

DCM REALTY AND INFRASTRUCTURE LIMITED

DIRECTORS' REPORT

Dear Members

Your Directors have pleasure in presenting this 1st Annual Report together with the Audited Financial Statements of your Company for the period commencing from October 6, 2016 and ended March 31, 2017.

COMPANY'S AFFAIRS

The Company was incorporated with the main object of carrying on the business of Real estate, Infrastructure and allied activities. During the period under review, the Company has not carried out any business activity.

FINANCIAL HIGHLIGHTS

Although, the Company has not carried out any business activity during the period under review. However, the Company has incurred net loss of Rs. (47,847)/- \ (Rupees Forty Seven Thousand Eight Hundred Forty Seven only), after providing other overheads and writing off preliminary expenses.

TRANSFER TO RESERVES

No amount is proposed to be transferred to reserves for the period ended March 31, 2017.

DIVIDEND

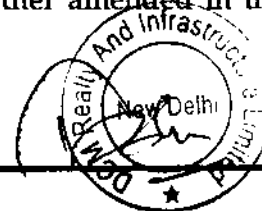
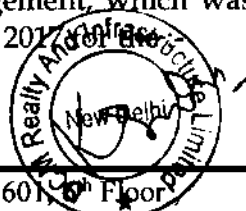
No Dividend has been recommended for the period ended March 31, 2017.

MATERIAL CHANGES AND COMMITMENTS

There were no material changes and commitments affecting the financial position of the Company occurring between March 31, 2017 and the date of this Report.

SCHEME OF ARRANGEMENT

The Board of Directors of the Company in its meeting held on October 15, 2016, approved a composite scheme of arrangement, which was further amended in their subsequent meeting held on February 13, 2017.



Registered Office: 601, 6th Floor
Vikrant Tower 4, Rajendra Place, New Delhi-110008

CIN: U70109DL2016PLC306870 ☎ +91-11-25719967 ✉ dcmrealtyinfraltd@gmail.com

- a. Amalgamation of Tiara Investment Holdings Limited into Purearth Infrastructure Limited, a joint venture company with effect from December 31, 2016;
- b. Demerger of the Real Estate Undertaking of DCM Limited into DCM Realty and Infrastructure Limited, on a going concern basis with effect from January 1, 2017; and
- c. Following the amalgamation as referred to in (a) and demerger as referred to in (b) above, amalgamation of the Amalgamated Purearth into the Resulting DCM Realty leading to Amalgamated DCM Realty, with effect from January 1, 2017.

The above composite scheme is subject to approval from concerned regulatory authorities.

SUBSIDIARY OR JOINT VENTURE OR ASSOCIATE COMPANIES

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

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Sumant Bharat Ram, Mr. Ashwani Kumar Singhal and Mr. Krishan Gopal Gupta were appointed as first Directors of the Company.

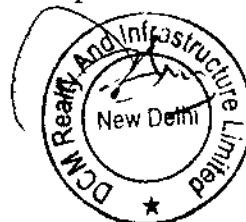
Mr. Krishan Gopal Gupta (DIN- 06798713), retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for re-appointment as Director of the Company. Accordingly a resolution is included in the notice of forthcoming Annual General Meeting of the Company for seeking the approval of members of the Company for his appointment as Director of the Company.

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

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



- (ii) the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the directors had prepared the annual accounts on a going concern basis; and
- (v) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

EVALUATION OF BOARD

The provisions of Section 134(p) of the Companies Act, 2013 and rules made thereunder in respect of evaluation by the Board of its own performance and that of committees and individual directors are not applicable to the Company. Hence disclosures in this regard are not provided in this Report.

DETAILS OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12) OF COMPANIES ACT, 2013 OTHER THAN THOSE REPORTABLE TO CENTRAL GOVERNMENT.

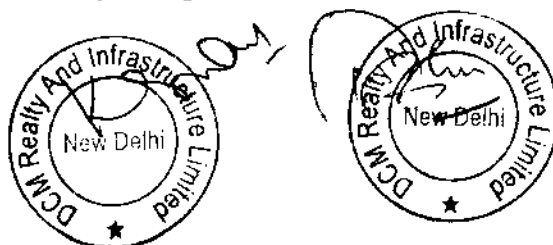
The Statutory Auditors of the Company have not reported any frauds to the Board of Directors under section 143(12) of the Companies Act, 2013, including rules made thereunder.

