March 31, 2016 Rs./Lacs	As at March 31, 2015 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	**0.50**	8.45
Unsecured, considered good	**1,267.16**	418.73
Doubtful	**50.65**	50.41
	1,318.31	477.59
Less: Provision for doubtful trade receivables	**50.65**	50.41
	1,267.66	427.18
Other trade receivables		
Secured, considered good	**1.27**	2.50
Unsecured, considered good	**11,770.61**	10,134.40
	11,771.88	10,136.90
	13,039.54	10,564.08

	As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
18 Cash and bank balances		
Cash and cash equivalents		
Cash on hand	**11.58**	10.51
Balances with banks		
In current accounts	**696.47**	803.96
In deposit accounts with original maturity of three months or less ^	**482.85**	467.37
	1,190.90	1,281.84
Other bank balances		
In current accounts *	**95.10**	89.58
In deposit accounts **	**1,193.50**	254.99
	1,288.60	344.57
Less: Deposits due for realization after 12 months of the reporting date (refer note 15)	**2.66**	1.37
	2,476.84	1,625.04

^ Includes Rs. 5.24 lacs held as margin money (Previous year Rs. nil)

* Comprises Rs. 83.88 lacs (Previous year : Rs. 66.84 lacs) in unpaid dividend account, Rs. 6.97 lacs (Previous year : Rs. 13.57 lacs) deposited with Debenture trustees and Rs. 4.25 lacs (Previous year : Rs. 9.17 lacs) earmarked for other specific uses.

** Includes Rs. 5.00 lacs (Previous year : Rs. 33.87 lacs) deposited with Debenture trustees, Rs. 94.51 lacs (Previous year : Rs. 192.49 lacs) earmarked for other specific uses and Rs. 71.33 lacs (Previous year : Rs 17.26 lacs) against margin money.

	As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
19 Short term loans and advances		
(Unsecured, considered good)		
Advance to suppliers	**233.20**	637.72
Loans and advances to employees	**51.17**	18.12
Prepaid expenses	**126.12**	90.93
Balances with government authorities	**2,013.50**	2,245.65
Advance given to related parties for purchase of rights in flats	**595.24**	587.37
	3,019.23	3,579.79

	As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
20 Other current assets		
(Unsecured, considered good)		
Interest accrued on fixed deposits	**24.38**	14.57
Unbilled revenue	**120.24**	142.54
Insurance claim receivables	**18.98**	-
Technology upgradation fund (TUF) subsidy receivable	**274.31**	166.83
Others receivables*	**99.99**	110.26
	537.90	434.20

* include Rs. 89.37 lacs (Previous year Rs. 100.04 lacs) due from related parties.

	For the year ended March 31, 2016 Rs./Lacs	For thew year ended March 31, 2015 Rs./Lacs
21 Revenue from operations		
Sale of products		
Manufactured goods		
Cotton yarn	**47,156.56**	45,041.04
Iron castings	**33,077.78**	-
Patterns, jigs and fixtures	**70.25**	-
Sale of development rights	**1,289.49**	2,110.51
Sale of product licence	**59.25**	48.35
Sale of services	**6,510.95**	7,408.31
	88,164.28	54,608.21
Other operating revenues		
Waste sales	**2,860.31**	2,147.92
Duty drawback and other export incentives	**887.90**	866.89
Liabilities relating to conversion of leasehold land, written back (refer note 49)	**1,813.46**	-
Miscellaneous sales	**203.31**	81.05
	5,764.98	3,095.86
	93,929.26	57,704.07

	For the year ended March 31, 2016 Rs./Lacs	For the year ended March 31, 2016 Rs./Lacs
22 Other income		
Interest income	**448.85**	170.91
Net gain on foreign currency transactions and translation	**335.85**	491.27
Profit on sale of fixed assets	**0.95**	7.70
Profit on sale of long term non-trade investments	**-**	21.03
Liabilities/ provisions no longer required written back	**496.94**	22.04
Miscellaneous income	**46.49**	42.18
	1,329.08	755.13

	For the year ended March 31, 2016 Rs./Lacs	For the year ended March 31, 2015 Rs./Lacs
23 Cost of materials consumed		
23.a Cost of materials consumed		
Opening stock	**5,222.11**	6,837.85
Add: Opening stock transfer on amalgamation	**219.92**	-
Add: Purchases	**48,320.97**	31,545.26
	53,763.00	38,383.11
Less: Closing stock	**9,309.43**	5,222.11
	44,453.57	33,161.00
Materials consumed comprises:		
Cotton	**34,695.10**	33,161.00
Melting scrap	**6,858.91**	-
Pig iron	**1,363.27**	-
Ferro alloys	**737.96**	-
Metallic additives	**516.74**	-
Carboriser	**281.59**	-
	44,453.57	33,161.00
23.b Changes in inventories of finished goods, work-in-progress and land (for development)		
Inventories at the end of the year:		
Finished goods (cotton yarn)	**1,896.00**	1,834.84
Work-in-progress		
- cotton yarn	**807.39**	802.36
- iron casting	**1,809.83**	-
Land (for development)	**-**	379.26
	4,513.22	3,016.46
Inventories at the beginning of the year:		
Finished goods (cotton yarn)	**1,834.84**	1,673.33
Work-in-progress (cotton yarn)	**802.36**	533.85
Land (for development)	**379.26**	1,000.00
	3,016.46	3,207.18
Add: Opening stock transfer on amalgamation		
Work-in-progress (iron casting)	**2,472.87**	-
	5,489.33	3207.18
Net (increase) / decrease	**976.11**	190.72

	For the year ended March 31, 2016 Rs./Lacs	For the year ended March 31, 2015 Rs./Lacs
24 Employee benefits expense		
Salaries, wages, bonus, etc	**11,936.31**	6,979.59
Gratuity	**331.76**	79.28
Contributions to provident and other funds	**780.23**	441.92
Staff welfare expenses	**423.06**	245.95
	13,471.36	7,746.74

	For the year ended March 31, 2016 Rs./Lacs	For the year ended March 31, 2015 Rs./Lacs
25 Finance costs		
Interest expense:		
- On borrowings	**2,810.20**	1,564.95
- Others	**22.30**	7.50
Other borrowing costs	**423.38**	438.19
	3,255.88	2,010.64

	For the year ended March 31, 2016 Rs./Lacs	For the year ended March 31, 2016 Rs./Lacs
26 Depreciation and amortisation expense		
Depreciation on tangible assets	**3,607.11**	2,485.04
Amortisation on intangible assets	**32.63**	0.65
	3,639.74	2,485.69

	For the year ended March 31, 2016 Rs./Lacs	For the year ended March 31, 2015 Rs./Lacs
27 Other expenses		
Consumption of stores and spare parts	**6,542.84**	1,157.83
Power, fuel, etc.	**11,398.14**	5,523.02
Rent (refer note 37)	**158.42**	83.73
Repairs and maintenance to:		
- Buildings	**57.89**	40.90
- Machinery	**697.11**	58.86
- Others	**103.69**	40.49
Subcontracting charges ^	**2,040.18**	1,942.57
Freight and forwarding	**1,550.57**	811.14
Insurance	**89.25**	53.07
Rates and taxes	**24.63**	36.92
Brokerage, discount (other than trade discount), etc	**249.41**	228.20
Auditors' remuneration #	**69.75**	39.33

Contd...

		For the year ended March 31, 2016 Rs./Lacs		For the year ended March 31, 2015 Rs./Lacs
27 **Other expenses continued...**				
Directors' fees		**14.65**		8.99
Travelling and conveyance		**513.41**		265.11
Commission to selling agents (other than sole selling)		**345.16**		353.69
Sales expenses		**102.62**		85.17
Donations		**1.20**		6.70
Expense on corporate social responsibilty (refer note 47) ##		**22.66**		16.02
Legal and professional fees		**499.27**		343.65
Provision for doubtful trade receivables		**0.24**		3.99
Bad trade and other receivables, loans and advances written off		**27.64**		12.31
Loss on fixed assets sold/ written off		**12.33**		1.34
Land development expenses	**558.38**		18.46	
Less : Adjusted against provision held	**(244.61)**	**313.77**	(18.46)	-
Miscellaneous expenses		**634.15**		418.51
		25,468.98		11,531.54

^ includes freight, transportation expense Rs. 171.39 lacs (Previous year Rs. 220.00 lacs) incurred on materials sent to and received back from sub-contractors.

# Auditors' remuneration includes *		
As auditor		
- Statutory audit	**23.74**	13.48
- Tax audit	**4.29**	2.25
- limited review of unaudited financial results **	**20.86**	14.05
In other capacity		
- fees for certification	**3.43**	9.55
- fees for company law matters	**14.22**	-
Reimbursement of out-of-pocket expenses ***	**3.21**	-
	69.75	39.33

* includes service tax
** includes an amount of Rs. 5.13 lacs paid to erstwhile auditors during the year.
*** includes an amount of Rs. 0.91 lacs paid to erstwhile auditors during the year.
net of government grant of Rs. 30.84 lacs (Previous year Rs. 28.41 lacs).

28. Amalgamation of companies

a) Nature of business: DCM Engineering Limited was engaged in the business of supplying castings across all segments in automotive market. The Company had 75.06% of the voting power of DCM Engineering Limited.

b) DCM Engineering Limited (also referred to as Transferor company or "DEL") has been amalgamated with the Company with effect from appointed date i.e. April 1, 2014 in terms of the scheme of amalgamation ("the Scheme") sanctioned by the Hon'ble High Court of Delhi vide their order dated May 16, 2016 and pursuant thereto all assets, liabilities, duties and obligations of DEL, have been transferred to and vested in the Company retrospectively with effect from April 1, 2014. The Scheme has become effective on May 28, 2016 ("Effective Date") on filing of the certified copy of the said Order with the Registrar of Companies, New Delhi.

Pursuant to the Scheme coming into effect, all the equity shares held by the Company in DCM Engineering Limited shall stand automatically cancelled and remaining shareholders of DCM Engineering Limited holding fully paid equity shares shall be allotted 20 fully paid up shares of Rs. 10 each in the Company for every 77 fully paid up shares of Rs. 10 each held in the share capital of DCM Engineering Limited. The resultant shares to be issued have been disclosed as "share capital pending allotment" in the Standalone Balance Sheet as at March 31, 2016.

Further, the impact of profit for the year ended March 31, 2015, pertaining to erstwhile DCM Engineering Limited has been included by way of an adjustment to opening balance of Reserves and surplus of the Company for the year ended March 31, 2016.

c) The amalgamation has been accounted for under the "pooling of interests" method as prescribed by Accounting Standard (AS-14) specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014. Accordingly, the assets, liabilities and reserves of DEL as at April 1, 2014 have been taken over at their book values and in the same form.

Difference between the amounts recorded as investments of the Company and the amount of share capital of the DEL has been adjusted in the General reserve and Surplus in statement of profit and loss.

Accordingly, the amalgamation has resulted in transfer of assets, liabilities and reserves in accordance with the terms of the Scheme at the following summarised values:

(Rupees in lacs)

Particulars	**Amount**
Assets	
Non-current assets	
Fixed assets	
Tangible assets	9,702.86
Intangible assets	94.56
Capital work in progress	1,093.21
	10,890.63
Non-current investments	127.72
Long-term loans and advances	1,260.67
Other non-current assets	1.00
	12,280.02
Current assets	
Inventories	4,236.50
Trade receivables	6,622.17
Cash and bank balances	48.17
Short-term loans and advances	414.97
Other current assets	413.04
	11,734.85
Total assets	**24,014.87**
Less:	
Liabilities	
Non-current liabilities	
Long-term borrowings	1,970.15
Long-term provisions	1,497.96
	3,468.11
Current liabilities	
Short-term borrowings	5,723.73
Trade payables	4,677.11
Other current liabilities	1,972.67
Short-term provisions	207.91
	12,581.42
Total Liabilities	**16,049.53**
Net assets	**7,965.34**
Less:	
Shares to be issued (1,298,712 equity shares of company in the ratio of 20 equity shares of the Company for every 77 equity shares of the DEL)	129.87
Adjustment of cancellation of investment in DCM Engineering Limited	4,205.00
Transfer of balance of Capital redemption reserve	0.10
Transfer of balance of General Reserve	320.00
Transfer of balance of Securities premium account	3,600.00
Transfer of Surplus in Statement of Profit and Loss	2,040.24
Depreciation on transition to Schedule II of the Companies Act, 2013	35.10
Balance adjusted with Reserves and Surplus as at appointed date	**(2,364.97)**
- Adjusted with General reserve	(1,365.00)
- Adjusted with Surplus in statement of profit and loss	(999.97)

d) During the year 2014-15, DCM Engineering Limited incurred a loss after tax of Rs. 1,836.52 lacs which is adjusted in the Surplus in the Statement of Profit and Loss under Reserves and Surplus as on April 1, 2015 which is arrived as follows:

(Rupees in lacs)

Particulars	Amount
Revenue	
Revenue from operations	
Sale of products (net)	37,157.28
Other operating income	112.50
	37,269.78
Other income	122.41
(A)	**37,392.19**
Expenses	
Cost of materials consumed	14,548.34
Changes in inventories of work in progress	(90.59)
Employee benefit expenses	4,957.78
Finance costs	1,119.47
Depreciation and amortisation expense	1,595.88
Other expenses	17,097.83
(B)	**39,228.71**
Loss adjusted in the reserve and surplus of the Company (A - B)	**(1,836.52)**

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:

(Rupees in lacs)

Particulars	**Year ended March 31, 2016**	Year ended March 31, 2015
Company's contribution to provident fund	**421.11**	167.67
Company's contribution to superannuation fund	**101.40**	44.34
Company's contribution to employees' state insurance	**110.95**	78.06
Company's Contribution to Social security	**182.03**	212.27

Defined benefit plans

Gratuity: 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.

(Rupees in lacs)

Particulars	**Year ended March 31, 2016**	Year ended March 31, 2015
Change in present value of obligation		
Present value of obligation as at the beginning of the year	**457.94**	421.00
Adjustment in opening balance on merger	**1,341.02**	-
Current service cost	**118.21**	43.70

(Rupees in lacs)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Interest cost	**143.92**	33.68
Actuarial (gain) / loss	**69.63**	1.90
Benefits paid	**(326.39)**	(42.34)
Present value of obligation as at the end of the year	**1,804.33**	457.94
Non - current portion	**1,550.31**	323.10
Current portion	**254.02**	134.84
Change in plan assets	**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	**118.21**	43.70
Interest cost	**143.92**	33.68
Return on plan assets	**-**	-
Actuarial (gain) / loss	**69.63**	1.90
Net cost	**331.76**	79.28
Constitution of plan assets	**Not applicable**	Not applicable
Principal actuarial assumptions		
Discount rate	**8.00%**	8.00%
Rate of increase in compensation levels	**5.00-6.00%**	5.50%
Retirement Age (Years)	**58/60**	58/60
Mortality Table	IALM (2006-08)	IALM (2006-08)
Withdrawal rate		
- Upto 30 years	3.00%	3.00%
- From 31 to 44 years	2.00%	2.00%
- Above 44 years	1.00%	1.00%

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.

