

DCM REALTY AND INFRASTRUCTURE LIMITED

DIRECTORS' REPORT

Dear Members

Your Directors have pleasure in presenting this 2nd Annual Report together with the Audited Financial Statements of your Company for the year ended March 31, 2018.

COMPANY'S AFFAIRS

The Company was incorporated with the main object to carrying on the business of real estates, infrastructure and allied activities. During the year under review, the Company has not carried out any business activity.

FINANCIAL HIGHLIGHTS

The Company has not carried out any business activity during the year under review. However, the Company has incurred net loss of Rs. 29,527/- (Rupees Twenty Nine Thousand Five Hundred and Twenty Seven only).

TRANSFER TO RESERVES

No amount is proposed to be transferred to reserves for the year ended March 31, 2018.

DIVIDEND

No Dividend has been recommended for the year ended March 31, 2018.

MATERIAL CHANGES AND COMMITMENTS

There were no material changes and commitments affecting the financial position of the Company occurring between March 31, 2018 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 by the Board in its subsequent meetings held on February 13, 2017 and May 30, 2018 for the:-

Registered Office: 601, 6th Floor,
Vikrant Tower 4, Rajendra Place, New Delhi-110008
CIN: U70109DL2016PLC306870 ☎ +91-11-25719967 ✉ dcmrealityinfra@rediffmail.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 and sanction of Hon'ble National Company Law Tribunal, New Delhi.

SUBSIDIARY OR JOINT VENTURE OR ASSOCIATE COMPANIES

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

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Ashwani Kumar Singhal (DIN- 00159349), director of the Company, retires by rotation 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

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

INTERNAL FINANCIAL CONTROL

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

STATUTORY AUDITORS

M/s Grewal & Singh, Chartered Accountants (Registration No. 012322N), were appointed as Statutory Auditors of the Company for a term of 5 years to hold office from the conclusion of 1st Annual General Meeting (AGM) till the



conclusion of 6th Annual General Meeting of the Company, subject to annual ratification of their appointment by the members at every intermittent AGM of the Company.

Pursuant to recent amendment to Section 139 of the Companies Act, 2013, which became effective from May 7, 2018, the annual ratification of statutory auditors is no longer required. Accordingly the Notice of ensuing Annual General Meeting does not include the proposal for seeking shareholders' approval for ratification of appointment of Statutory Auditors 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 were no employees in the company, hence 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 disclosures 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 as no contracts / arrangements / transactions entered into by the Company during the financial year under review with related parties, hence disclosures 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 were no women employee in the Company. Therefore the disclosures, which are required to be made in the 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 Reality and Infrastructure Limited**

Dated: 23.05.2018
Place: New Delhi


Krishan Gopal Gupta
DIRECTOR *


Ashwani Kumar Singh
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, 2018

[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 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 to carrying on the business of real estates, infrastructure and allied activities. However for the year under review, the Company has not carried out any business activity. Hence, disclosures in this regard are not provided in this Report.

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 with constitutes of 50,000 equity shares of Rs. 10 each. DCM Limited is the beneficial owner of all the 50,000 equity shares.



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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. 01.04.2017				No. of Shares held at the end of the year i.e. 31.03.2018				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	60	60*	0.12	0	60	60*	0.12	0.00
b) Central Govt	0	0	0	0	0	0	0	0	0.00
c) State Govt (s)	0	0	0	0	0	0	0	0	0.00
d) Bodies Corp.	0	49,940	49,940*	99.88	0	49,940	49,940*	99.88	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):-	0	50,000	50,000*	100	0	50,000	50,000*	100	0.00
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0.00
b) Other – Individuals	0	0	0	0	0	0	0	0	0.00
c) Bodies Corp.	0	0	0	0	0	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)	0	50,000	50,000	100	0	50,000	50,000	100	0.00
B. Public Shareholding									0.00
1. Institutions									0.00
a) Mutual Funds	0	0	0	0	0	0	0	0	0.00



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



Total Public Shareholding (B) = (B)(1) + (B)(2)	0	0	0	0	0	0	0	0	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)	0	50,000	50,000	100	0	50,000	50,000	100	0.00

*DCM limited along with its nominees holds the entire share capital of DCM Realty and Infrastructure Limited with 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. 01.04.2017			Shareholding at the end of the year i.e. 31.03.2018			% 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.	50,000*	100	NIL	50,000*	100	NIL	NIL