NUMBER OF BOARD MEETINGS

3 (Three) meetings of the Board of Directors of your Company were held during the period under review.

INTERNAL FINANCIAL CONTROL

The Company has an adequate internal financial control system over financial reporting, which includes proper recording of financial and operational information and regulatory/statutory compliances.



STATUTORY AUDITORS

M/s Grewal & Singh, Chartered Accountants (Registration No. 012322N), were appointed as First Auditors by the Board of Directors in their meeting held on October 15, 2016, who will hold the office till the conclusion of 1st Annual General Meeting..

A resolution proposing appointment of M/s Grewal & Singh, Chartered Accountants, the Statutory Auditors of the Company pursuant to Section 139 of the Companies Act, 2013 and rules made thereunder, forms part of the Notice of the forthcoming 1st Annual General Meeting of the Company.

DIRECTORS' VIEW ON AUDITORS' REPORT

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

FIXED DEPOSITS

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

RISK MANAGEMENT

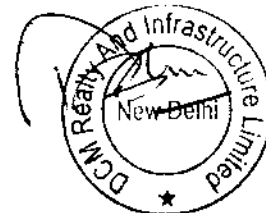
In order to manage & control financial & accounting risk, regulatory and operational risk, the Company has adequate risk management process in place.

AUDIT COMMITTEE AND VIGIL MECHANISM

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

CORPORATE SOCIAL RESPONSIBILITY

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



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

The Company does not have any manufacturing activity. Hence the disclosure in this regard are not provided in this report.

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

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

During the year under review there was no employee in the company, hence the disclosures in this regard are not provided in this Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS U/S 186

The Company has not made any loan, investment or provided any guarantee or security as specified under Section 186 of the Companies Act, 2013, during the year under review, hence the disclosure in this regard are not provided in this Report.

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

There were no contracts / arrangements / transactions entered into by the Company during the period under review with related parties, hence the disclosure in this regard are not provided in this Report.

EXTRACT OF ANNUAL RETURN

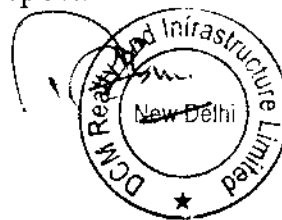
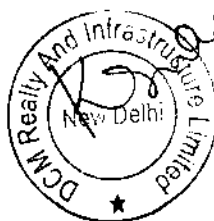
The details forming part of Extract of Annual Return in prescribed form MGT-9 is enclosed as **Annexure - I** and forms part of this Report.

SECRETARIAL AUDIT

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

DISCLOSURE REQUIREMENTS

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



2. 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.
3. During the year under review there was no women employee in the Company. Therefore the disclosures, which are required to be made in annual report of the Company, under Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013, are not applicable on the Company.

ACKNOWLEDGEMENTS

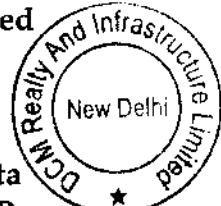
The Directors wish to acknowledge and thanks the Statutory Authorities and all regularity bodies for their continued support and guidance. The Directors thanks the shareholders, business associates and Banks for the faith reposed in the Company and its management.

**On Behalf of the Board of Directors
For DCM Realty and Infrastructure Limited**

**Dated: 11.05.2017
Place: New Delhi**


Ashwani Kumar Singh
DIRECTOR


Krishan Gopal Gupta
DIRECTOR



DCM REALTY AND INFRASTRUCTURE LIMITED

ANNEXURE-I

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2017

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

I. REGISTRATION AND OTHER DETAILS

CIN	:	U70109DL2016PLC306870
Registration Date	:	06/10/2016
Name of the Company	:	DCM Realty and Infrastructure Limited
Category / Sub - Category of the Company	:	Company limited by shares/ Indian Non-Government Company
Address of the Registered office and Contact details	:	601, 6 th Floor, Vikrant Tower, 4, Rajendra Place, New Delhi - 110008 Phone No. : 011 - 25719967
Whether Listed Company Yes / No	:	No
Name, Address and Contact Details of Registrar and Transfer Agents	:	N.A.