(Rupees in lacs)

Particulars	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Present value of obligation at the end	**1,804.33**	457.94	421.00	397.12	366.68
Fair value of plan assets at the end	-	-	-	-	-
Funded status: Deficit	**(1,804.33)**	(457.94)	(421.00)	(397.12)	(366.68)
Experience gain / (loss) adjustments on plan liabilities	**(25.53)**	(1.90)	(11.94)	(17.67)	(16.12)
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) 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, during the previous year, the Company had recognised proportionate revenue from sale of development rights in leasehold land with respect to area of leases restored/converted pursuant to substantially completion of 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. During the current year, for the remaining lease(s), the Company has completed its obligation for restoration/conversion and/or relieved from such obligation and accordingly, the Company has recognized proportionate income of Rs. 1,289.52 lacs (Previous year Rs. 2,110.51 lacs) from sale of development rights in the said land with respect to area of leases restored/converted and/or where the company has been relieved from such condition of restoration/conversion in the current year and corresponding costs of Rs. 379.26 lacs (Previous year 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.

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.

b) 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. 91.83 lacs (Previous year: Rs.213.02 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. 195.00 lacs (Previous year: Rs. 4.78 lacs).

32. Contingent liabilities not provided for:

(Rupees in lacs)

Particulars	**Year ended March 31, 2016 (Rs. in lacs)**	Year ended March 31, 2015 (Rs. in lacs)
Claims not acknowledged as debts: *		
- Excise claims	**512.40**	-
- Sales tax matters	**277.21**	-
- Income-tax matters	**293.99**	203.61
- Customs duty	**12.55**	12.55
- Employees' claims (to the extent ascertained)	**42.70**	15.04
- Property tax	**283.67**	283.67
- Others	**397.72**	374.76

* 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.

33. Earnings per share:

S.No.	**Particulars**	**Year ended March 31, 2016**	Year ended March 31, 2015
(a)	Profit after tax as per statement of profit and loss (Rupees in lacs)	**328.80**	1,392.31
(b)	Weighted Average number of Shares for computing Basic Earnings Per Share (face value of Rs. 10 per share)	**17,379,037**	17,379,037
	Add: Dilution effect for shares to be issued	**1,298,712**	-
	Weighted Average number of Shares for computing Diluted Earnings Per Share (face value of Rs. 10 per share)	**18,677,749**	17,379,037
(d)	Earnings per share (Rs. per share)		
	- Basic	**1.89**	8.01
	- Diluted	**1.76**	8.01

34. 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.

35. 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.

36. 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.

37. 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. 158.42 lacs (Previous year Rs. 83.73 lacs) under note 27.

38. Research and development expenditure

(Rupees in lacs)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Expenditure at Department of Scientific and Industrial Research (DSIR) approved R&D centre		
(eligible for weighted deductions)*		
Capital expenditure		
– Furniture	**0.81**	-
Revenue expenditure		
– Salaries, wages and compensated absences	**151.65**	-
– Contribution to provident and other funds	**12.07**	-
– Travelling and conveyance	**8.93**	-
– Others	**5.78**	-
Total	**179.24**	**-**

* During the year ended March 31, 2016, the company is eligible to claim weighted tax deductions on eligible research and development expenditure from June 1, 2015 based on the approval received from Department of Scientific and Industrial Research (DSIR) w.e.f. May 28, 2015. The Company is eligible to claim the weighted tax deduction on eligible research and development expenditure u/s 35(2AB) of the Income Tax Act, 1961 which is equal to 200% of such expenditure incurred and will be claimed by the Company in its income tax computation for the assessment year 2016-17.

39. Additions in capital work-in-progress includes Rs. Nil (Previous year Rs. 82.56 lacs) on account of borrowing costs capitalised during the year.

40. Segment Reporting:

a) The business segments comprise the following:

Textiles	- Yarn manufacturing
IT Services	- IT Infrastructure services
Real Estate	- Development at the Company's real estate site at Bara Hindu Rao / Kishan Ganj, Delhi.
Grey Iron casting	Grey iron casting manufacturing

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:

All segment assets and liabilities have been allocated to the various segments on the basis of specific identification. Segment assets consist principally of fixed assets, capital work in progress, inventories, trade receivables, other current assets and loans and advances. Segment assets do not include unallocated corporate fixed assets, investments, cash and bank balances, advance tax and other assets not specifically identifiable with any segment.

Segment liabilities include all operating liabilities and consist principally of trade payables and accrued liabilities. Segment liabilities do not include borrowings and those related to income taxes.

(ii) Segment revenue and expenses:

Segment revenue and expenses are directly attributable to the segment and have been allocated to various segments on the basis of specific identification. Segment revenue does not include interest income and other incomes in respect of non-segmental activities. Segment expenses do not include depreciation on unallocated corporate fixed assets, interest expense, tax expense and other expense in respect of non-segmental activities.

(iii) Inter segment sales:

Inter-segment sales are accounted for at cost and are eliminated in consolidation.

e) 1) Primary Segment information (Business Segments) for the year ended March 31, 2016

(Rupees in lacs)

	Particulars	Textiles		IT Services		Real Estate		Grey Iron Castings		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
1	Segment revenue (net of excise duty)														
	- External sales/services	**47,091.54**	44,978.65	**6,570.20**	7,456.66	**1,289.49**	2,110.51	**29,238.14**	-	**84,189.37**	54,545.82	-	-	**84,189.37**	54,545.82
	- Other Operating income	**3,784.79**	3,095.86	**-**	-	**# 1,813.46**	-	**166.73**	-	**5,764.98**	3,095.86	-	-	**5,764.98**	3,095.86
	Total Revenue	**50,876.33**	48,074.51	**6,570.20**	7,456.66	**3,102.95**	2,110.51	**29,404.87**	-	**89,954.35**	57,641.68	**-**	-	**89,954.35**	57,641.68
2	Segment results	**2,115.16**	1,657.57	**503.32**	566.55	**2,409.92**	1,489.77	**(2,028.06)**	-	**3,000.34**	3,713.89	**-**	-	**3,000.34**	3,713.89
	Unallocated corporate expenses/ income (net of unallocated in-come/ expenses)											**(175.52)**	(603.68)	**(175.52)**	(603.68)
3	Interest income											**448.85**	170.91	**448.85**	170.91
4	Profit before finance costs and tax													**3,273.67**	3,281.12
5	Finance Costs											**3,255.88**	2,010.64	**3,255.88**	2,010.64
6	Profit before tax													**17.79**	1,270.48
7	Provision for taxation											**(311.01)**	(121.83)	**(311.01)**	(121.83)
8	Profit after taxation													**328.80**	1,392.31
9	Other information														
(a)	Segment assets	**33,687.51**	34,694.58	**2,622.47**	2,090.46	**1,933.50**	2,952.94	**20,926.03**	-	**59,169.51**	39,737.98			**59,169.51**	39,737.98
	Investments											**3,361.28**	7,566.28	**3,361.28**	7,566.28
	Other unallocated assets											**5,172.00**	4,249.81	**5,172.00**	4,249.81
	Total Assets											**8,533.28**	11,816.09	**67,702.79**	51,554.07
(b)	Segment liabilities	**1,437.94**	1,659.59	**695.26**	621.38	**23.62**	1,541.63	**5,700.56**	-	**7,857.38**	3,822.60			**7,857.38**	3,822.60
	Share capital and reserves											**23,765.03**	21,861.26	**23,765.03**	21,861.26
	Loan funds											**34,914.83**	23,438.33	**34,914.83**	23,438.33
	Other unallocated liabilities											**1,165.55**	2,431.88	**1,165.55**	2,431.88
	Total liabilities													**67,702.79**	51,554.07
(c)	Capital expenditure	**143.40**	4,926.61	**802.44**	22.88	**-**	-	**2,801.04**	-	**3,746.88**	4,949.49	**9.71**	48.12	**3,756.59**	4,997.61
(d)	Depreciation	**1,934.58**	2,430.86	**28.16**	33.14	**-**	-	**1,658.79**	-	**3,621.53**	2,464.00	**18.21**	21.69	**3,639.74**	2,485.69
(e)	Non-cash expen-diture other than depreciation	**-**	1.38	**0.69**	16.26	**-**	-	**39.52**	-	**40.21**	17.64	**-**	-	**40.21**	17.64

2) Secondary segment information (Geographical segments)

(Rupees in lacs)

	Year ended March 31, 2016	Year ended March 31, 2015
Segment revenue (net of excise duty)		
- Revenue within India	**# 57,795.86**	25,494.67
- Revenue outside India	**32,158.49**	32,147.01
Total segment revenue	**89,954.35**	57,641.68
Segment assets		
- Within India	**53,611.71**	31,722.31
- Outside India	**5,557.80**	8,015.67
Total segment assets	**59,169.51**	39,737.98
Capital expenditure		
- Within India	**3,756.11**	4,997.10
- Outside India	**0.48**	0.51
Total segment capital expenditure	**3,756.59**	4,997.61

refer note 49

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

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

I. Related parties where control exists
Subsidiaries:

a. DCM Finance & Leasing Limited (DFL)
b. DCM Textiles Limited (DTL)
c. erstwhile DCM Engineering Limited (DEL) (refer note 28)
d. DCM Tools & Dies Limited (DTDL)
e. DCM Realty Investment & Consulting Limited (DRICL)
f. DCM Data Systems Limited (DDSL)

II. Other related parties with whom transactions has taken place during the year

- **Joint venture:**

  Purearth Infrastructure Limited (PIL)

- **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 (upto January 29, 2016)
  b. Dr. Vinay Bharat Ram – Chairman and Managing Director (with effect from January 29, 2016)
  c. Mr. Hemant Bharat Ram – President – Textiles
  d. Mr. Sumant Bharat Ram – Chief Operating and Financial Officer
  e. Mr. Rahil Bharat Ram – Son of Mr. Sumant Bharat Ram
  f. Mr. Yuv Bharat Ram – Son of Mr. Sumant Bharat Ram

- **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

(Rupees in lacs)

Particulars		Subsidiary		Joint venture		Others*	
		Year ended March 31, 2016	Year ended March 31, 2015	**Year ended March 31, 2016**	Year ended March 31, 2015	**Year ended March 31, 2016**	Year ended March 31, 2015
Expenses recovered	DRICL	**0.08**	0.07	-	-	-	-
	DEL	-	2.19	-	-	-	-
	PIL	-	-	**96.89**	230.98	-	-
Interest Income	PIL	-	-	**70.50**	21.62	-	-
Sale of development rights	PIL	-	-	**1,289.49**	2,110.51	-	-
Advance given 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
	LTASPL	-	-	-	-	**16.40**	16.40
	LFIPL	-	-	-	-	**16.07**	16.07
	MHPL	-	-	-	-	**15.96**	15.96
Balance outstanding at the year end							
a) Trade receivables							
- Current	PIL	-	-	**1,850.00**	2,476.51	-	-
b) Other receivables							
- Current	PIL	-	-	**63.45**	78.53	-	-
c) Advance given for purchase of rights in flats	PIL	-	-	**587.37**	587.37	-	-
d) Advances recoverable / (Payable)	PIL	-	-	**25.92**	21.51	-	-

* enterprises in which key managerial persons have significant influence

ii) Transactions with key managerial personnel

(Rupees in lacs)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Remuneration*		
- Mr. Hemant Bharat Ram	**157.58**	286.31
- Mr. Sumant Bharat Ram	**126.47**	109.06
- Mr. Vinay Bharat Ram (Refer note 48)	**37.05**	-
Sitting fees (including service tax)		
- Mr. Jitendra Tuli	**1.55**	1.91
Dividend paid		
- Dr. Vinay Bharat Ram **	**0.44**	0.44
- Mr. Sumant Bharat Ram	**0.36**	0.36
- Mr. Rahil Bharat Ram	**0.15**	0.15
- Mr. Yuv Bharat Ram	**0.14**	0.14

Particulars	As at March 31, 2016	As at March 31, 2015
Balances Payables:		
- Dr. Vinay Bharat Ram	-	0.92

* 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.

** includes Rs. 0.24 lacs (Previous year: Rs. 0.24 lacs) paid to his wife Mrs. Panna Bharat Ram (deceased)

42. Disclosures related to joint venture:

Name	Country of incorporation	Nature of Interest	Percentage of ownership as at	
			March 31, 2016	March 31, 2015
Purearth Infrastructure Limited	India	Equity share holding	**16.41%**	16.41%

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:

(Rupees in lacs)

Particulars	**As at March 31, 2016 (Based on ownership interest of 16.41%)**	As at March 31, 2015 (Based on ownership interest of 16.41%)
Assets		
Non-current assets		
Fixed assets		
Tangible assets	**19.71**	24.23
Intangible assets	**0.10**	-
Non-current investments	**3.28**	3.28
Deferred tax assets	**-**	182.89
Long-term loans and advances	**205.98**	204.54
Current assets		
Inventories	**5,591.77**	5,682.06
Trade receivables	**302.55**	950.68
Cash and bank balances	**9.31**	12.36
Short-term loans and advances	**147.60**	59.43
Other current assets	**99.63**	52.57

(Rupees in lacs)

	As at March 31, 2016 (Based on ownership interest of 16.41%)	As at March 31, 2015 (Based on ownership interest of 16.41%)
Liabilities		
Non-current liabilities		
Long-term borrowings	**288.58**	839.54
Other long-term liabilities	**574.52**	-
Long-term provisions	**15.10**	16.60
Current liabilities		
Trade payables	**786.96**	736.08
Other current liabilities	**2078.80**	2,411.02
Short-term provisions	**22.48**	21.52

(Rupees in lacs)

	For the year ended March 31, 2016 (Based on ownership interest of 16.41%)	For the year ended March 31, 2015 (Based on ownership interest of 16.41%)
Revenue		
Revenue from operations	**965.41**	1,602.07
Other income	**5.50**	4.02
Expenses		
Cost of acquisition of rights, development and construction	**844.68**	973.85
Employee benefits expense	**99.40**	126.17
Finance costs	**162.27**	167.85
Depreciation and amortisation expense	**7.17**	8.94
Other expenses	**208.01**	178.11
Tax expense		
Current tax	**-**	33.94
Deferred tax credit	**182.89**	23.24
Tax relating to prior years	**0.27**	(0.15)
Other Matters		
Contingent Liabilities	**153.80**	160.79

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, 2016 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 dues	Amount Involved * (Rs. in lacs)	Amount paid under protest (Rs. in lacs)	Period to which amount relates	Forum where dispute is pending
Income -tax Act, 1961	Income -tax	58.39	-	Assessment Year 2013-14	Commissioner of Income tax (Appeals)
		12.73	12.73	Assessment Year 2008-09	Income tax appellate tribunal
		12.33	-	Assessment Year 2009-10	
		10.08	5.00	Assessment Year 2012-13	
Customs Act, 1962	Custom duty	12.55	-	1988-89	Commissioner of Customs (Appeals)
Central Excise Tax Law	Excise duty	510.43	-	2004-05, 2005-06, 2006-07, 2008-09, 2006-07 to 2010-2011	Central Excise and Service Tax Appellate Tribunal
		1.47	0.06	2013-14	Commissioner of Central Excise (Appeals)
		0.50	-	2002-03, 2003-04	Supreme Court
PVAT Act, 2005	Sales tax	130.25	35.09	2009-10	PVAT Appellate Tribunal
		146.96	36.75	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 dues	Amount involved (Rs. in lacs)	Period to which amount relates	Forum where dispute is pending
Income -tax Act, 1961	Income -tax	442.48	Assessment Year 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	Delhi High Court
		76.35	Assessment Year 2011-12	Income tax appellate tribunal
		62.93	Assessment Year 2012-13	Income tax appellate tribunal

(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.