*DCM limited along with its nominees holds the entire share capital of DCM Realty and Infrastructure Limited with 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.	Name	Shareholding at the beginning of the year i.e. 01.04.2017		Date	Increase/Decrease in share holding	Reason for Increase/Decrease	Cumulative Shareholding during the Year		Shareholding at the end of the year i.e. 31.03.2018	
		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	DCM LTD.	50,000*	1000	01.04.2017						
						No change in shareholding during the year				
				31.03.2018			50,000*	100	50,000*	100

*DCM limited along with its nominees holds the entire share capital of DCM Realty and Infrastructure Limited with 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. 01.04.2017		Date	Increase/ Decrease in Shareholding	Reason for Increase/ Decrease	Cumulative Shareholding during the year		Shareholding at the end of the year i.e. 31.03.2018	
		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
	N.A.	NIL	NIL	N.A.	N.A.	N.A.	NIL	NIL	NIL	NIL



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

S. No.	Name	Shareholding at the beginning of the year i.e. 01.04.2017		Date	Increase/Decrease in shareholding	Reason for Increase/Decrease	Cumulative Shareholding during the Year		Shareholding at the end of the year i.e. 31.03.2018	
		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 - Director	0	0	01.04.2017						
						No change in shareholding during the year				
				31.03.2018			0	0	0	0
2	Mr. Ashwani Kumar Singhal - Director	10*	0.02	01.04.2017						
						No change in shareholding during the year				
				31.03.2018			10*	0.02	10*	0.02
3.	Mr. Krishan Gopal Gupta - Director	10*	0.02	01.04.2017						
						No change in shareholding during the year				
				31.03.2018			10*	0.02	10*	0.02

* Holds shares in the Company as a nominee of DCM Limited.



V. INDEBTEDNESS

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

Particulars	(Amount in Rs.)			
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year i.e. 01.04.2017				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in indebtedness during the financial year	-	-	-	-
Addition	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year i.e. 31.03.2018	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-



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 financial year 2017-18.

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 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 financial year ended 2017-18.

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

(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					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

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


Krishan Gopal Gupta
DIRECTOR


Ashwani Kumar Singh
DIRECTOR

Dated: 23.05.2018

Place: New Delhi



GREWAL & SINGH

Chartered Accountants

A-17, L.G.F., Lajpat Nagar-III, New Delhi - 110 024

Tel.: 011-411004791-94, 41554922, 29842641

E-mail: mail@cagrewalsingh.com

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF DCM REALTY AND INFRASTRUCTURE LIMITED

Report on the audit of Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of **DCM REALTY AND INFRASTRUCTURE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Ind AS Financial Statements")

Management Responsibility for the Standalone Ind AS 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 Ind AS financial statements that give a true and fair view of the state of affairs, profit (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS 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 Ind AS 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 there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS 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 standalone Ind AS 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 standalone Ind AS 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 Ind AS financial statements.



CHANDIGARH OFFICE :
699, Sector 43A, Chandigarh-160036
Tel.: 9888855791, 9810911164

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

LUDHIANA OFFICE :
220L, Rani Jhansi Road, Opp. SBI Treasury
Branch, Civil Lines, Ludhiana - 141001
Tel.: 0161-4644501, 9501347781

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

JAMMU OFFICE :
Akali Kour Singh Nagar, Digiana
Jammu - 180010, Jammu & Kashmir
Tel.: +91- 9796630757

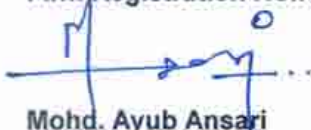
Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS 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 the affairs of the company as at 31st March, 2018, and its loss (Including other comprehensive income), changes in equity 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 "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, the Statement of Cash Flow and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid Standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 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 with reference to Standalone Ind AS Financial Statements 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 disclosures in the Standalone Ind AS Financial Statements regarding holdings as well as dealings in specified bank notes during the period from 8th November, 2016 to 30th December, 2016 have not been made since they do not pertain to the financial year ended 31st March, 2018. However amounts as appearing in the audited Standalone Financial Statements for the year ended 31st March, 2017 have been disclosed - Refer Note 11 to the Standalone Ind AS Financial Statements

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


Mohd. Ayub Ansari

Partner

M. No. 500810

Place: New Delhi

Date: 23rd May, 2018



Annexure A referred to in our Independent Auditors' Report to the members of DCM REALTY AND INFRASTRUCTURE LIMITED on the Standalone Ind AS Financial Statements for the year ended 31st March, 2018

- 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 31st March, 2018 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 (viii) 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. Accordingly, paragraph 3 (xi) of the Order is not applicable.
- 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, there are no transactions with related Parties during the year.