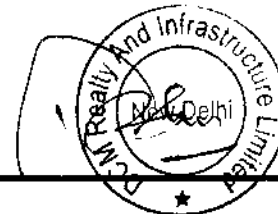
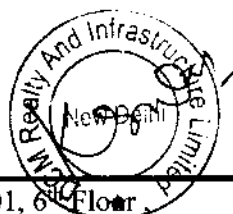
II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

The Company was incorporated with the main object of carrying on the business of Real estate, Infrastructure and allied activities. However for the period under review, the Company has not carried out any business activity. Hence no disclosure in this regard is provided here.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1	DCM Limited	L74899DL1889PLC000004	Holding Company	100*	2(46)

*DCM Limited, along with its nominees, holds the entire share capital of DCM Realty and Infrastructure Limited which constitutes of 50,000 equity shares of Rs. 10 each. DCM Limited is the beneficial owner of all the 50,000 equity shares.



Registered Office: 601, 6th Floor,

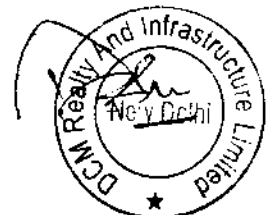
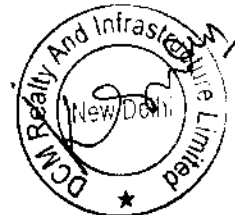
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CIN: U70109DL2016PLC306870 ☎ +91-11-25719967 ✉ dcmrealtyinfraltd@gmail.com

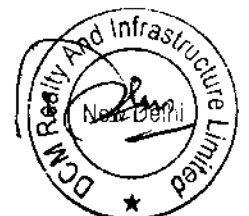
V. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01.04.2016*				No. of Shares held at the end of the year i.e. 31.03.2017				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	NA	NA	NA	NA	0	60	60 [#]	0.12	0.00
b) Central Govt.	NA	NA	NA	NA	0	0	0	0	0.00
c) State Govt. (s)	NA	NA	NA	NA	0	0	0	0	0.00
d) Bodies Corp.	NA	NA	NA	NA	0	49,940	49,940 [#]	99.88	0.00
e) Banks / FI	NA	NA	NA	NA	0	0	0	0	0.00
f) Any Other....	NA	NA	NA	NA	0	0	0	0	0.00
Sub-total (A) (1):-	NA	NA	NA	NA	0	50,000	50,000 [#]	100	0.00
(2) Foreign									
a) NRIs - Individuals	NA	NA	NA	NA	0	0	0	0	0.00
b) Other – Individuals	NA	NA	NA	NA	0	0	0	0	0.00
c) Bodies Corp.	NA	NA	NA	NA	0	0	0	0	0.00
d) Banks / FI	NA	NA	NA	NA	0	0	0	0	0.00
e) Any Other....	NA	NA	NA	NA	0	0	0	0	0.00
Sub-total (A) (2):-	NA	NA	NA	NA	0	0	0	0	0.00
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	NA	NA	NA	NA	0	50,000	50,000	100	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	NA	NA	NA	NA	0	0	0	0	0.00
b) Banks/ FI	NA	NA	NA	NA	0	0	0	0	0.00



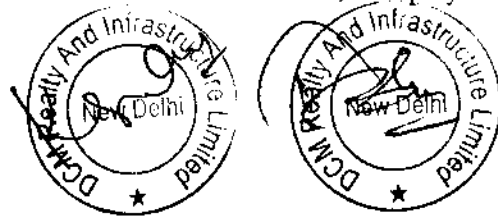
c) Central Govt.	NA	NA	NA	NA	0	0	0	0	0.00
d) State Govt. (s)	NA	NA	NA	NA	0	0	0	0	0.00
e) Venture Capital Funds	NA	NA	NA	NA	0	0	0	0	0.00
f) Insurance Companies	NA	NA	NA	NA	0	0	0	0	0.00
g) FIs	NA	NA	NA	NA	0	0	0	0	0.00
h) Foreign Venture Capital Funds	NA	NA	NA	NA	0	0	0	0	0.00
i) others (specify)	NA	NA	NA	NA	0	0	0	0	0.00
Sub-Total (B) (1):-	NA	NA	NA	NA	0	0	0	0	0.00
2. Non - Institutions									
a) Bodies Corp.									
i) Indian	NA	NA	NA	NA	0	0	0	0	0.00
ii) Overseas	NA	NA	NA	NA	0	0	0	0	0.00
b) Individuals	NA	NA	NA	NA					0.00
i) Individual Shareholders holding nominal share capital upto Rs. 1 Lakh	NA	NA	NA	NA	0	0	0	0	0.00
ii) Individual Shareholders holding nominal Share capital in excess of Rs. 1 Lakh	NA	NA	NA	NA	0	0	0	0	0.00
c) Others	NA	NA	NA	NA					
c-i) Trust and Foundation	NA	NA	NA	NA	0	0	0	0	0.00
c-ii) Non Resident Individual	NA	NA	NA	NA	0	0	0	0	0.00
Sub -total (B)(2):-	NA	NA	NA	NA	0	0	0	0	0.00