(d) The Company is also involved in certain other lawsuits, claims and proceedings, either initiated by or against the Company, whether asserted or not. However, based on facts currently available, the management believes that these matters both individually and in aggregate will not have a material effect on the financial statements of the Company.

44. Quantitative data about Derivative Instruments:

Nature of derivative	Number of deals		Purpose		Amount in foreign currency (US $ in lacs)		Amount in Rs./lacs	
	Current year	Previous year	**Current year**	Previous year	**Current year**	Previous year	**Current year**	Previous year
Forward Contract	**2**	15	**Hedge**	Hedge	**1.50**	25.47	**101.25**	1,633.21

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

Particulars	As at March 31, 2016			As at March 31, 2015		
	Amount in Foreign currency (lacs)		Amount in Rupees (lacs)	Amount in Foreign currency (lacs)		Amount in Rupees (lacs)
Trade receivables	**US$**	**32.36**	**2137.17**	US$	8.03	477.53
Cash and Bank	**US$**	**7.43**	**490.49**	US$	7.87	490.26
Loans and Advances	**US$**	**1.88**	**124.69**	US$	2.04	126.91
	Euro	**0.49**	**37.50**	Euro	-	-
Trade Payable & Current Liabilities	**US$**	**5.68**	**375.58**	US$	7.10	444.12
	Euro	**0.42**	**31.57**	Euro	-	-
Provisions	**US$**	**-**	**-**	US$	1.00	69.32

45 Other Additional Information

	Description	Year ended March 31, 2016 (Rupees in lacs)	Year ended March 31, 2015 (Rupees in lacs)
(a)	Value of imports on CIF basis		
	Raw Materials	**90.95**	-
	Components and spare parts	**74.89**	21.93
	Capital goods	**362.02**	363.44
(b)	Expenditure in foreign currency		
	Commission, travel etc.	**305.79**	308.21
	Technical consultancy	**40.49**	-

	Description	Year ended March 31, 2016 (Rupees in lacs)		Year ended March 31, 2015 (Rupees in lacs)	
	Overseas office expenses	**4,244.07**		5,273.65	
(c)	Earnings in foreign exchange				
	- Direct export of goods on FOB basis/				
	as per contracts where FOB value not				
	readily ascertainable	**26,617.55**		25,733.46	
	- Software / Services export	**949.64**		790.84	
	- Overseas office income	**4,591.58**		5,630.72	
(d)	Value of imports/indigenous raw materials,				
	components and stores and spares consumed				
	(i) Raw materials				
	Imported	**102.29**	**0.23%**	-	-
	Indigenous	**44,351.28**	**99.77%**	33,161.00	100.00%
	Total	**44,453.57**	**100%**	33,161.00	100.00%
	(ii) Stores , spares parts and packing material				
	Imported	**121.45**	**1.86%**	21.08	1.82%
	Indigenous	**6,421.39**	**98.14%**	1,136.75	98.18%
	Total	**6,542.84**	**100.00%**	1,157.83	100.00%

(Rupees in lacs)

46	Provision relating to	Opening balance as on April 1, 2015	Added on account of amalgamation	Additional provision created during the year	Utilisation/ (Reversed) during the year	Closing balance as on March 31, 2016
	Provision for sales return	-	85.56	-	36.02	49.54

47	Particulars	Amount paid	Yet to be paid	Total
	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 Hissar in the state of Haryana.	Rs. 18.08 lacs	-	Rs. 18.08 lacs
	Activities in the area of promoting education by incurring expenditure for civil repair work of boys hostel of deaf and dumb school at Hissar.	Rs. 4.58 lacs	-	Rs. 4.58 lacs

48. The Company has paid / provided managerial remuneration to the Chairman and Managing Director of the Company for the year ended March 31, 2016 over and above the limits specified under Schedule V of the Companies Act, 2013 by Rs. 5.83 lacs. The Company has taken approval from the shareholders of the Company in respect of the aforesaid remuneration through postal ballot. Further, the Company is in the process of getting necessary approvals from the Central Government for approving of the amounts of maximum remuneration payable, which includes the excess amounts already paid/ provided and has also taken an undertaking from the director for refund of remuneration in the absence of requisite approval of central government.
49. The Company has written back liability of Rs. 1,813.46 lacs during the year ended March 31, 2016 payable to a body corporate in terms of Memorandum of Understanding dated March 31, 2016 reached by jointly controlled entity with the said body corporate and the Company.
50. Previous period(s) figures includes Rs. 352.01 lacs reclassified from "other long term liabilities" to "short term provisions", which was inadvertently included under other long term liabilities in previous years and has now been written back under "tax expense" being excess provision of previous years.
51. Previous year figures have been regrouped/ recast wherever considered necessary to make them comparable with those of the current year including advance tax amounting to Rs. 763.34 lacs has been regrouped from "Short-term loans and advances" to "Long-term loans and advances" and short-term provision for tax amounting to Rs. 327.35 lacs has been netted off with the above advance tax.
52. Previous year's financial statements were audited by another firm of Chartered Accountants.

As per our report of even date attached
For B S R & Co. LLP
Chartered Accountants
Firm's registration no.: 101248W/W-100022

Kaushal Kishore
Partner
Membership No.: 090075

For and on behalf of the Board of Directors

Dr. Vinay Bharat Ram
Chairman and Managing Director
DIN: 00052826

Bipin Maira
Director
DIN: 05127804

Sumant Bharat Ram
Chief Operating and Finance Officer

Ashwani Singhal
Executive Vice President
(Finance and Accounts)

Yadvinder Goyal
Company Secretary

Place: New Delhi
Date : May 30, 2016

Annexure "A"

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

Part "A" : Subsidiaries

Amount in Rs./ Lacs

S.N.	Name of the Subsidary 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 shareholding
1	DCM Textiles Limited	5.00	0.93	6.11	0.18	-	0.43	0.20	0.14	0.06	-	100.00%
2	DCM Realty Investment & Consulting Limited	255.01	52.17	314.62	7.44	-	1.75	(2.65)	-	(2.65)	-	99.99%
3	DCM Tools & Dies Limited	5.00	1.60	6.79	0.19	-	0.47	0.25	0.16	0.09	-	100.00%
4	DCM Finance & Leasing Limited	5.10	6.86	11.23	0.27	-	0.81	0.56	0.27	0.30	-	99.99%
5	DCM Data Systems Limited	5.00	0.03	5.19	0.17	-	0.38	0.16	0.12	0.04	-	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, 2016
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	Decscription 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 *	2,609.46
7	Profit/ (Loss) for the year	
i	Considered in consolidation **	(16.76)
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

Dr. Vinay Bharat Ram
Chairman and Managing Director
DIN: 00052826

Bipin Maira
Director
DIN: 05127804

Sumant Bharat Ram
Chief Operating and Finance Officer

Ashwani Singhal
Executive Vice President
(Finance and Accounts)

Yadvinder Goyal
Company Secretary

Place: New Delhi
Date : May 30, 2016

INDEPENDENT AUDITORS' REPORT
To the Members of **DCM Limited**

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of DCM Limited ('the Holding Company'), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and a jointly controlled entity, comprising of the Consolidated Balance Sheet as at March 31, 2016, 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 ('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 its 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 of its 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; 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 consolidated 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.

Auditors' 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. 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 is sufficient and appropriate to provide a basis for our qualified audit opinion on the consolidated financial statements.

Basis for Qualified Opinion

Attention is invited to note 40 of the consolidated financial statements, wherein it has been explained that Purearth Infrastructure Limited (a jointly controlled entity) has received advances during earlier years aggregating Rs. 3,368.46 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 aggregates Rs. 552.76 lacs). The jointly controlled entity has not provided for likely losses, if any, in respect of these bookings. As explained by the management of a jointly controlled entity, it is not practicable to determine the likely loss on these sale bookings as the management is yet to draw up 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 Arrangement and understanding arrived at with the booking holders of the project. Pending determination of such amounts, we are unable to determine the impact, if any, of such non-accrual.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the matter described in 'Basis for Qualified Opinion' paragraph above, 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 its jointly controlled entity as at March 31, 2016, their consolidated profit and their consolidated cash flows for the year ended on that date.

Other matters

We did not audit the financial statements of subsidiaries, whose financial statements reflect total assets of Rs. 343.94 lacs as at March 31, 2016, total revenues (including other income) of Rs. 3.84 lacs and net cash flows amounting to Rs. 11.60 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 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 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 this matter with respect to our reliance on the work done and the report of the other auditors.

Report on other legal and regulatory requirements

(i) As required by sub-sections 3 of Section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements of subsidiary companies, as noted in the 'Other Matters' paragraph, 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' paragraph above, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;

(b) in our opinion, except for the effects of the matter 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;

(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 effects of the matter 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 matter described in the 'Basis for Qualified Opinion' paragraph above, in our opinion, may have an adverse effect on the functioning of a jointly controlled entity which forms part of the consolidated financial statements;

(f) on the basis of the written representations received from the directors of the Holding Company and a jointly controlled entity as on March 31, 2016 taken on record by the Board of Directors of Holding Company and a jointly controlled entity and the reports of other statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group's companies and a jointly controlled entity is disqualified as on March 31, 2016 from being appointed as a director of that company 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 'Bases for Qualified Opinion' paragraph above;

(h) with respect to the adequacy of the internal financial controls over financial reporting of the Group and the jointly controlled entity and the operating effectiveness of such controls, refer to our separate Report in "Annexure-A";

(i) 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 consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and a jointly controlled entity. Refer note 32 and 43to 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 44, 46 and 52 to the consolidated financial statements;

iii. there has been no delay in transferring amounts that were required to be transferred to the Investor Education and Protection Fund by the Group and a jointly controlled entity after considering Scheme of Restructuring and Arrangement, pursuant to which certain past dues have been rescheduled for repayment. Refer note 30 and 43(c) to the consolidated financial statements.

For **B S R & Co. LLP**
Chartered Accountants
Firm's registration no.: 101248W/W-100022

Kaushal Kishore
Partner
Membership No.: 090075

Place : New Delhi
Date : May 30, 2016

Annexure-A to the Independent Auditors' Report on the consolidated financial statements for the year ended March 31, 2016

Report on the Internal Financial Controls under Clause (i) of Sub-section (3) of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of DCM Limited ("the Holding Company") as of and for the year ended March 31, 2016, we have audited the internal financial controls over financial reporting of the Holding Company, its subsidiary companies and a jointly controlled entity, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company, a jointly controlled entity and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on 'Audit of Internal Financial Controls Over Financial Reporting' issued by the Institute of Chartered Accountants of India (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company's, a jointly controlled entity's and its subsidiary company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on 'Audit of Internal Financial Controls Over Financial Reporting' (the"Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and audit evidence obtained by other auditor in terms of their report referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's, jointly controlled entity's and its subsidiary companies internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company, a jointly controlled entity and its subsidiary companies which are companies incorporated in India, have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Holding Company, a jointly controlled entity and its subsidiary companies considering the essential components of internal controls stated in the Guidance Note on 'Audit of Internal Financial Controls Over Financial Reporting' issued by the ICAI.

Other matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to five subsidiary companies and three subsidiary companies of a jointly controlled entity, which are incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For **B S R & Co. LLP**
Chartered Accountants
Firm's registration no.: 101248W/W-100022

Kaushal Kishore
Partner
Membership No.: 090075

Place : New Delhi
Date : May 30, 2016

Consolidated Balance Sheet as at March 31, 2016

	Note	As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	**1,737.59**	1,737.59
Share capital pending allotment (refer note 28)		**129.87**	-
Reserves and surplus	3	**20,962.89**	19,206.12
		22,830.35	20,943.71
Minority interest		-	1,521.88
Non-current liabilities			
Long-term borrowings	4	**10,470.75**	14,375.38
Other long-term liabilities	5	**1,210.56**	938.76
Long-term provisions	6	**1,957.08**	1,954.27
		13,638.39	17,268.41
Current liabilities			
Short-term borrowings	7	**20,153.85**	17,635.00
Trade payables	8		
Dues to micro and small enterprises		**297.10**	523.77
Dues to others		**4,784.07**	4,927.72
Other current liabilities	9	**7,415.58**	7,489.01
Short-term provisions	10	**952.72**	1,184.95
		33,603.32	31,760.45
	TOTAL	**70,072.06**	71,494.45
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	11	**26,279.90**	26,134.38
Intangible assets	11	**58.28**	76.33
Capital work-in-progress		**38.38**	1,613.45
		26,376.56	27,824.16
Goodwill on consolidation		**952.48**	656.55
Non-current investments	12	**100.00**	103.28
Deferred tax assets (net)	13	-	182.89
Long-term loans and advances	14	**3,976.57**	4,286.71
Other non-current assets	15	**2.91**	1.45
		31,408.52	33,055.04
Current assets			
Inventories	16	**19,166.18**	15,507.08
Trade receivables	17	**13,043.77**	16,069.66
Cash and bank balances	18	**2,562.94**	1,727.01
Short-term loans and advances	19	**3,266.83**	4,173.92
Other current assets	20	**623.82**	961.74
		38,663.54	38,439.41
	TOTAL	**70,072.06**	71,494.45
Significant accounting policies	1		

The accompanying notes form an integral part of the consolidated financial statements.