- 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



Mohd. Ayub Ansari
Partner
M. No. 500810

Place: New Delhi
Date: 23rd May, 2018



Annexure B to the Independent Auditors' Report of even date on the Standalone Ind AS Financial Statements of DCM REALTY AND INFRASTRUCTURE LIMITED

Report on the Internal Financial Controls over Financial Reporting 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 31st March, 2018 in conjunction with our audit of the standalone Ind AS 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 (the "Guidance Note") 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 Act.

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 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, both 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 judgment, including the assessment of the risks of material misstatement of the Standalone Ind AS 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 31st March, 2018, 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 issued by the ICAI.

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



Mohd. Ayub Ansari
Partner
M. No. 500810

Place: New Delhi
Date: 23rd May, 2018



DCM REALTY AND INFRASTRUCTURE LIMITED**BALANCE SHEET AS AT 31st MARCH, 2018**

Particulars	Note No.	Amount in Rupees		
		As at 31st March, 2018	As at 31st March, 2017	As at 6th October, 2016
ASSETS				
(1) Current Assets				
(a) Financial Assets				
(i) Cash and Cash Equivalents	2	4,31,876	4,60,778	-
TOTAL ASSETS		4,31,876	4,60,778	-
EQUITY AND LIABILITIES				
(1) Equity				
(a) Equity Share Capital	3	5,00,000	5,00,000	-
(b) Other Equity	4	(77,374)	(47,847)	-
Liabilities				
(2) Current Liabilities				
(a) Financial Liabilities	5	9,250	8,625	-
(i) Other Financial Liabilities				
TOTAL EQUITY AND LIABILITIES		4,31,876	4,60,778	-

The accompanying notes are an integral part of these financial statements 1 to 16

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

Mohd. Ayub Ansari
Partner
M. No. 500810



Place: New Delhi
Date: 23rd May, 2018

Ashwani Kumar Singhal
Director
DIN No. 00159349

Krishan Gopal Gupta
Director
DIN No. 06798713

DCM REALTY AND INFRASTRUCTURE LIMITED**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2018**

Particulars	Note No.	Amount in Rupees	
		For the year ended 31st March, 2018	For the year ended 31st March, 2017
I INCOME			
II Total Income		-	-
III Expenses			
Other expenses	6	29,527	47,847
IV Total Expenses		29,527	47,847
V Loss before tax (II - IV)		(29,527)	(47,847)
VI Tax expense			
Current tax		-	-
VII Loss for the year (V - VI)		(29,527)	(47,847)
VIII Other Comprehensive Income		-	-
IX Total Comprehensive Income for the year (VII + VIII)		(29,527)	(47,847)
X Earnings per equity share:			
Basic and diluted earnings per equity share	10	(0.59)	(0.96)
The accompanying notes are an integral part of these financial statements		1 to 16	

In terms of our separate report of even date

For Grewal & Singh
Chartered Accountants
Firm No. 012322NMohd. Ayub Ansari
Partner
M. No. 500810Place: New Delhi
Date: 23rd May, 2018Ashwani Kumar Singhal
Director
DIN No. 00159349Krishan Gopal Gupta
Director
DIN No. 06798713

DCM REALTY AND INFRASTRUCTURE LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2018

A. Equity Share Capital

Amount in Rupees

Balance at the beginning of 6th October, 2016	Changes in equity share capital during the year 2016-2017	Balance at the end of 31st March, 2017	Changes in equity share capital during the year 2017-2018	Balance at the end of 31st March, 2018
-	5,00,000	5,00,000	-	5,00,000

B. Other Equity

Amount in Rupees

Particulars	Reserve and Surplus	Total
	Surplus in statement of Profit and Loss	
Balance at the beginning of the 6th October, 2016	-	-
Total Comprehensive Income for the year	(47,847)	(47,847)
Balance at the end of the 31st March, 2017	(47,847)	(47,847)
Total Comprehensive Income for the year	(29,527)	(29,527)
Balance at the end of the 31st March, 2018	(77,374)	(77,374)