Total Public									
Shareholding (B)= (B)(1) + (B)(2)	NA	NA	NA	NA	0	0	0	0	0.00
C. Shares held by Custodian for GDRs & ADRs	NA	NA	NA	NA	0	0	0	0	0.00
Grand Total (A+B+C)	NA	NA	NA	NA	0	50,000	50,000	100	0.00

*company was incorporated on 06.10.2016, therefore requirement of providing information in respect of 01.04.2016 is not applicable.

*DCM Limited, along with its nominees, holds the entire share capital of DCM Realty and Infrastructure Limited which constitutes of 50,000 equity shares of Rs. 10 each. DCM Limited is the beneficial owner of all the 50,000 equity shares.

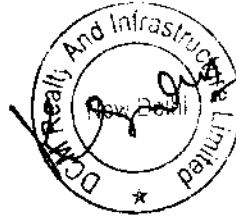


ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the Beginning of the Year i.e. 01.04.2016*			Shareholding at the end of the year i.e. 31.03.2017			% 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	DCM Ltd.	NA	NA	NA	50,000**	100**	NIL	NIL
	TOTAL	NA	NA	NA	50,000	100	NIL	NIL

*Company was incorporated on 06.10.2016, therefore requirement of providing information in respect of 01.04.2016 is not applicable.

**DCM Limited, along with its nominees, holds the entire share capital of DCM Realty and Infrastructure Limited which constitutes of 50,000 equity shares of Rs. 10 each. DCM Limited is the beneficial owner of all the 50,000 equity shares.

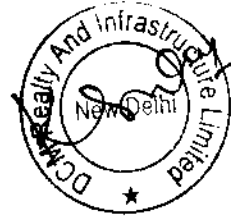


(iii) Change in Promoters Shareholding

S. No.	Particulars	Shareholding at the beginning of the year i.e. 01.04.2016*		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	DCM LTD.				
	At the beginning of the year i.e. 01.04.2016	NA	NA		
	As on 06.10.2016*	50,000#	100		
	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. 31.03.2017	50,000#	100	50,000#	100

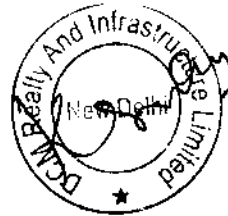
*company was incorporated on 06.10.2016, therefore requirement of providing information in respect of 01.04.2016 is not applicable.

#DCM Limited, along with its nominees, holds the entire share capital of DCM Realty and Infrastructure Limited which constitutes of 50,000 equity shares of Rs. 10 each. DCM Limited is the beneficial owner of all the 50,000 equity shares.



(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. 01.04.2016		Date	Increase/ Decrease in Shareholding	Reason for Increase/ Decrease	Cumulative Shareholding during the year		Shareholding at the end of the year i.e. 31.03.2017	
		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
	NIL	N.A.	N.A.		NIL	NIL	NIL	NIL	NIL	NIL

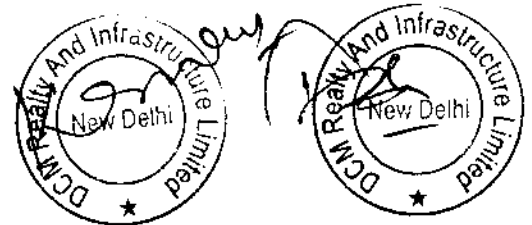


(v) Shareholding of Directors and Key Managerial Personnel (KMP)