As per our report of even date attached
For B S R & Co. LLP
Chartered Accountants
Firm's registration no.: 101248W/W-100022

Kaushal Kishore
Partner
Membership No.: 090075

For and on behalf of the Board of Directors

Dr. Vinay Bharat Ram
Chairman and Managing Director
DIN: 00052826

Bipin Maira
Director
DIN: 05127804

Sumant Bharat Ram
Chief Operating and Finance Officer

Ashwani Singhal
Executive Vice President
(Finance and Accounts)

Yadvinder Goyal
Company Secretary

Place : New Delhi
Date : May 30, 2016

Consolidated Statement of Profit and Loss for the year ended March 31, 2016

	Note	For the year ended March 31, 2016 Rs./Lacs	For the year ended March 31, 2015 Rs./Lacs
Revenue			
Revenue from operations (gross)	21	**94,682.84**	100,784.25
Less: Excise duty		**3,974.91**	4,614.98
Revenue from operations (net)		**90,707.93**	96,169.27
Other income	22	**1,329.25**	889.60
Total revenue		**92,037.18**	97,058.87
Expenses			
Cost of materials consumed	23.a	**44,570.04**	48,878.47
Changes in inventories of finished goods, work in progress and land for development	23.b	**976.11**	100.13
Employee benefits expense	24	**13,574.59**	13,581.65
Finance costs	25	**3,406.59**	3,294.40
Depreciation and amortisation expense	26	**3,646.91**	4,087.83
Other expenses	27	**25,679.61**	28,071.11
Total expenses		**91,853.85**	98,013.59
Profit/(loss) before tax		**183.33**	(954.72)
Tax expense :			
Current tax {includes foreign tax Rs. 40.54 lacs (Previous year Rs. 60.89 lacs)}		**46.30**	384.80
Minimum alternate tax (MAT) credit entitlement		**(4.50)**	(289.28)
Deferred tax charge/(benefit)		**182.89**	(161.49)
Tax adjustment relating to prior years {includes foreign tax Rs. 9.91 lacs (Previous year Rs. 2.02 lacs)} (refer note 50)		**(351.24)**	1.89
Net tax expense/(benefit)		**(126.55)**	(64.08)
Profit/(loss) after tax		**309.88**	(890.64)
Less: Minority interest		-	(457.99)
Profit/(loss) for the year		**309.88**	(432.65)
Earnings per share (of Rs. 10 each)			
Basic		**1.78**	(2.49)
Diluted		**1.66**	(2.49)
Significant accounting policies	1		

The accompanying notes form an integral part of the consolodated financial statements.

As per our report of even date attached
For B S R & Co. LLP
Chartered Accountants
Firm's registration no.: 101248W/W-100022

For and on behalf of the Board of Directors

Kaushal Kishore
Partner
Membership No.: 090075

Dr. Vinay Bharat Ram
Chairman and Managing Director
DIN: 00052826

Bipin Maira
Director
DIN: 05127804

Sumant Bharat Ram
Chief Operating and Finance Officer

Ashwani Singhal
Executive Vice President
(Finance and Accounts)

Yadvinder Goyal
Company Secretary

Place : New Delhi
Date : May 30, 2016

Consolidated Cash flow statement for the year ended March 31, 2016

			For the year ended March 31, 2016 Rs./Lacs	For the year ended March 31, 2015 Rs./Lacs
A.	**Cash flow from operating activities**			
	Profit before tax		**183.33**	(954.72)
	Adjustments for:			
	Depreciation and amortisation expense		**3,646.91**	4,087.83
	(Profit)/loss on sale of fixed assets		**11.41**	7.38
	Profit on sale of long term non trade investments		**-**	(74.81)
	Finance costs		**3,381.01**	3,294.40
	Unrealised foreign exchange difference		**36.03**	3.82
	Liabilities/ provisions no longer required written back		**(2,314.87)**	22.80
	Interest income		**(448.23)**	(225.93)
	Operating profit before working capital changes		**4,495.59**	6,160.77
	Adjustments for changes in working capital :			
	Inventories		**(3,658.11)**	3,310.98
	Trade receivables		**2,999.86**	(298.47)
	Short-term loans and advances		**853.49**	(798.92)
	Long-term loans and advances		**254.13**	(167.59)
	Other current assets		**288.07**	258.77
	Trade payables		**(104.05)**	(1,237.53)
	Other current liabilities		**(177.85)**	(161.06)
	Other long-term liabilities		**332.85**	10.20
	Short-term provisions		**458.05**	(120.73)
	Long-term provisions		**2.80**	(16.92)
			5,744.83	6,939.50
	Net income tax (paid)		**(49.40)**	(502.62)
	Net cash generated operating activities		**5,695.43**	6,436.88
B.	**Cash flow from investing activities:**			
	Sale of non-current investment		**-**	202.66
	Loans and advances written off		**15.00**	-
	Decrease/(increase) in fixed deposits with original maturities greater than 3 months		**(915.28)**	118.56
	Purchase of fixed assets		**(2,197.20)**	(5,850.98)
	Sale of fixed assets		**24.99**	61.77
	Interest received		**509.87**	229.78
	Net cash from investing activities		**(2,562.62)**	(5,238.21)
C.	**Cash flow from financing activities:**			
	Proceeds from long term borrowings		**1,706.60**	6,572.47
	Repayment of long-term borrowings		**(3,438.11)**	(2,605.51)
	Repayment of short-term borrowings		**-**	(1,000.00)
	Changes in working capital borrowings		**2,518.87**	288.46
	Dividend paid (including tax on dividend)		**(610.47)**	(600.70)
	Finance costs paid		**(3,403.31)**	(3,277.90)
	Net cash from financing activities		**(3,226.42)**	(623.18)
	Net increase/(decrease) in cash and bank balances (A+B+C)		**(93.61)**	575.49
	Cash and bank balances at the beginning of the year		**1,426.36**	850.87
	Adjustment on consolidation of jointly controlled entity		**15.41**	-
	Cash and bank balance at the end of the year (refer note 18)		**1,348.16**	1,426.36
			(93.61)	575.49
	Significant accounting policies	1		

The accompanying notes form an integral part of the consolidated financial statements.

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (AS - 3), 'Cash Flow Statements'.

As per our report of even date attached
For B S R & Co. LLP
Chartered Accountants
Firm's registration no.: 101248W/W-100022

For and on behalf of the Board of Directors

Kaushal Kishore
Partner
Membership No.: 090075

Dr. Vinay Bharat Ram
Chairman and Managing Director
DIN: 00052826

Bipin Maira
Director
DIN: 05127804

Sumant Bharat Ram
Chief Operating and Finance Officer

Ashwani Singhal
Executive Vice President
(Finance and Accounts)

Place: New Delhi
Date : May 30, 2016

Yadvinder Goyal
Company Secretary

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

Subsidiaries	Percentage of voting power as on	
	March 31, 2016	March 31, 2015
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) (refer note 28)	**-**	75.06%
DCM Data Systems Limited (DCMDSL)	**100%**	100%

Joint Controlled Entity	Percentage of voting power as on	
	March 31, 2016	March 31, 2015
Purearth Infrastructure Limited (PIL)	**16.41%**	16.41%

(ii) DCM Engineering Limited, a subsidiary of DCM Limited ("the Holding Company") whose financial statements were consolidated with "the Group" till March 31, 2015, amalgamated with the Holding Company with effect from April 1, 2014 and the effect of amalgamation for the year ended March 31, 2015 has been adjusted in the reserves and surplus in the standalone financial statements of the Holding Company. Further, consolidated financial statements are adjusted for the effect of amalgamation during the year ended March 31, 2016. Consequently, the comparative figures for the year ended March 31, 2015 are not comparable with the figures for the year ended March 31, 2016 to that extent.

1. Significant accounting policies

(a) Accounting convention:

The consolidated financial statements 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) Current–non-current classification:

All assets and liabilities are classified into current and non-current.

Assets:

An asset is classified as current when it satisfies any of the following criteria:

(i) It is expected to be realised in, or is intended for sale or consumption in, the Group's and a jointly controlled entity's normal operating cycle;

(ii) it is held primarily for the purpose of being traded;

(iii) it is expected to be realised within 12 months after the reporting date; or

(iv) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current assets.

All other assets are classified as non-current.

Liabilities:

A liability is classified as current when it satisfies any of the following criteria:

(i) it is expected to be settled in the Company's normal operating cycle;

(ii) it is held primarily for the purpose of being traded;

(iii) it is due to be settled within 12 months after the reporting date; or

(iv) the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current liabilities.

All other liabilities are classified as non-current.

Operating cycle:

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. The Group has ascertained its operating cycle being a period within 12 months for the purpose of classification of assets and liabilities as current and non- current. The jointly controlled entity (including its subsidiary companies) has ascertained its operating cicle as per the normal operating cycle of its respective entities and other criteria set out in Schedule III to the Companies Act, 2013.

(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 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. 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 Consolidated 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 Consolidated 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 all assets of Engineering Division and written down value method in respect of other assets (including all assets of jointly controlled entity).

(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.

iv) Development rights of real estate project, development work-in-process related thereto and construction material and consumables 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.

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

(i) Revenue recognition:

i) Revenue from sale of goods is recognised when significant risks and rewards of ownership are transferred to the customer and no significant uncertainty exists regarding its collection. 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 rewards 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 (JDA), 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 Consolidated Statement of Profit and Loss in the period in which it is incurred), is charged to the Consolidated Statement of Profit and Loss proportionate to the revenue recognized as per accounting policy 1(j)(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 are being shown separately in the Consolidated Statement of Profit and Loss.

(l) Employees' benefits:

The Group's and jointly controlled entity's obligations towards various employee benefits have been recognized as follows:

Short-term employee benefits

All employee benefits payable/available wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, and bonus, etc., are recognised in the Consolidated Statement of Profit and Loss in the period in which the employee renders the related service.

Post employment benefit

Defined contribution plan

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Group and jointly controlled entity makes specified monthly contributions towards employee provident fund and employee state insurance to Government administered fund which is a defined contribution plan. The Group's and jointly controlled entity's contribution is recognised as an expense in the Consolidated Statement of Profit and Loss during the period in which the employee renders the related service and also includes overseas social security contribution.

The Group makes specified monthly contribution towards superannuation fund to Superannuation Trust which is managed by the Life Insurance Corporation of India ("LIC").

Defined benefit plan

The Group's and jointly controlled entity's gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation carried out by an independent actuary, using the Projected Unit Credit Method, which recognises 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. The obligation is measured as the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans is based on the market yields on Government securities as at the balance sheet date for the estimated term of the obligation. Actuarial gains and losses are recognized immediately in the Consolidated Statement of Profit and Loss.

Other long term employee benefits

Benefits under compensated absences constitute other long-term employee benefits. The liability in respect of compensated absences is provided on the basis of an actuarial valuation done by an independent actuary at the year-end using the projected unit credit method. Acturial gains and losses are recognized immediately in the Consolidated Statement of Profit and Loss.

(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 Group and a jointly controlled entity 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.

(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.

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the Group and jointly controlled entity will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. In the year in which MAT credit becomes eligible to be recognised as an asset in accordance with the recommendation contained in the Guidance Note on "Accounting for Credit Available in respect of Minimum Alternative Tax under The Income-tax Act, 1961" issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Consolidated Statement of Profit and Loss and shown as MAT Credit Entitlement. The Group and jointly controlled entity reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Group and jointly controlled entity will pay normal income tax during the specified period.

(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 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 Consolidated 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 consolidated statement of profit and loss.

(q) Government grant:

Grants from the government are recognized when there is a reasonable assurance that the conditions attached to them shall be complied with, and the grants will be received.

When the grant is revenue in nature, it is recognized as a deduction from the expenses to which they are intended to compensate.

(r) Research and development expense:

Expenditure on research is expensed off under the respective heads of account in the period in which it is incurred.

Expenditure on development activities, whereby research findings are applied to a plan or design for the production of new or substantially improved products and processes, is capitalised, if the cost can be reliably measured, the product or process is technically and commercially feasible and the Group has sufficient resources to complete the development and right to use the asset. The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads that are directly attributable to preparing the asset for its intended use. Other development expenditure is recognised in the Consolidated Statement of Profit and Loss as an expense as incurred.

Capitalised development expenditure is stated at cost less accumulated amortisation and impairment losses. Fixed assets used for research and development are depreciated in accordance with the Group's policy as stated above.

Materials identified for use in research and development process are carried as inventories and charged to the Consolidated Statement of Profit and Loss on consumption of such materials for research and development activities.

(s) Cash and cash equivalents:

Cash and cash equivalents includes cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

(t) Leases:

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased asset are classified as operating leases. Operating lease charges are recognised as an expense in the Consolidated Statement of Profit and Loss on a straight-line basis over the lease term.

(u) Borrowing Costs:

Borrowing costs directly attributable to the acquisition, construction or productions of qualifying assets is capitalised as part of assets. Other borrowing costs are recognized as an expense in the period in which they are incurred.

		As at March 31, 2016 Rs./Lacs		As at March 31, 2015 Rs./Lacs
2 Share capital				
	No. of shares	**Amount**	No. of shares	Amount
Authorised				
Equity shares of Rs. 10 each with voting rights	**83,999,000**	**8,399.90**	60,000,000	6,000.00
13.50% Redeemable cumulative preference shares of Rs. 100 each	**100**	**0.10**	-	-
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
		10,400.00		8,000.00
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
	17,379,037	**1,737.59**	17,379,037	1,737.59

The authorised equity share capital has been increased to 83,999,000 equity shares of Rs. 10 each and 13.50% Redeemable cumulative preference share capital to 100 preference shares of Rs. 100 each pursuant to the amalgamation of its subsidiary, DCM Engineering Limited vide the Order dated May 16, 2016 of the Hon'ble High Court of Delhi. (Refer note 28)

(i) Reconciliation of number of shares

	As at March 31, 2016 Rs./Lacs		As at March 31, 2015 Rs./Lacs	
	No. of shares	**Amount**	No. of shares	Amount
Opening balance	**17,379,037**	**1,737.90**	17,379,037	1,737.90
Issued during the year	-	-	-	-
Closing balance	**17,379,037**	**1,737.90**	17,379,037	1,737.90

(ii) 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 entitle 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.