The accompanying notes are an integral part of these financial statements

In terms of our separate report of even date

For Grewal & Singh
Chartered Accountants
Firm No. 012322N

Mohd. Ayub Ansari
Partner
M. No. 500810

Place: New Delhi
Date: 23rd May, 2018



Ashwani Kumar Singhal
Director
DIN No. 00159349

Krishan Gopal Gupta
Director
DIN No. 06798713

DCM REALTY AND INFRASTRUCTURE LIMITED**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2018**

Amount in Rupees

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Cash flow from operating activities		
Profit before taxation	(29,527)	(47,847)
Adjustments for :-		
Interest received	-	-
Operating cash flow before working capital changes	(29,527)	(47,847)
Changes in assets and liabilities		
(Increase) / Decrease in other financial assets	-	-
Increase / (Decrease) in other financial liabilities	625	8,625
Cash used in operations	(28,902)	(39,222)
Income tax paid	-	-
Net cash used in operating activities (A)	(28,902)	(39,222)
Cash flow from investing activities		
Interest received	-	-
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 cash flows [increase / (decrease)] during the year (A+B+C)	(28,902)	4,60,778
Cash and cash equivalents at the beginning of the year	4,60,778	-
Cash and cash equivalents at the end of the year	4,31,876	4,60,778
Components of cash and cash equivalents		
Cash on hand	3,957	5,000
Balance with bank	4,27,919	4,55,778
Cash and cash equivalents at the end of the year	4,31,876	4,60,778

In terms of our separate report of even date

For Grewal & Singh

Chartered Accountants

Firm No. 012322N

Mohd. Ayub Ansari

Partner

M. No. 500810

Place: New Delhi

Date: 23rd May, 2018



Ashwani Kumar Singhal

Director

DIN No. 00159349

Krishan Gopal Gupta

Director

DIN No. 06798713

DCM REALTY AND INFRASTRUCTURE LIMITED

Notes to the financial statements for the year ended 31st March, 2018

1 Significant Accounting Policies

- (a) The financial statements have been prepared on the historical cost basis except for assets and liabilities which have been measured at fair value amount and stated accordingly.

The financial statements of the Company have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

The Company has been incorporated on 6th October, 2016 and accordingly for the period 6th October, 2016 to 31st March, 2017, the Company has prepared its financial statements in accordance with the requirement of Indian GAAP, which includes Standards notified under the Companies (Accounting Standards) Rules, 2006 and considered as "Previous GAAP".

These financial statements are the Company's first Ind AS standalone financial statements and as covered by Ind AS 101 - First time adoption of Indian Accounting Standards.

- (b) The Company follows mercantile system of accounting and recognises significant items of income and expenditure on accrual basis.
- (c) The preliminary expenses are written off in pursuance of Ind AS - 38 "Intangible Assets".

Amount in Rupees

Particulars	As at	As at	As at
	31st March, 2018	31st March, 2017	6th October, 2016
2 Cash and cash equivalents			
Balance with bank	4,27,919	4,55,778	-
Cash on hand	3,957	5,000	-
	4,31,876	4,60,778	-



DCM REALTY AND INFRASTRUCTURE LIMITED

Notes to the financial statements for the year ended 31st March, 2018

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 6th October, 2016
3 Equity Share capital			
(a) Authorised capital			
50,000 (31st March, 2017: 50,000, 06th October, 2016: NIL/-) equity shares of Rs. 10/- each	5,00,000	5,00,000	5,00,000
	<u>5,00,000</u>	<u>5,00,000</u>	<u>5,00,000</u>
(b) Issued, subscribed and paid-up capital			
50,000 (31st March, 2017: 50,000, 06th October, 2016: NIL/-) equity shares of Rs. 10/- each fully paid up	5,00,000	5,00,000	5,00,000
	<u>5,00,000</u>	<u>5,00,000</u>	<u>5,00,000</u>

(i) Reconciliation of number of shares

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 6th October, 2016	
	Number of shares	Rs.	Number of shares	Rs.	Number of shares	Rs.
Equity Shares						
As at the beginning of the year	50,000	5,00,000	-	-	-	-
Issued during the year	-	-	50,000	5,00,000	-	-
Outstanding at the end of the year	50,000	5,00,000	50,000	5,00,000	-	-

(ii) 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 entitled to one voter per share held.