S. No.	Name	Shareholding at the beginning of the year i.e. 01.04.2016*		Date	Increase/ Decrease in Shareholding	Reason for Increase/ Decrease	Cumulative Shareholding during the year		Shareholding at the end of the year i.e. 31.03.2017	
		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	Mr. Sumant Bharat Ram	NA	NA	01.04.2016						
				06.10.2016			0	0	0	0
						No change in shareholding during the year				
				31.03.2017			0	0	0	0
2	Mr. Ashwani Kumar Singhal	NA	NA	01.04.2016						
				06.10.2016			10*	0.02	10	0.02
						No change in shareholding during the year				
				31.03.2017			10*	0.02	10	0.02
3	Mr. Krishan Gopal Gupta	NA	NA	01.04.2016						
				06.10.2016			10*	0.02	10	0.02
						No change in shareholding during the year				
				31.03.2017			10*	0.02	10	0.02

*holds shares in the company as a nominee of DCM Limited.

*Company was incorporated on 06.10.2016, therefore requirement of providing information in respect of 01.04.2016 is not applicable.



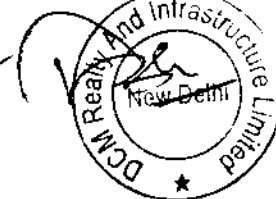
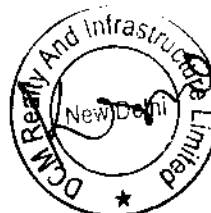
V. INDEBTEDNESS

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

(Amount in Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year i.e.01.04.2016*				
i) Principal Amount	NA	NA	NA	NA
ii) Interest due but not paid	NA	NA	NA	NA
iii) Interest accrued but not due	NA	NA	NA	NA
Total (i+ii+iii)	NA	NA	NA	NA
Change in indebtedness during the financial year/ Period	-	-	-	-
Addition	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year i.e. 31.03.2017	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

*company was incorporated on 06.10.2016, therefore requirement of providing information in respect of 01.04.2016 is not applicable.



VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Amount in Rs.)

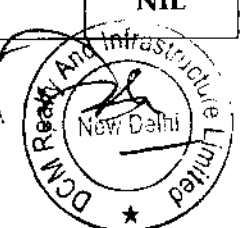
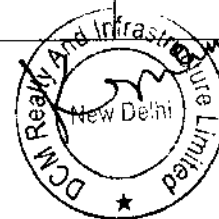
S. No.	Particulars of Remuneration	Name of MD/ WTD/Manager*	Total Amount
1.	Gross Salary		
	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-
2	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify....	-	-
5.	Others -Sitting Fee for Board & Committee Meetings	-	-
	Total (A) Ceiling as per the Act (5 % of the profits calculated u/s 198 of the Companies Act, 2013)		Not Applicable

* There was no Managing Director, Whole-time director and / or Manager during the period under review.

B. Remuneration to other Directors

(Amount in Rs.)

S. No.	Particulars of Remuneration	Name of Director			Total Amount
1	Independent Directors*	N.A.			NIL
	-Fee for attending board and committee meetings				
	- Commission				
	-Others, please specify				
	Total (1)				
2	Other Non-Executive Directors**	Mr. Sumant Bharat Ram	Mr. Ashwani Kumar Singhal	Mr. Krishan Gopal Gupta	
	-Fee for attending board and committee meetings	-	-	-	-
	- Commission	-	-	-	-
	-Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B) = (1+2)	-	-	-	-
	Overall Ceiling as per the Act (1% of the profits calculated u/s 198 of the Companies Act, 2013)				Not Applicable
	Total Managerial	-	-	-	NIL



	Remuneration (A+B)				
	Overall Ceiling as per the Act (11% of the profits calculated u/s 198 of the Companies Act, 2013)#				Not Applicable

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

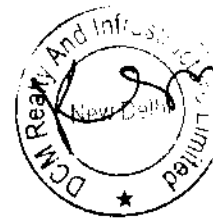
**Directors of the Company were not paid any remuneration during the period ended 31.03.2017.

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

(Amount in Rs.)