(iii) The details of shareholders holding more than 5% shares of the Company are as follows:

	As at March 31, 2016		As at March 31, 2015	
	No. of shares	**% of shares held**	No. of shares	% of shares held
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	**1,495,730**	**8.61%**	1,567,444	9.02%

		As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
3	**Reserves and surplus**		
	Capital reserve *		
	At the beginning and end of the year	**24.92**	24.92
	Capital redemption reserve		
	Opening balance	**130.08**	130.08
	Add: Transferred on amalgamation	**0.02**	-
	Closing balance	**130.10**	130.08
	Securities premium account		
	Opening balance	**3,767.00**	3,767.00
	Add: Transferred on amalgamation	**3,600.00**	-
	Add: Share of joint venture	**1,002.29**	1,002.29
	Closing balance	**8,369.29**	4,769.29
	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	**1,285.20**	1,235.20
	Add: Transferred from Surplus in Consolidated Statement of Profit and Loss	**-**	50.00
	Add: Transferred on amalgamation	**79.80**	-
	Less: Adjustment on amalgamation	**(1,365.00)**	-
	Closing balance	**-**	1,285.20
	Surplus in Consolidated Statement of Profit and Loss		
	Opening balance	**12,966.40**	14,338.24
	Add: Transferred on amalgamation	**877.42**	-
	Less: Adjustment on amalgamation for loss of erstwhile DCM Engineering Limited for the year ended March 31, 2015 (refer note 28)	**(457.99)**	-
	Less: Adjustment on amalgamation (refer note 28)	**(973.61)**	-
	Less: Depreciation on transition to Schedule II of the Companies Act, 2013 on fixed assets with nil remaining useful life (net of deferred tax)	**-**	262.62
		12,412.22	14,075.62
	Add: Profit/(loss) for the year	**309.88**	(432.65)
		12,722.10	13,642.97
	Less: Interim dividend on equity shares {Rs. 1.50 per share (Previous year Rs. 1.50 per share)}	**260.69**	260.69
	Proposed dividend on equity shares {Rs. nil per share (Previous year Rs. 1.50 per share)}	**-**	260.69
	Corporate dividend tax	**53.06**	105.19
	Transfer to general reserves	**-**	50.00
	Closing Balance	**12,408.35**	12,966.40
		20,962.89	19,206.12

* Represents Central/State Government subsidy
# As per Income tax Act, 1961
As per Reserve Bank of India Act, 1934

	As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
4 Long-term borrowings		
Secured		
Term loans		
From banks *	**12,725.98**	15,095.85
From others**	**35.00**	53.22
	12,760.98	15,149.07
Unsecured		
Term loans		
From banks ***	**2,000.00**	1,000.00
From others	-	71.35
Deferred payment liability #	-	37.72
	2,000.00	1,109.07
	14,760.98	16,258.14
Less: Current maturities on long term borrowings ###	**4,578.81**	2,722.30
	10,182.17	13,535.84
Add: Share of joint venture (net of current maturities ###) ##	**288.58**	839.54
	10,470.75	14,375.38

* Term loans from banks include:

- Term loans aggregating Rs. 9,810.23 lacs (Previous year: Rs. 11,302.48 lacs) are secured by first charge alongwith the charge created for availing cash credit, overdraft and working capital demand loan facilities described in note 7, 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. The term loan carries a floating interest rate ranging between 6.10%-9.10% (net of TUF subsidy) per annum. Rs. 84.98 lacs repayable in 4 quarterly installments, Rs. 620.25 lacs repayable in 11 quarterly installments, Rs. 410.00 lacs repayable in 12 quarterly installments and Rs. 8,695.00 lacs repayable in 28 quarterly installments.
- Rs. 1,142.20 lacs (Previous year: Rs. 1,841.80 lacs) secured by way of first pari passu charge on the fixed assets of the Company's Engineering division, both present and future, including equitable mortgage of Engineering division's factory land and building measuring 71 Acre- 07K-18M and second pari passu charge on the entire current assets^ of the Company, both present and future. The term loan carries a floating interest rate ranging between 11.85%-12.50% per annum and is repayable in 55 equal monthly installments of Rs. 58.30 lacs each and 1 installment of Rs. 35.25 lacs commencing from April 2013.
- Rs. 1,687.00 lacs (Previous year: Rs. 1,826.52 lacs) secured by way of first pari passu charge on the fixed assets of the Company's Engineering division, both present and future, including equitable mortgage of Engineering division's factory land and building measuring 71 Acre- 07K-18M and second pari passu charge on the entire current assets^ of the Company, both present and future. The term loan carries a floating interest rate ranging between 12.05%-12.65% per annum and is repayable in 63 monthly installments commencing from January 2015.
- Rs. 86.55 lacs (Previous year: Rs. 125.05 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. The loans carry an interest rate ranging between 9.50%-13.50% per annum.

^ 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. 35.00 lacs (Previous year Rs. 53.22 lacs) relate to assets purchased under hire purchase/financing arrangements and are secured by way of hypothecation of the specified assets. Repayable in equal monthly installments.

*** Rs. 2,000.00 lacs (Previous year Rs. 1,000.00 lacs) secured by way of extensions of pledge of 100% equity shares of Teak Farms Private Limited (TFPC) and 100% equity shares of Juhi Developers Private Limited (enterprises over which Key Managerial Personnel have significant influence). The term loan carries a floating interest rate ranging between 13.20%-13.50% per annum and is repayable in two equal installments of Rs. 1,000.00 lacs each, payable at the end of 18 months and 24 months respectively from the date of first disbursement on March 4, 2015.

Deferred payment liability are repayable in six equal semi-annual installments commencing from January 2012 and final instalment of loan has been paid on April 13, 2015.

Contd...

4. Long-term borrowings continued

"Term loans (including current maturities) relating to share of joint venture amounting to Rs. 1,145.03 lacs (Previous year Rs. 1,378.77 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. 3.74 lacs (Previous year: Rs. 4.35 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."

refer note 9

		As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
5	**Other long-term liabilities**		
	Trade payables	**28.14**	85.73
	Security deposits	**8.91**	18.16
	Other deposits	**71.54**	60.35
	Others	**527.45**	774.52
		636.04	938.76
	Add: Share of joint venture	**574.52**	-
		1,210.56	938.76

		As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
6	**Long-term provisions**		
	Provision for employee benefits:		
	Compensated absences	**391.67**	382.25
	Gratuity (refer note 29)	**1,550.31**	1,555.42
		1,941.98	1,937.67
	Add: Share of joint venture	**15.10**	16.60
		1,957.08	1,954.27

		As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
7	**Short-term borrowings**		
	Secured		
	Loans repayable on demand from banks *	**20,153.85**	17,635.00
	Add: Share of joint venture	-	-
		20,153.85	17,635.00

* Loans repayable on demand from banks include

- Cash credit/overdraft and working capital demand loan facilities relating to Textile Division at Hissar aggregating Rs. 12,495.13 lacs (Previous year Rs. 11,919.10 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. 183.58 lacs (Previous year Rs. 42.80 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/ overdraft and working capital demand loans facilities relating to the Company's Engineering division aggregating to Rs. 6,483.93 lacs (Previous year Rs. 5,673.10 lacs) secured by first pari passu charge by way of hypothecation of entire stocks of raw material, work in process, semi-finished goods and finished goods, consumable stores and spares and such other movables including book debts, bills, whether documentary or clean, both present and future and second pari passu charge on all fixed assets, both present and future, including mortgage of factory's land and building located at village Asron, Hadbast No. 418, Tehsil Balachaur District Hoshiarpur, Punjab, measuring 71 Acre- 07K-18M 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.

  Overdraft facility of Rs. 991.21 lacs (Previous year Rs. nil) relating to the Company's Engineering division is secured by land and building located in Kodukanthangal Village and Serkadu Village, Katpadi Sub-Registration District, Vellore Registration District, Vellore District, Tamil Nadu measuring 39.02 acres and land and bulding located in Rail Mazra Village, Tehsil Balachaur, Distt Shaheed Bhagat Singh Nagar, Punjab measuring 4.02 acres.

		As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
8	**Trade payables**		
	Dues to micro and small enterprise #	**297.10**	523.77
	Others	**4,300.80**	4,809.82
		4,597.90	5,333.59
	Add: Share of joint venture	**483.27**	117.90
		5,081.17	5,451.49

\# The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Based on the information presently available with the management, the disclosures required under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act") are given below:

- The principal amount remaining unpaid to any supplier as at the end of the year	**297.10**	523.77
- The interest due on the principal remaining outstanding as at the end of the year	**-**	-
- The amount of interest paid under the MSMED Act, along with the amounts of the payment made beyond the appointed day during the year	**-**	-
- The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	**-**	-
- The amount of interest accrued and remaining unpaid at the end of the year	**-**	-
- The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under the MSMED Act	**-**	-
	297.10	523.77

		As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
9	**Other current liabilities**		
	Current maturities of long-term borrowings*		
	Secured		
	From banks	**2,558.48**	2,666.36
	From others	**20.33**	18.22
	Unsecured		
	From banks	**2,000.00**	-
	Deferred payment liability	**-**	37.72
		4,578.81	2,722.30
	Add: Share of joint venture	**860.19**	543.58
		5,439.00	3,265.88
	Unclaimed dividends	**83.88**	66.84
	Unclaimed matured deposits and interest accrued thereon **	**45.14**	76.25
	Unclaimed matured debentures and interest accrued thereon **	**30.05**	121.16
	Statutory dues payable	**181.78**	192.09
	Liabilties for capital goods	**11.45**	82.79
	Security deposits received	**6.89**	11.44
	Advances from customers	**473.05**	304.64
	Interest accrued but not due on borrowings	**30.18**	51.73
	Liabilties for land development expenses	**-**	1,518.01
	Others payables	**62.60**	90.68
		6,364.02	5,781.51
	Add: Share of joint venture	**1,051.56**	1,707.50
		7,415.58	7,489.01

* 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, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
10	**Short-term provisions**		
	Provision for employee benefits:		
	Compensated absences	**46.22**	45.25
	Gratuity (refer note 29)	**254.02**	244.72
		300.24	289.97
	Others:		
	Provision for sales return (refer note 39)	**49.54**	85.56
	Provision for sales price difference	**482.83**	-
	Provision for tax {net of advance tax Rs. 0.13 lacs (Previous year Rs. 38.07 lacs)}	**92.70**	468.92
	Proposed equity dividend	**-**	260.69
	Corporate dividend tax	**-**	53.07
	Other provisions	**4.80**	5.22
		629.87	873.46
		930.11	1,163.43
	Add: Share of joint venture	**22.61**	21.52
		952.72	1,184.95

11. Fixed asset

(Rupees in lacs)

Description	Gross block					Depreciation and amortisation						Net block	
	As at March 31, 2015	Adjustments £	Additions**	Deductions/ Adjustments	As at March 31, 2016	Upto March 31, 2015	Adjustments £	Transition adjustment recorded against Surplus balance in Statement of Profit and Loss	For the year	Deductions/ Adjustments	As at March 31, 2016	As at March 31, 2016	As at March 31, 2015
Tangible assets													
Freehold land*	**1,393.29**	**-**	**724.73**	**-**	**2,118.02**	**-**	**-**	**-**	**-**	**-**	**-**	**2,118.02**	**1,393.29**
	(1,393.29)	-	-	-	(1,393.29)	-	-	-	-	-	-	(1,393.29)	(1,393.29)
Buildings	**5,783.75**	**78.43**	**129.50**	**0.43**	**5,991.25**	**1,270.73**	**1.24**	**-**	**160.73**	**0.41**	**1,432.29**	**4,558.96**	**4,513.02**
	(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)
Lease improvements	**28.43**	**-**	**-**	**-**	**28.43**	**17.43**	**-**	**-**	**3.31**	**-**	**20.74**	**7.69**	**11.00**
	(28.43)	-	-	-	(28.43)	(14.12)	-	-	(3.31)	-	(17.43)	(11.00)	(14.31)
Plant and machinery	**42,852.37**	**0.09**	**2,759.91**	**109.45**	**45,502.92**	**23,116.58**	**0.08**	**-**	**3,328.99**	**106.57**	**26,339.08**	**19,163.84**	**19,735.79**
	(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)
Furniture and fittings	**372.18**	**-**	**2.66**	**0.02**	**374.82**	**293.43**	**-**	**-**	**17.62**	**0.02**	**311.03**	**63.79**	**78.75**
	(337.46)	-	(37.47)	(2.75)	(372.18)	(255.03)	-	(19.96)	(20.58)	(2.14)	(293.43)	(78.75)	(82.43)
Office equipments	**271.69**	**0.32**	**20.83**	**0.42**	**292.42**	**189.81**	**0.13**	**-**	**29.44**	**0.40**	**218.98**	**73.44**	**81.88**
	(215.34)	-	(59.85)	(3.50)	(271.69)	(118.88)	-	(41.66)	(32.59)	(3.32)	(189.81)	(81.88)	(96.46)
Vehicles	**625.35**	**-**	**73.11**	**59.49**	**638.97**	**304.70**	**-**	**-**	**74.19**	**34.08**	**344.81**	**294.16**	**320.65**
	(666.07)	-	(84.19)	(124.91)	(625.35)	(299.17)	-	(1.13)	(80.15)	(75.75)	(304.70)	(320.65)	(366.90)
Sub total	**51,327.06**	**78.84**	**3,710.74**	**169.81**	**54,946.83**	**25,192.68**	**1.45**	**-**	**3,614.28**	**141.48**	**28,666.93**	**26,279.90**	
	(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)
Intangible assets													
Computer software	**368.91**	**-**	**14.58**	**3.08**	**380.41**	**292.58**	**-**	**-**	**32.63**	**3.08**	**322.13**	**58.28**	**76.33**
	(358.17)	-	(10.74)	-	(368.91)	(263.61)	-	-	(28.97)	-	(292.58)	(76.33)	(94.56)
Sub total	**368.91**	**-**	**14.58**	**3.08**	**380.41**	**292.58**	**-**	**-**	**32.63**	**3.08**	**322.13**	**58.28**	
	(358.17)	-	(10.74)	-	(368.91)	(263.61)	-	-	(28.97)	-	(292.58)	-	(76.33)
Grand total	**51,695.97**	**78.84**	**3,725.32**	**172.89**	**55,327.24**	**25,485.26**	**1.45**	**-**	**3,646.91**	**144.56**	**28,989.06**	**26,338.18**	
	(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)
Share in joint venture @	**60.11**	**0.41**	**2.79**	**3.68**	**59.63**	**35.85**	**-**	**0.24**	**7.17**	**3.65**	**39.61**	**20.02**	
	(67.69)	-	(24.89)	(32.47)	(60.11)	(56.55)	-	(0.71)	(8.94)	(30.35)	(35.85)		(24.26)

Figures given in brackets pertains to the previous year.

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

£ represents adjustment on account of amalgamation of erstwhile subsidiary DCM Engineering Limited and consolidation of jointly controlled entity.

** Borrowing cost capitalized during the year Rs. 31.88 lacs (Previous year Rs. 165.59 lacs).

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

	As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
12 Non-current investments		
(valued at cost unless otherwise stated)		
Non-traded (Unquoted)		
In preference shares		
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
Share of joint venture	**-**	3.28
	100.00	103.28
Aggregate cost of unquoted investments	**100.00**	103.28

* Refer Note 36.

		As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
13	**Deferred tax assets (net)**		
	Deferred tax liability on:		
	Difference between block of assets as per books and as per Income-tax Act, 1961	**1,718.72**	832.43
	Less:		
	Deferred tax asset on:		
	Unabsorbed depreciation	**2,658.14**	571.79
	Accrued expenses deductible on payment	**934.92**	272.79
	Provision for doubtful debts and advances	**20.52**	20.45
		3,613.58	865.03
	Net Deferred tax asset *	**1,894.86**	32.60
	Net Deferred tax asset recognized in the financial statements	**-**	-
	Add: Share of joint venture	**-**	182.89
		-	182.89

* As at March 31, 2016, the Group 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 supported by convincing evidence, deferred tax assets have been recognised only to the extent of deferred tax liability.

		As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
14	**Long-term loans and advances**		
	Unsecured, considered good		
	Capital advances (refer note 35)	**920.25**	945.55
	Security deposits	**949.68**	951.47
	Loans and advances to employees	**10.44**	6.35
	Balances with government authorities #	**50.50**	52.26
	Advance income tax {net of provisions Rs. 4,401.40 lacs (Previous year: Rs. 4,355.99 lacs)}	**762.50**	805.02
	MAT credit entitlement	**789.07**	784.57
	Other loans and advances	**288.15**	536.94
	Considered doubtful		
	Other loans and advances $	**785.07**	785.07
		4,555.66	4,867.23
	Less: Provision for other doubtful loans and advances	**785.07**	785.07
		3,770.59	4,082.16
	Add: Share of joint venture	**205.98**	204.55
		3,976.57	4,286.71

$ Include Rs. 100.00 lacs (Previous year: Rs. 100.00 lacs) as inter corporate deposits.
# Includes amount paid under protest Rs. 48.25 lacs (Previous year: Rs. 48.25 lacs)

		As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
15	**Other non-current assets**		
	(Unsecured, considered good)		
	Other receivable		
	Interest accrued on deposits held for more than 12 months	**0.25**	0.08
	Other bank balances		
	Deposits with maturity for more than 12 months ** (refer note 18)	**2.66**	1.37
		2.91	1.45

** Include Rs. 0.58 lacs (Previous year: Rs. 0.58 lacs) held as margin money

		As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
16	**Inventories**		
	(Valued at lower of cost and net realisable value)		
	Raw materials	**9,309.42**	5,442.03
	Work-in-progress	**2,617.22**	3,275.23
	Finished goods [includes goods in transit Rs. 749.04 lacs (Previous year: Rs. 832.07 lacs)]	**1,896.00**	1,834.84
	Land for development	-	379.26
	Stores and spares	**1,322.80**	1,192.89
		15,145.44	12,124.25
	Add: Share of joint venture	**4,020.74**	3,382.83
		19,166.18	15,507.08

		As at March 31, 2016 Rs./Lacs	As at March 31, 2015 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	**0.50**	8.45
	Unsecured, considered good	**963.49**	519.59
	Doubtful	**50.65**	50.41
		1,014.64	578.45
	Less: Provision for doubtful trade receivables	**50.65**	50.41
		963.99	528.04
	Other trade receivables		
	Secured, considered good	**1.27**	2.50
	Unsecured, considered good	**11,770.61**	14,994.96
		11,771.88	14,997.46
		12,735.87	15,525.50
	Add: Share of joint venture	**307.90**	544.16
		13,043.77	16,069.66

		As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
18	**Cash and bank balances**		
	Cash and cash equivalents		
	Cash on hand	**11.93**	15.24
	Balances with banks		
	In current accounts	**699.57**	841.73
	In deposit accounts with original maturity of three months or less ^	**494.13**	468.71
	Cheques in hand	-	0.36
		1,205.63	1,326.04
	Add: Share of joint venture	**47.43**	10.74
		1,253.06	1,336.78
	Other bank balances		
	In current accounts *	**95.10**	89.58
	In deposit accounts **	**1,215.69**	300.40
		1,310.79	389.98
	Less: Deposits due for realization after 12 months of the reporting date (refer note 15)	**2.66**	1.37
		1,308.13	388.61
	Add: Share of joint venture	**1.75**	1.62
		1,309.88	390.23
		2,562.94	1,727.01

^ Includes Rs. 5.24 lacs held as margin money (Previous year Rs. nil)

* Includes Rs. 83.88 lacs (Previous year : Rs. 66.84 lacs) in unpaid dividend account, Rs. 6.97 lacs (Previous year : Rs. 13.57 lacs) deposited with Debenture trustees and Rs. 4.25 lacs (Previous year : Rs. 9.17 lacs) earmarked for other specific uses.

** Includes Rs. 5.00 lacs (Previous year : Rs. 33.87 lacs) deposited with Debenture trustees, Rs. 94.51 lacs (Previous year : Rs. 192.49 lacs) earmarked for other specific uses and Rs. 71.33 lacs (Previous year : Rs 17.26 lacs) against margin money.

		As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
19	**Short term loans and advances**		
	(Unsecured, considered good)		
	Advance to suppliers	**233.20**	728.34
	Loans and advances to employees	**51.17**	47.63
	Prepaid expenses	**126.12**	158.06
	Balances with government authorities	**2,013.50**	2,434.46
	Inter corporate deposit	-	15.00
	Advance given to related parties for purchase of rights in flats	**748.29**	731.00
		3,172.28	4,114.49
	Add: Share of joint venture	**94.55**	59.43
		3,266.83	4,173.92

		As at March 31, 2016 Rs./Lacs	As at March 31, 2015 Rs./Lacs
20	**Other current assets**		
	(Unsecured, considered good)		
	Interest accrued on fixed deposits	**25.34**	75.18
	Unbilled revenue	**120.24**	573.32
	Insurance claim receivables	**18.98**	-
	Technology upgradation fund (TUF) subsidy receivable	**274.31**	166.84
	Others receivables *	**89.57**	97.36
		528.44	912.70
	Add: Share of joint venture	**95.38**	49.04
		623.82	961.74

* include Rs. 74.71 lacs (Previous year: Rs. 83.62 lacs) due from related parties

		For the year ended March 31, 2016 Rs. in Lac	For the year ended March 31, 2015 Rs. in Lacs
21	**Revenue from operations**		
	Sale of products		
	Manufactured goods		
	Cotton yarn	**47,156.56**	45,041.04
	Iron castings	**33,077.78**	41,046.13
	Patterns, jigs and fixtures	**70.25**	663.74
	Sale of development rights	**1,077.82**	1,764.07
	Sale of product licence	**59.25**	48.35
	Sale of services	**6,510.95**	7,408.31
		87,952.61	95,971.64
	Add: Share of joint venture	**953.75**	1,569.55
		88,906.36	97,541.19
	Other operating revenues		
	Waste sales	**2,860.31**	2,147.92
	Duty drawback and other export incentives	**887.90**	866.89
	Liabilities relating to conversion of leasehold land, written back (refer note 49)	**1,813.46**	-
	Income from housing finance activity	**0.03**	2.11
	Miscellaneous sales	**203.31**	193.62
		5,765.01	3,210.54
	Add: Share of joint venture	**11.47**	32.52
		5,776.48	3,243.06
		94,682.84	100,784.25

		For the year ended March 31, 2016 Rs. in Lacs	For the year ended March 31, 2015 Rs. in Lac
22	**Other income**		
	Interest income	**440.67**	225.93
	Net gain on foreign currency transactions and translation	**335.85**	503.12
	Profit on sale of fixed assets	**0.95**	14.16
	Profit on sale of long term non-trade investments	**-**	74.81
	Liabilities/ provisions no longer required written back	**497.36**	22.80
	Miscellaneous income	**46.49**	44.76
		1,321.32	885.58
	Add: Share of joint venture	**7.93**	4.02
		1,329.25	889.60

		For the year ended March 31, 2016 Rs. in Lacs	For the year ended March 31, 2015 Rs. in Lac
23	**Cost of materials consumed**		
23.a	**Cost of materials consumed**		
	Opening stock	**5,442.03**	7,503.61
	Add: Purchases	**48,320.97**	45,647.76
		53,763.00	53,151.37
	Less: Closing stock	**9,309.43**	5,442.03
		44,453.57	47,709.34
	Add: Share of joint venture	**116.47**	1,169.13
		44,570.04	48,878.47
	Material consumed comprises:		
	Cotton	**34,695.10**	33,161.00
	Melting scrap	**6,858.91**	10,053.36
	Pig iron	**1,363.27**	2,535.66
	Ferro alloys	**737.96**	1,019.83
	Metallic additives	**516.74**	617.56
	Carboriser	**281.59**	321.93
		44,453.57	47,709.34
	Add: Share of joint venture	**116.47**	1,169.13
		44,570.04	48,878.47

		For the year ended March 31, 2016 Rs. in Lacs	For the year ended March 31, 2015 Rs. in Lacs
23.b	**Changes in inventories of finished goods, work-in-progress and land (for development)**		
	Inventories at the end of the year:		
	Finished goods (cotton yarn)	**1,896.00**	1,834.84
	Work-in-progress		
	- cotton yarn	**807.39**	802.36
	- iron casting	**1,809.83**	2,472.87
	Land (for development)	**-**	379.26
		4,513.22	5,489.33
	Inventories at the beginning of the year:		
	Finished goods (cotton yarn)	**1,834.84**	1,673.33
	Work-in-progress		
	- cotton yarn	**802.36**	533.85
	- iron casting	**2,472.87**	2,382.28
	Land (for development)	**379.26**	1,000.00
		5,489.33	5,589.46
	Net (increase) / decrease	**976.11**	100.13
	Add: Share of joint venture	**-**	-
	Net (increase) / decrease	**976.11**	100.13

		For the year ended March 31, 2016 Rs. in Lacs	For the year ended March 31, 2015 Rs. in Lacs
24	**Employee benefits expense**		
	Salaries, wages, bonus, etc	**11,940.00**	11,949.84
	Gratuity	**331.88**	247.21
	Contributions to provident and other funds	**780.23**	788.19
	Staff welfare expenses	**423.08**	470.24
		13,475.19	13,455.48
	Add: Share of joint venture	**99.40**	126.17
		13,574.59	13,581.65

		For the year ended March 31, 2016 Rs. in Lacs	For the year ended March 31, 2015 Rs. in Lacs
25	**Finance costs**		
	Interest expense:		
	- On borrowings	**2,810.20**	2,540.45
	- Others	**22.30**	26.73
	Other borrowing costs	**423.38**	562.92
		3,255.88	3,130.10
	Add: Share of joint venture	**150.71**	164.30
		3,406.59	3,294.40

		For the year ended March 31, 2016 Rs. in Lacs	For the year ended March 31, 2015 Rs. in Lacs
26	**Depreciation and amortisation expense**		
	Depreciation on tangible assets	**3,607.11**	4,049.92
	Amortisation on intangible assets	**32.63**	28.97
		3,639.74	4,078.89
	Add: Share of joint venture	**7.17**	8.94
		3,646.91	4,087.83

		For the year ended March 31, 2016 Rs. in Lacs	For the year ended March 31, 2015 Rs. in Lacs
27	**Other expenses**		
	Consumption of stores and spare parts	**6,542.84**	7,889.72
	Power, fuel, etc.	**11,398.14**	12,026.92
	Rent (refer note 37)	**158.42**	167.68
	Repairs and maintenance to:		
	- Buildings	**57.89**	56.83
	- Machinery	**697.11**	948.62
	- Others	**103.69**	109.71
	Subcontracting charges ^	**2,040.18**	2,846.37
	Freight and forwarding	**1,550.57**	1,268.62
	Insurance	**89.25**	78.90
	Rates and taxes	**24.62**	45.26
	Brokerage, discount (other than trade discount), etc	**249.41**	248.39
	Auditors' remuneration #	**70.59**	64.83

Contd...

			For the year ended March 31, 2016 Rs. in Lacs		For the year ended March 31, 2015 Rs. in Lacs
27.	**Other expenses continued**				
	Directors' fees		**14.65**		8.99
	Travelling and conveyance		**513.42**		523.79
	Commission to selling agents (other than sole selling)		**345.16**		353.69
	Sales expenses		**102.62**		85.17
	Donations		**1.20**		6.70
	Expense on corporate social responsibilty (refer note 47) ##		**22.66**		22.74
	Legal and professional fees		**499.64**		494.13
	Provision for doubtful trade receivables		**0.24**		3.99
	Bad trade and other receivables, loans and advances written off		**27.64**		12.31
	Loss on fixed assets sold/ written off		**12.33**		21.54
	Land development expenses	**558.38**		18.46	
	Less : Adjusted against provision held	**(244.61)**	**313.77**	(18.46)	-
	Miscellaneous expenses		**634.43**		614.82
			25,470.47		27,899.72
	Add: Share of joint venture		**209.14**		171.39
			25,679.61		28,071.11

^ includes freight, transportation expense Rs. 171.39 lacs (previous year Rs. 220.00 lacs) incurred on materials sent to and received back from sub-contractors.

Auditors' remuneration includes *

As auditor		
- Statutory audit	**24.58**	26.71
- Tax audit	**4.29**	4.25
- Limited review of unaudited financial results **	**20.86**	22.05
In other capacity		
- fees for certification	**3.43**	10.02
- fees for company law matters	**14.22**	-
- reimbursement of out-of-pocket expenses ***	**3.21**	1.80
	70.59	64.83
Add: Share of joind venture	4.97	5.09
	75.56	69.92

* includes service tax

** includes an amount of Rs. 5.13 lacs paid to erstwhile auditors during the year.

*** includes an amount of Rs. 0.91 lacs paid to erstwhile auditors during the year.

net of government grant of Rs. 30.84 lacs (Previous year Rs. 28.41 lacs).

28. Amalgamation of companies

a) Nature of business: DCM Engineering Limited was engaged in the business of supplying castings across all segments in automotive market. The Holding Company had 75.06% of the voting power of DCM Engineering Limited.

b) DCM Engineering Limited (also referred to as Transferor company or "DEL") has been amalgamated with the Holding Company with effect from appointed date i.e. April 1, 2014 in terms of the scheme of amalgamation ("the Scheme") sanctioned by the Hon'ble High Court of Delhi vide their order dated May 16, 2016 and pursuant thereto all assets, liabilities, duties and obligations of DEL, have been transferred to and vested in the Holding Company retrospectively with effect from April 1, 2014. The Scheme has become effective on May 28, 2016 ("Effective Date") on filing of the certified copy of the said Order with the Registrar of Companies, New Delhi.