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


*# Provisions of the Companies Act, 2013 in respect of appointment of Key Managerial Personnel are not applicable to 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					

**On Behalf of the Board of Directors
For DCM Reality and Infrastructure Limited**


Ashwani Kumar Singh
DIRECTOR


Krishan Gopal Gupta
DIRECTOR

Dated: 11.05.2017
Place: New Delhi



GREWAL & SINGH

Chartered Accountants

A-17, L.G.F., Lajpat Nagar-III, New Delhi - 110 024
Tel. : 011-29842641, 29833394, 29839823
Fax : 011-29849331
E-mail : mail@cagrewalsingh.com

Independent Auditor's Report **For the year ended 31st March 2017**

To the Members of DCM REALTY AND INFRASTRUCTURE LIMITED

Report on the Financial Statements

We have audited the accompanying standalone financial statements of **DCM REALTY AND INFRASTRUCTURE LIMITED** ("the Company") which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

Management Responsibility for the Standalone Financial Statements

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

Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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



CHANDIGARH OFFICE :
699, Sector 43A, Chandigarh-160036
Tel.: 9888856791, 9810911164

MUMBAI OFFICE :
1403, Block D, Oberoi Splendor, JVLR,
Jogeshwari (East), Mumbai - 400060
Tel: +91-98194 99991

LUDHIANA OFFICE :
Preet Complex, 2nd Floor,
Near Nirankari Kucha No.-2, G.T. Road,
Millerganj, Ludhiana Tel.: 9999980496

YAMUNA NAGAR OFFICE :
S.C.O, 1/3, First Floor, Near District Library,
Civil Line, Jagadhri, Haryana - 135003
Tel.: 01732-242893, 9896044812

JAMMU OFFICE :
41/3, Trikula Nagar, Jammu-180012
Tel.: +91-9419794214

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:-

- i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2017;
- ii) In the case of the Statement of Profit & Loss, of the loss for the year ended on that date; and
- iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1 As required by the Companies (Auditor's Report) Order, 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 the written representations received from the directors as on 31 March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 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 does not have any pending litigations which would impact its financial position.
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv) The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 9 to the financial statements.

For Grewal & Singh
Chartered Accountants
Firm Registration No.: 012322N

Anita Goyal

Anita Goyal
Partner
M. No. 520677



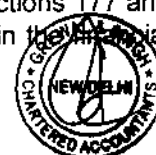
Place: New Delhi
Date: 11.05.2017

Annexure - A to the Auditors' Report

Re: DCM REALTY AND INFRASTRUCTURE LIMITED (the company)

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2017, we report that:

- 1 The Company does not own any fixed assets. Hence no comment is made on the maintenance of records, procedure of physical verification of fixed assets and title deeds of immovable properties
- 2 The company does not carry any inventory and hence no comment is made on its physical verification, procedure of physical verification and on the maintenance of records thereof.
- 3 According to the Information and explanations given to us and based on our examination of the records of the Company, the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLP) or other parties covered in the register maintained under section 189 of the Act. Accordingly paragraph 3(iii) of the Order is not applicable.
- 4 The Company has not granted loan to Directors and does not hold any investment. Accordingly, paragraph 3(iv) of the Order is not applicable.
- 5 The Company has not accepted any deposits from the public.
- 6 The Central Government has not prescribed maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- 7
 - a) According to the books of account and other information as produced and examined by us in accordance with generally accepted auditing practices in India and also based on management representation, the company is regular in depositing undisputed statutory dues including income-tax and other statutory dues with the appropriate authorities.
 - b) According to the information and explanations given to us, we report that no undisputed amount payable in respect to income tax and other statutory dues were outstanding as at March 31, 2017 for a period of more than six months from the date they became payable.
 - c) According to the information and explanations given to us, there are no dues of income-tax, and any other statutory dues which have not been deposited on account of any dispute.
- 8 The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- 9 The company did not raise any money by way of Initial Public offer (IPO), further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- 10 According to the Information and explanations given to us and based on our examination of the records of the Company, 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.
- 11 The directors of the Company are not provided with managerial remuneration.
- 12 In our opinion and according to the information and explanation given to us, the Company is not a nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- 13 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.



- 14 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.
- 15 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 any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- 16 The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For Grewal & Singh
Chartered Accountants
Firm Registration No.: 012322N

Anita Goyal


Anita Goyal
Partner
M. No. 520677
Place: New Delhi
Date: 11.05.2017

Annexure - B to the Auditors' Report

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 REALTY AND INFRASTRUCTURE LIMITED** ("the Company") as of 31 March 2017 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.

Auditors' 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 judgment, 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 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.