Pursuant to the Scheme coming into effect, all the equity shares held by the Holding Company in DCM Engineering Limited shall stand automatically cancelled and remaining shareholders of DCM Engineering Limited holding fully paid equity shares shall be allotted 20 fully paid up shares of Rs. 10 each in the Holding Company for every 77 fully paid up shares of Rs. 10 each held in the share capital of DCM Engineering Limited. The resultant shares to be issued have been disclosed as "share capital pending allotment" in the Consolidated Balance Sheet as at March 31, 2016.

Further, the impact of profit for the year ended March 31, 2015, pertaining to erstwhile DCM Engineering Limited has been included by way of an adjustment to opening balance of Reserves and surplus of Holding Company in the standalone financial statements for the year ended March 31, 2016.

c) The amalgamation has been accounted for under the "pooling of interests" method as prescribed by Accounting Standard (AS-14) specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014. Accordingly, the assets, liabilities and reserves of DEL as at April 1, 2014 have been taken over at their book values and in the same form.

Difference between the amounts recorded as investments of the Holding Company and the amount of share capital of DEL has been adjusted in the General reserve and Surplus in consolidated statement of profit and loss.

Accordingly, the amalgamation has resulted in transfer of assets, liabilities and reserves in accordance with the terms of the Scheme at the following summarised values:

(Rupees in lacs)

Particulars	**Amount**
Assets	
Non-current assets	
Fixed assets	
Tangible assets	9,702.86
Intangible assets	94.56
Capital work in progress	1,093.21
	10,890.63
Non-current investments	127.72
Long-term loans and advances	1,260.67
Other non-current assets	1.00
	12,280.02
Current assets	
Inventories	4,236.50
Trade receivables	6,622.17
Cash and bank balances	48.17
Short-term loans and advances	414.97
Other current assets	413.04
	11,734.85
Total assets	**24,014.87**
Less:	
Liabilities	
Non-current liabilities	
Long-term borrowings	1,970.15
Long-term provisions	1,497.96
	3,468.11

(Rupees in lacs)

Particulars	Amount
Current liabilities	
Short-term borrowings	5,723.73
Trade payables	4,677.11
Other current liabilities	1,972.67
Short-term provisions	207.91
	12,581.42
Total Liabilities	**16,049.53**
Net assets	**7,965.34**
Less:	
Shares to be issued (1,298,712 equity shares of Holding Company in the ratio of 20 equity shares of Holding Company for every 77 equity shares of DEL)	129.87
Adjustment of cancellation of investment in DCM Engineering Limited	4,205.00
Transfer of balance of Capital redemption reserve	0.10
Transfer of balance of General Reserve	320.00
Transfer of balance of Securities premium account	3,600.00
Transfer of Surplus in consolidated statement of profit and Loss	2,040.24
Depreciation on transition to Schedule II of the Companies Act, 2013 *	8.74
Balance adjusted with Reserves and Surplus as at appointed date	**(2,338.61)**
- Adjusted with General reserve	(1,365.00)
- Adjusted with Surplus in consolidated statement of profit and loss	(973.61)

*represents minority' share eliminated

d) During the year 2014-15, DCM Engineering Limited incurred a loss after tax of Rs. 1,836.52 lacs which is adjusted in the Surplus in the Consolidated Statement of Profit and Loss under Reserves and Surplus in the standalone financial statements as on April 1, 2015 which is arrived as follows:

(Rupees in lacs)

Particulars		Amount
Revenue		
Revenue from operations		
Sale of products (net)		37,157.28
Other operating income		112.50
		37,269.78
Other income		122.41
	(A)	**37,392.19**
Expenses		
Cost of materials consumed		14,548.34
Changes in inventories of work in progress		(90.59)
Employee benefit expenses		4,957.78
Finance costs		1,119.47
Depreciation and amortisation expense		1,595.88
Other expenses		17,097.83
	(B)	**39,228.71**
Loss adjusted in reserve and surplus in standalone financial statements (A - B)		**(1,836.52)**
Loss adjusted in reserve and surplus in consolidated financial statements for minority's share eliminated in the previous year		**(457.99)**

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:

(Rupees in lacs)

Particulars	**Year ended March 31, 2016**	Year ended March 31, 2015
Group's contribution to provident fund	**421.11**	398.88
Group's contribution to superannuation fund	**101.40**	100.53
Group's contribution to employees' state insurance scheme	**110.95**	104.45
Group's Contribution to Social security	**182.03**	212.27
Share of joint venture	**3.52**	4.86

Defined benefit plans

Gratuity: 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.

(Rupees in lacs)

Particulars	**Year ended March 31, 2016**	Year ended March 31, 2015
Change in present value of obligation		
Present value of obligation as at the beginning of the year	**1,800.14**	1,784.86
Current service cost	**118.21**	105.91
Interest cost	**143.92**	142.72
Actuarial (gain) / loss	**69.63**	(1.41)
Benefits paid	**(327.57)**	(231.94)
Present value of obligation as at the end of the year	**1,804.33**	1,800.14
Non - current portion	**1,550.31**	1,555.42
Current portion	**254.02**	244.72
Share of joint venture	**9.82**	8.54
Change in plan assets	**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 financial statement		
Cost for the year		
Current service cost	**118.21**	105.91
Interest cost	**143.92**	142.72
Return on plan assets	**-**	-

(Rupees in lacs)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Actuarial (gain) / loss	**69.63**	(1.41)
Net cost	**331.76**	247.21
Share of joint venture	**2.15**	2.75
Constitution of plan assets	**Not applicable**	Not applicable
Principal actuarial assumptions		
Discount rate	**8.00%/7.97%**	8.00%/7.88%
Rate of increase in compensation levels	**5.00-8.00%**	5.50%-8.00%
Retirement Age (Years)	**58/60**	58/60
Mortality Table	**IALM (2006-08)**	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.

(Rupees in lacs)

Particulars	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Present value of obligation at the end	**1,804.33**	1800.14	1784.86	1779.32	1637.99
Share in joint venture	**9.82**	8.54	11.90	-	-
Fair value of plan assets at the end	-	-	-	-	-
Share in joint venture	-	-	-	-	-
Funded status: Surplus/(Deficit)	**(1,804.33)**	1800.14	1784.86	1779.32	1637.99
Share in joint venture	**9.82**	8.54	11.90	-	-
Experience gain / (loss) adjustments on plan liabilities	**(25.53)**	(3.30)	(13.19)	78.02	56.01
Share in joint venture	**0.16**	(0.26)	(2.09)	-	-
Experience gain / (loss) adjustments on plan assets	-	-	-	-	-
Share in jointly venture	-	-	-	-	-

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 DCM Limited as envisaged thereunder has:

a) 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 Holding 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, during the previous year, the Holding Company had recognised proportionate revenue from sale of development rights in leasehold land with respect to area of leases restored/converted pursuant to substantially completion of 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.

During the current year, for the remaining lease(s), the Holding Company has completed its obligation for restoration/conversion and/or relieved from such obligation and accordingly, the Holding Company has recognized proportionate income of Rs. 1,289.52 lacs (Previous year Rs. 2,110.51 lacs) from sale of development rights in the said land with respect to area of leases restored/converted and/or where the Holding company has been relieved from such condition of restoration/conversion in the current year and corresponding costs of Rs. 379.26 lacs (Previous year Rs. 620.74 lacs) has been charged to the Consolidated 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.

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 Holding Company in the previous years against sale of flats on installment payment basis.

b) The Holding 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 Holding 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. 91.83 lacs (Previous year: Rs.213.02 lacs).

31. 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. 195.00 lacs (Previous year: Rs. 208.63 lacs), including share of joint venture Rs. Nil (Previous year : Rs. Nil).

32. Contingent liabilities not provided for:

(Rupees in lacs)

Particulars	**Year ended March 31, 2016**	Year ended March 31, 2015
Claims not acknowledged as debts: *		
- Excise claims	**512.40**	510.93
- Sales tax matters	**277.21**	139.21
- Income-tax matters	**293.99**	238.02
- Customs duty	**12.55**	12.55
- Employees' claims (to the extent ascertained)	**42.70**	49.00
- Property tax	**283.67**	283.67
- Others	**397.72**	374.76
- Share of joint venture	**153.85**	160.79

* 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 Group and a jointly controlled entity.

33. Earnings per share:

S.No.	**Particulars**	**Year ended March 31, 2016**	Year ended March 31, 2015
(a)	Profit after tax as per consolidated statement of profit and loss (Rupees in lacs)	**309.88**	(432.65)
(b)	Weighted Average number of Shares for computing Basic Earnings Per Share (face value of Rs. 10 per share)	**17,379,037**	17,379,037
	Add: Dilution effect for shares to be issued	**1,298,712**	-
	Weighted Average number of Shares for computing Diluted Earnings Per Share (face value of Rs. 10 per share)	**18,677,749**	17,379,037
(d)	Earnings per share (Rs. per share)		
	- Basic	**1.78**	(2.49)
	- Diluted	**1.66**	(2.49)

34. During the financial period 1992-93, the DCM Limited revalued the lands pertaining to its unit Hissar Textile Mills, Hissar, as of April 1, 1990, the date when the 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.

35. 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.

36. In the previous years, the 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 the DCM Limited, redeemable within 20 years. The management is confident that the investment acquired by the DCM Limited in preference shares of the body corporate is good and fully recoverable.

37. The Group's and jointly controlled entity'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. 158.42 lacs (Previous year: Rs. 167.68 lacs) under note 27.

38. Research and development expenditure

(Rupees in lacs)

Particulars	**Year ended March 31, 2016**	Year ended March 31, 2015
Expenditure at Department of Scientific and Industrial Research (DSIR) approved Research and Development centre		
(eligible for weighted deductions)*		
Capital expenditure		
– Furniture	**0.81**	-
Revenue expenditure		
– Salaries, wages and compensated absences	**151.65**	-
– Contribution to provident and other funds	**12.07**	-
– Travelling and conveyance	**8.93**	-
– Others	**5.78**	-
Total	**179.24**	**-**

* During the year ended March 31, 2016, the DCM Limited is eligible to claim weighted tax deductions on eligible research and development expenditure from June 1, 2015 based on the approval received from Department of Scientific and Industrial Research (DSIR) w.e.f. May 28, 2015. The DCM Limited is eligible to claim the weighted tax deduction on eligible research and development expenditure u/s 35(2AB) of the Income Tax Act, 1961 which is equal to 200% of such expenditure incurred and will be claimed by the DCM Limited in its income tax computation for the assessment year 2016-17.

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 April 1, 2015**	**Additional provision created during the year**	**Utilisation/ (Reversed) during the year**	**Closing balance as on March 31, 2016**
Provision for sales return	85.56	-	36.02	49.54

40. The construction work 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. The jointly controlled entity had started development activities in Plaza 4 in earlier years. With regard to its residential project, the jointly controlled entity during an earlier year, entered into a Joint Development Agreement (JDA) with M/s Basant Projects Limited (Unity) for joint development of the jointly controlled entity 's Residential Project (Park Square) at Kishanganj, Delhi, for which building plans have been sactioned by the appropriate authority during the previous year. The construction work on the Park Square project has commenced during the year and has reached milestone to enable recognition of revenue.

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. The jointly controlled entity has recognized likely losses amounting to Rs. 487.37 lacs (previous year Rs. 536.53 lacs) on such sale bookings of units forming part of Plaza 1, 2 and 3 of Central Square project and Rs. 2,701.47 lacs (previous year Rs. 4,034.97 lacs) on such sale bookings of units forming part of Park Square project.

PIL has also received advances Rs. 3,368.46 lacs (previous year Rs. 3,431.98 lacs) for sale bookings of units in Plaza 4 of Central Square project. These advances have been presented as 'advances from customers' under other current liabilities (share of the Group in these advances of joint venture are amounting Rs. 552.76 lacs {Previous year: Rs. 563.35 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. 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 project cannot be determined at this stage. Thus, the management of PIL 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 these consolidated financial statements.

41. 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 Group's real estate site at Bara Hindu Rao / Kishan Ganj, Delhi.
Grey Iron Casting	- Manufacturer of Grey Iron casting for automobile

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 and a jointly controlled entity.

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 consolidated financial statements', the accounting policies in relation to segment accounting are as under:

(i) Segment assets and liabilities:

All segment assets and liabilities have been allocated to the various segments on the basis of specific identification. Segment assets consist principally of fixed assets, capital work in progress, inventories, trade receivables, other current assets and loans and advances. Segment assets do not include unallocated corporate fixed assets, investments, cash and bank balances, advance tax and other assets not specifically identifiable with any segment.

Segment liabilities include all operating liabilities and consist principally of trade payables and accrued liabilities. Segment liabilities do not include borrowings and those related to income taxes.

(ii) Segment revenue and expenses:

Segment revenue and expenses are directly attributable to the segment and have been allocated to various segments on the basis of specific identification. Segment revenue does not include interest income and other incomes in respect of non-segmental activities. Segment expenses do not include depreciation on unallocated corporate fixed assets, interest expense, tax expense and other expense in respect of non-segmental activities.

Joint revenue and expenses of segments are allocated amongst them on a reasonable basis.

(iii) Inter segment sales:

Inter-segment sales are accounted for at cost and are eliminated in consolidation.

e) 1) Primary Segment information (Business Segments) for the year ended March 31, 2016

(Rupee in lacs)

	Particulars	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	**47,091.54**	44,978.65	**6,570.20**	7,456.66	**2,031.57**	3,333.62	**29,238.14**	37,157.28	**-**	-	**84,931.45**	92,926.21	**-**	-	**84,931.45**	92,926.21
	- Other operating income	**3,784.79**	3,095.86	**-**	-	**# 1,824.93**	32.52	**166.73**	112.50	**0.03**	2.18	**5,776.48**	3,243.06	**-**	-	**5,776.48**	3,243.06
	Total Revenue	**50,876.33**	48,074.51	**6,570.20**	7,456.66	**3,856.50**	3,366.14	**29,404.87**	37,269.78	**0.03**	2.18	**90,707.93**	96,169.27	**-**	-	**90,707.93**	96,169.27
2	Segment results	**2,115.16**	1,657.57	**503.32**	566.55	**2,731.29**	1,263.05	**(2,028.06)**	(845.94)	**(5.30)**	(5.94)	**3,316.41**	2,635.29	**-**	-	**3,316.41**	2,635.29
	Unallocated corporate expenses/ income (net of unallocated income/ expenses)													**(167.16)**	(521.54)	**(167.16)**	(521.54)
3	Interest income													**440.67**	225.93	**440.67**	225.93
4	Profit before finance costs and tax															**3,589.92**	2,339.68
5	Finance Costs													**3,406.59**	3,294.40	**3,406.59**	3,294.40
6	Profit before tax															**183.33**	(954.72)
7	Provision for taxation													**(126.55)**	(64.08)	**(126.55)**	(64.08)
8	Profit after taxation															**309.88**	(890.64)
9	Other information																
(a)	Segment assets	**33,687.51**	34,694.58	**2,622.47**	2,090.46	**8,302.54**	10,121.71	**20,926.03**	21,804.46	**343.80**	347.47	**65,882.35**	69,058.68	**-**	-	**65,882.35**	69,058.68
	Investments													**100.00**	103.28	**100.00**	103.28
	Other unallocated assets													**4,089.71**	2,332.49	**4,089.71**	2,332.49
	Total Assets															**70,072.06**	71,494.45
(b)	Segment liabilities	**1,437.94**	1,659.59	**695.26**	621.38	**2,634.43**	4,183.27	**5,700.56**	5,624.98	**5.41**	6.96	**10,473.60**	12,096.18	**-**	-	**10,473.60**	12,096.18
	Share capital and reserves													**22,830.35**	20,943.71	**22,830.35**	20,943.71
	Minority Interest													**-**	1,521.88	**-**	1,521.88
	Loan funds													**36,063.60**	35,276.26	**36,063.60**	35,276.26
	Other unallocated liabilities													**704.51**	1,656.42	**704.51**	1,656.42
	Total liabilities															**70,072.06**	71,494.45
(c)	Capital expenditure	**143.40**	4,926.61	**802.44**	22.88	**2.79**	14.00	**2,801.04**	2,269.95	**-**	-	**3,749.67**	7,233.44	**9.71**	48.12	**3,759.38**	7,281.56
(d)	Depreciation	**1,934.58**	2,430.86	**28.16**	33.14	**7.17**	8.94	**1,658.79**	1,593.20	**-**	-	**3,628.70**	4,066.14	**18.21**	21.69	**3,646.91**	4,087.83
(e)	Non-cash expenditure other than depreciation	**-**	1.38	**0.69**	16.26	**-**	-	**39.52**	20.19	**-**	-	**40.21**	37.83	**-**	-	**40.21**	37.83

2) Secondary segment information (Geographical segments) **(Rupees in lacs)**

	Year ended March 31, 2016	Year ended March 31, 2015
Segment revenue (net of excise duty)		
- Revenue within India	**# 58,549.44**	63,977.23
- Revenue outside India	**32,158.49**	32,192.04
Total segment revenue	**90,707.93**	96,169.27
Segment assets		
- Within India	**60,324.55**	60,749.71
- Outside India	**5,557.80**	8,308.97
Total segment assets	**65,882.35**	69,058.68
Capital expenditure		
- Within India	**3,758.90**	7,281.05
- Outside India	**0.48**	0.51
Total segment capital expenditure	**3,759.38**	7,281.56

Refer not 49

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

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

I. Joint venture:

Purearth Infrastructure Limited (PIL)

II. 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 (upto January 29, 2016)

b. Dr. Vinay Bharat Ram – Chairman and Managing Director (with effect from January 29, 2016)

c. Mr. Hemant Bharat Ram – President – Textiles

d. Mr. Sumant Bharat Ram – Chief Operating and Financial Officer

e. Mr. Rahil Bharat Ram – Son of Mr. Sumant Bharat Ram

f. Mr. Yuv Bharat Ram – Son of Mr. Sumant Bharat Ram

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:

i) Transactions with Joint Venture Company (net of eliminations):

(Rupees in lacs)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Expenses recovered	**80.92**	193.07
Sale of development rights	**1,077.82**	1,764.07
Interest income	**58.93**	18.07
Advance / consideration for purchase of rights in flats	**-**	50.97
Balance outstanding at the year end:		
a) Trade Receivable		
- Current	**1,546.33**	2,070.02
b) Other receivables		
- Current	**53.04**	65.64
c) Advance given for purchase of rights in flat	**490.96**	490.96
d) Advance recoverable/ (payable)	**21.67**	17.98

ii) Enterprises where key management personnel have significant influence

(Rupees in lacs)

Particulars		Year ended March 31, 2016	Year ended March 31, 2015
Dividend Paid	ALFPL	**111.50**	111.50
	BFLPL	**48.69**	48.69
	XEPL	**23.33**	23.33
	LTASPL	**16.40**	16.40
	LFIPL	**16.07**	16.07
	MHPL	**15.96**	15.96
Guarantee taken during the year for loan obtained (Refer note 4)	JDPL/TFPL	**-**	2,000.00

iii) Transactions with key managerial personnel

(Rupees in lacs)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Remuneration *		
- Mr. Hemant Bharat Ram	**157.58**	286.31
- Mr. Sumant Bharat Ram	**126.47**	109.06
- Mr. Vinay Bharat Ram (refer note 48)	**37.05**	142.52
Sitting fees (including service tax)		
- Mr. Jitendra Tuli	**1.55**	1.91
Dividend paid		
- Dr. Vinay Bharat Ram**	**0.44**	0.44
- Mr. Sumant Bharat Ram	**0.36**	0.36
- Mr. Rahil Bharat Ram	**0.15**	0.15
- Mr. Yuv Bharat Ram	**0.14**	0.14
	As at March 31, 2016	**As at March 31, 2015**
Payables:		
- Dr. Vinay Bharat Ram	**-**	0.92

* 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.

** includes Rs. 0.24 lacs (Previous year: Rs. 0.24 lacs) paid to his wife Mrs. Panna Bharat Ram (deceased)

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 Group and a jointly controlled entity. The details of disputed dues as of March 31, 2016 in respect of customs duty and income tax that have not been deposited by the Group and a jointly controlled entity, are as follows:

Name of the statute	Nature of dues	Amount Involved * (Rs. in lacs)	Amount paid under protest (Rs. in lacs)	Period to which amount relates	Forum where dispute is pending
Income -tax Act, 1961	Income -tax	58.39	-	Assessment Year 2013-14	Commissioner of Income tax (Appeals)
		12.73	12.73	Assessment Year 2008-09	Income tax appellate tribunal
		12.33	-	Assessment Year 2009-10	
		10.08	5.00	Assessment Year 2012-13	
Customs Act, 1962	Custom duty	12.55	-	1988-89	Commissioner of Customs (Appeals)
Central Excise Tax Law	Excise duty	510.43	-	2004-05, 2005-06, 2006-07, 2008-09, 2006-07 to 2010-2011	Central Excise and Service Tax Appellate Tribunal
		1.47	0.06	2013-14	Commissioner of Central Excise (Appeals)
		0.50	-	2002-03, 2003-04	Supreme Court
Punjab VAT Act, 2005	Sales tax	130.25	35.09	2009-10	Punjab VAT Appellate Tribunal
		146.96	36.75	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 Holding Company or the refunds due to the Holding 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 Holding Company, although the concerned regulatory authority has preferred appeal at a higher level:

Name of the statute	Nature of dues	Amount involved (Rs. in lacs)	Period to which amount relates	Forum where dispute is pending
Income -tax Act, 1961	Income -tax	442.48	Assessment Year 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	Delhi High Court
		76.35	Assessment Year 2011-12	Income tax appellate tribunal
		62.93	Assessment Year 2012-13	Income tax appellate tribunal

(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.

(d) The Group and a jointly controlled entity is also involved in certain other lawsuits, claims and proceedings, either initiated by or against the group, whether asserted or not. However, based on facts currently available, the management believes that these matters both individually and in aggregate will not have a material effect on the financial statements of the Group and the jointly controlled entity.

44. Quantitative data about Derivative Instruments:

Nature of derivative	Number of deals		Purpose		Amount in foreign currency (US $ in lacs)		Amount in lacs	
	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year
Forward Contract	**2**	15	**Hedge**	Hedge	**1.50**	25.47	**101.25**	1,633.21

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

Particulars	As at March 31, 2016			As at March 31, 2015		
	Amount in Foreign currency (lacs)		Amount in Rupees (lacs)	Amount in Foreign currency (lacs)		Amount in Rupees (lacs)
Trade receivables	**US$**	**32.36**	**2,137.17**	US$	8.04	478.24
Cash and Bank	**US$**	**7.43**	**490.49**	US$	7.87	490.26
Loans and Advances	**US$**	**1.88**	**124.69**	US$	2.04	126.91
	Euro	**0.49**	**37.50**	Euro	0.55	45.37
Trade Payable & Current Liabilities	**US$**	**5.68**	**375.58**	US$	7.10	444.12
	Euro	**0.42**	**31.57**	Euro	1.28	87.49
Provisions	**US$**	-	-	US$	1.00	69.32
Unsecured Long Term Borrowings	**Euro**	-	-	Euro	0.55	37.72

45. 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 :

(Rupees in lacs)

Name of the entity	Net assets (Total assets - total liabilities)		Share in profit or loss	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount
Parent				
DCM Limited	104.09%	23,765.03	106.12%	328.80
Indian Subsidiaries				
DCM Realty Investment & Consulting Limited	1.35%	307.18	(0.86%)	(2.65)
DCM Tools & Dies Limited	0.03%	6.60	0.03%	0.09
DCM Textiles Limited	0.03%	5.93	0.02%	0.06
DCM Finance & Leasing Limited	0.05%	10.96	0.10%	0.30
DCM Data Systems Limited	0.02%	5.03	0.01%	.04
Indian Joint Ventures (as per proportionate consolidation)				
Purearth Infrastructure Limited	11.43%	2,609.46	(172.11%)	(533.29)
Subtotal	**117.00%**	**26,710.19**	**(66.69%)**	**(206.65)**
Total Eliminations	(17.00%)	(3,879.84)	166.69%	516.53
Total	**100.00%**	**22,830.35**	**100.00%**	**309.88**

46. The Group did not have any long term contracts including contracts for which there were any material foreseeable losses.

47.

Particulars	Amount paid	Yet to be paid	Total
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 Holding Company at Hissar in the state of Haryana.	Rs. 18.08 lacs	-	Rs. 18.08 lacs
Activities in the area of promoting education by incurring expenditure for civil repair work of boys hostel of deaf and dumb school at Hissar.	Rs. 4.58 lacs	-	Rs. 4.58 lacs
Share of Joint Venture	Rs. 3.49 lacs	Rs. 2.61 lacs	Rs. 6.11 lacs

48. The Holding Company has paid / provided managerial remuneration to the Chairman and Managing Director of the Holding Company for the year ended March 31, 2016 over and above the limits specified under Schedule V of the Companies Act, 2013 by Rs. 5.83 lacs. The Holding Company has taken approval from the shareholders of the Holding Company in respect of the aforesaid remuneration through postal ballot. Further, the Holding Company is in the process of getting necessary approvals from the Central Government for approving of the amounts of maximum remuneration payable, which includes the excess amounts already paid/ provided and has also taken an undertaking from the director for refund of remuneration in the absence of requisite approval of Central Government.

49. The Holding Company has written back liability of Rs. 1,813.46 lacs during the year ended March 31, 2016 payable to a body corporate in terms of Memorandum of Understanding dated March 31, 2016 reached by jointly controlled entity with the said body corporate and the Holding Company.

50. Previous period(s) figures includes Rs. 352.01 lacs reclassified from "other long term liabilities" to "short term provisions", which was inadvertently included under other long term liabilities in previous years and has now been written back under "tax expense" being excess provision of previous years.

51. Previous year figures have been regrouped/ recast wherever considered necessary to make them comparable with those of the current year including advance tax amounting to Rs. 763.34 lacs has been regrouped from "Short-term loans and advances" to "Long-term loans and advances" and short-term provision for tax amounting to Rs. 327.35 lacs has been netted off with the above advance tax.

52. The Group did not have any long term contracts including contracts for which there were any material foreseeable losses.

53. Previous year's financial statements were audited by another firm of Chartered Accountants.

As per our report of even date attached
For B S R & Co. LLP
Chartered Accountants
Firm's registration no.: 101248W/W-100022

Kaushal Kishore
Partner
Membership No.: 090075

For and on behalf of the Board of Directors

Dr. Vinay Bharat Ram
Chairman and Managing Director
DIN: 00052826

Bipin Maira
Director
DIN: 05127804

Sumant Bharat Ram
Chief Operating and Finance Officer

Ashwani Singhal
Executive Vice President
(Finance and Accounts)

Yadvinder Goyal
Company Secretary

Place: New Delhi
Date : May 30, 2016

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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]

126TH ANNUAL GENERAL MEETING - SEPTEMBER 14, 2016

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 126th Annual General Meeting of the Company, to be held on Wednesday, September 14, 2016, at 11:00 a.m. at the Shankar Lal Murli Dhar Auditorium (Shri Ram Centre-Auditorium), 4, Safdar Hashmi Marg, Mandi House, New Delhi-110 001, 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 standalone financial statements of the Company for the financial year ended March 31, 2016, 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, 2016 together with Report of Auditors thereon		
2	Confirmation of interim dividend, already declared and paid during the financial year 2015-16, for the financial year ended March 31, 2016, as dividend for financial year 2015-16.		
3	Appointment of a director in place of Mr. Jitendra Tuli, who retires by rotation and being eligible, offers himself for re- appointment		
4	Ratification of 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. L. Lakshman as an Independent Director of the Company		
6	Appointment of Dr. Raghupati Singhania as an Independent Director of the Company		
7.	Appointment of Mr. Chandra Mohan as an Independent Director of the Company		
8	Approval for ratification of remuneration payable to the Cost Auditors for financial year 2015-16		
9	Approval for ratification of remuneration payable to the Cost Auditors for financial year 2016-17		

Signed this .... day of 2016

Affix revenue stamp of not Less than Rs. 0.15

....
Signature of the member

.... Signature of the first proxy holder

.... Signature of the second proxy holder

.... Signature of the third proxy holder

Notes:

1. **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.**
2. **A Proxy need not be a member of the Company.**
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. 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.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.

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DCM

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

126TH ANNUAL GENERAL MEETING - SEPTEMBER 14, 2016

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 126th Annual General Meeting of the Company at the Shankar Lal Murli Dhar Auditorium (Shri Ram Centre-Auditorium), 4, Safdar Hashmi Marg, Mandi House, New Delhi-110 001, on Wednesday, September 14, 2016, at 11:00 A.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

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Registered Office: Vikrant Tower, 4, Rajendra Place, New Delhi - 110008
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REMOTE E - VOTING PARTICULARS

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

Note: Please read instructions given at Note Nos. 17 to 21 of the Notice of the 126th Annual General Meeting carefully before voting electronically.