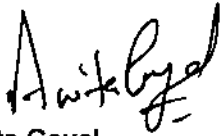
Inherent Limitations of Internal Financial Controls over Financial Reporting

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 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 31 March 2017, 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 Grewal & Singh
Chartered Accountants
Firm Registration No.: 012322N



Anita Goyal
Partner
M. No. 520677
Place: New Delhi
Date: 11.05.2017

DCM REALTY AND INFRASTRUCTURE LIMITED
BALANCE SHEET AS AT MARCH 31, 2017

Particulars	Notes No.	As at March 31, 2017 Rs.
EQUITY AND LIABILITIES		
Shareholders' funds		
Share capital	2	5,00,000
Reserves and surplus	3	(47,847)
		<u>4,52,153</u>
Current liabilities		
Other current liabilities	4	8,625
		<u>8,625</u>
TOTAL EQUITY AND LIABILITIES		<u><u>4,60,778</u></u>
ASSETS		
Current assets		
Cash and cash equivalents	5	4,60,778
		<u>4,60,778</u>
TOTAL ASSETS		<u><u>4,60,778</u></u>
Accompanying notes forming part of the financial statements	1 to 15	

In terms of our separate report of even date
For Grewal & Singh
Chartered Accountants
Firm No. 012322N

Anita Goyal
Partner
M. No. 520677



Kamraj
Krishan Gopal Gupta
Director
DIN No. 06798713

Ashwani Kumar Singhal
Director
DIN No. 00159349

Place: New Delhi
Date: 11.05.2017

DCM REALTY AND INFRASTRUCTURE LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2017

Particulars	Notes No.	Year ended March 31, 2017 Rs.
Revenue		
TOTAL REVENUE		-
Expenses		
Other Expenses	6	47,847
TOTAL EXPENSES		47,847
Profit before tax		(47,847)
Tax expense		
Current tax		-
Tax adjustment for earliar years		-
Profit after tax		(47,847)
Earnings per equity share:		
Basic (Rs.)		(0.96)
Diluted (Rs.)		(0.96)
Accompanying notes forming part of the financial statements	1 to 15	

In terms of our separate report of even date
For Grewal & Singh
Chartered Accountants
Firm No. 012322N


Anita Goyal
Partner
M. No. 520677



Krishan Gopal Gupta
Director
DIN No. 06798713



Ashwani Kumar Singhal
Director
DIN No. 00159349



Place: New Delhi
Date: 11.05.2017

DCM REALTY AND INFRASTRUCTURE LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

Particulars	Year ended March 31, 2017 Rs.
Cash flow from Operating activities	
Net profit before tax	(47,847)
Adjustments for :-	
Interest income on deposits	-
Operating loss before working capital changes	(47,847)
Adjustments for changes in: -	
Increase / (decrease) in other current liabilities	8,625
Decrease / (increase) in other current assets	-
Cash used in operations	(39,222)
Net income tax (paid)	-
Net Cash used in operating activities	(A) (39,222)
Cash flow from investing activities	
Interest income on deposits	-
Net cash generated from investing activities	(B) -
Cash flow from financing activities	
Subscription of share capital	5,00,000
Net cash generated from financing activities	(C) 5,00,000
Net increase in cash and cash equivalents	(A+B+C) 4,60,778
Cash and cash equivalents at the beginning of the year	-
Cash and cash equivalents at the end of the year	4,60,778

The Cash flow statements derived from the audited financial statements for the year ended March 31, 2017 and other records and found the same to be drawn in accordance there with and as per AS-3 Cash Flow Statements.

In terms of our separate report of even date
For Grewal & Singh
Chartered Accountants
Firm No. 012322N


Anita Goyal
Partner
M. No. 520677




Krishan Gopal Gupta
Director
DIN No. 06798713



Ashwani Kumar Singhal
Director
DIN No. 00159349



Place: New Delhi
Date: 11.05.2017

DCM REALTY AND INFRASTRUCTURE LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

1 Significant Accounting Policies

- (a) The financial statements are prepared under the historical cost convention in accordance with the applicable mandatory Accounting Standards and presentational requirements of the Companies Act, 2013.
- (b) The company follows mercantile system of accounting and recognises significant items of income and expenditure on accrual basis.
- (c) The Preliminary Expenses are being written off during the year in which they are occurred in pursuance of Accounting Standard 26 on Intangible Assets

Particulars	As at March 31, 2017 Rs.
2 Share capital	
(a) Details of share capital	
Authorised	
50,000 Equity shares of Rs.10/- each	5,00,000
	<u>5,00,000</u>
Issued, subscribed and fully paid-up	
50,000 Equity shares of Rs.10/- each	5,00,000
	<u>5,00,000</u>

(b) Rights, Preferences and restrictions attached to Shares
Equity Shares

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

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

Name of the shareholder	As at March 31, 2017 Numbers - (%)
Equity Shares	
DCM Limited, the Holding Company	50,000 - (100%)

(d) Reconciliation of number of shares

Being the first year of incorporation of company, reconciliation with corresponding previous year is not required.



DCM REALTY AND INFRASTRUCTURE LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

Particulars	As at March 31, 2017 Rs.
3 Reserves and surplus	
Surplus in Statement of Profit & Loss	
As at the beginning of the Period	-
Add : Loss after tax transferred from statement of Profit and loss annexed	(47,847)
As at the end of the year	(47,847)
4 Other current liabilities	
Expense payable	8,625
	8,625
5 Cash and cash equivalents	
Balance with banks	
- In current account	4,55,778
Cash on hand	5,000
	4,60,778

Particulars	Year ended March 31, 2017 Rs.
6 Other Expenses	
ROC filing fees	3,698
Auditors' remuneration	8,625
- As auditor	
Preliminary expenses written off	33,184
Professional charges	2,225
Bank Charges	115
	47,847



DCM REALTY AND INFRASTRUCTURE LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

7 The main object of the Company mainly comprise to carry on the business of construction and Real Estate and as such there are no separate reportable segments as per Accounting Standard Segment reporting (AS-17) issued by the Institute of Chartered Accountants of India.

8 Related Party Disclosures as per AS-18 "Related Party Disclosures"

A) Name of Related Party and Nature of Related Party Relationship

Holding Company

DCM Limited

Fellow Subsidiaries

DCM Finance & Leasing Limited

DCM Textiles Limited

DCM Tools and Dies Limited

DCM Nouvelle Limited

DCM Realty Investment and Consulting Limited

DCM Data Systems Limited

B) Transactions during the year with related parties referred to in (A) above:

Reimbursement of expenses to DCM Ltd. Rs.4,274/-

c) Balance as on March 31, 2017 - NIL

9 Details of Specified Bank Notes (SBN) held and transacted during the period from 8th Nov 2016 to 30th Dec 2016 is as follows :-

Particulars	SBNs	Other Denomination notes	Total
Closing cash in hand as on 08 November 2016	-	-	-
Add: Permitted receipt transaction	-	-	-
Less : Paid for permitted transactions	-	-	-
Less : Deposited in bank accounts	-	-	-
Closing cash in hand as on 30 December 2016	-	-	-

The company has no outstanding dues in respect of Micro, Small and Medium Enterprises for the period ending December 31, 2016, therefore no disclosure is required under the Micro, Small and Medium Enterprises Development Act, 2006.

11 Earnings per share (Rs.)

Particulars	Year ended 31.03.2017
Profit after tax	(47,847)
Weighted average number of equity Shares outstanding	50,000
Basic and Diluted earnings per share (Face value – Rs.10 per share)	(0.96)

12 The income tax liability is ascertained on the basis of assessable profits computed in accordance with the provisions of the Income-tax Act, 1961 and after complying with the provisions of Accounting Standard 22 regarding 'Accounting for Taxes on Income' and as such there is no deferred tax liability so far.



DCM REALTY AND INFRASTRUCTURE LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

- 13 Figures have been rounded off to the nearest rupee.
- 14 The previous year figures have not been given as the company has been incorporated on October 06, 2016. Accordingly the financial statements have been prepared for the period from October 06, 2016 to March 31, 2017.
- 15 The Preliminary Expenses have been written off during the year in pursuance of Accounting Standard 26 on Intangible Assets

In terms of our separate report of even date

For Grewal & Singh
Chartered Accountants
Firm No. 012322N

Anita Goyal
Partner
M. No. 520677
Place: New Delhi
Date: 11.05.2017



Krishan Gopal Gupta
Director
DIN No. 06798713

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Director
DIN No. 00159349