(iii) Details of Holding Company shareholding and of equity shareholders holding more than 5% shares:-

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 6th October, 2016	
	Number of shares	% of Holding	Number of shares	% of Holding	Number of shares	% of Holding
Equity Shares						
DCM Limited (the Holding Company) *	49,940	99.88%	49,940	99.88%	-	-

* including shares held jointly by its nominees



DCM REALTY AND INFRASTRUCTURE LIMITED

Notes to the financial statements for the year ended 31st March, 2018

Particulars	Amount in Rupees		
	As at 31st March, 2018	As at 31st March, 2017	As at 6th October, 2016
4 Other Equity			
Reserve and Surplus			
Surplus in Statement of Profit and Loss			
Balance as at the beginning of the year	(47,847)	-	-
Add: Total Comprehensive income for the year	(29,527)	(47,847)	-
Balance as at the end of the year	(77,374)	(47,847)	-

5 Financial liabilities

Other financial liabilities

- Payable for expenses

	9,250	8,625	-
	9,250	8,625	-

Particulars	Amount in Rupees	
	For the year ended 31st March, 2018	For the year ended 31st March, 2017
6 Other expenses		
ROC filing fees	2,836	3,698
Professional charges	6,180	2,225
Auditors remuneration		
- For audit	8,850	8,625
- For certification and other services	10,621	-
Preliminary expenses written off	-	33,184
Postage expenses	60	-
Printing and stationary	583	-
Bank charges	354	115
Miscellaneous expenses	43	-
	29,527	47,847



DCM REALTY AND INFRASTRUCTURE LIMITED

Notes to the financial statements for the year ended 31st March, 2018

7. 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 Ind AS - 12 "Income Taxes", there is no deferred tax liability so far.

8 Related party disclosures:

In accordance with the requirements of Ind AS 24 on Related Party Disclosures, the names of the related parties

A. Name and description of relationship of the related party

Holding Company

DCM Limited

Fellow Subsidiaries

DCM Textiles Limited

DCM Nouvelle Limited

DCM Finance and Leasing Limited

DCM Realty Investment & Consulting Limited

DCM Tools and Dies Limited

DCM Data Systems Limited

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

Particulars	(Amount in Rupees)	
	For the year ended	For the year ended
	31st March, 2018	31st March, 2017
Reimbursement of expenses to DCM Ltd.	-	4,274

C. Balance as on March 31, 2018 - NIL

9. The Company has no outstanding dues in respect of Micro, Small and Medium Enterprises for the year ended 31st March, 2018 therefore no disclosure is required under the Micro, Small and Medium Enterprises Development Act, 2006.

10 Earnings per share

Particulars	Amount in Rupees	
	For the year ended	For the year ended
	31st March, 2018	31st March, 2017
Loss attributable to equity shareholders	(29,527)	(47,847)
Weighted average number of equity shares in calculating Basic EPS	50,000	50,000
Weighted average number of equity shares in calculating Diluted EPS	50,000	50,000
Basic profit per share in rupees (face value per equity share Rs. 10 each)	(0.59)	(0.96)
Diluted profit per share in rupees (face value per equity share Rs. 10 each)	(0.59)	(0.96)



DCM REALTY AND INFRASTRUCTURE LIMITED

Notes to the financial statements for the year ended 31st March, 2018

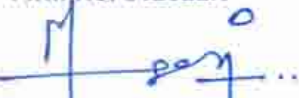
11. Disclosure of Specified Bank Notes (SBNs) (as defined in the notification of Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407 (E) dated 8th November, 2016) during the period 8th November, 2016 to 30th December, 2016, as required by Notification No. G.S.R 308(E) dated 30th March, 2017 issued by the Ministry of Company Affairs:

Particulars	Amount in Rupees		
	SBNs	Other denomination notes	Total
Closing cash in hand as on November 8, 2016	-	-	-
Add: Permitted receipt transactions	-	-	-
Less: Paid for permitted transactions	-	-	-
Less: Deposited in bank accounts	-	-	-
Closing cash in hand as on December 30, 2016	-	-	-

- 12 The Company has adopted Ind AS with effect from 1st April, 2017. There are no adjustments on translation of the financial statements in accordance with Ind AS from the previous Indian GAAP for the corresponding period ended 31st March, 2017 and opening balance as at 17th October, 2016.
- 13 There are no reconciliation items of its Net profit / Reserves between Ind AS and Previous GAAP for the earlier periods.
- 14 The preliminary expenses are written off during the year in which they are incurred in pursuance of Ind AS - 38 "Intangible Assets".
- 15 Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification/disclosure.
- 16 Figures have been rounded off to the nearest rupee.


In terms of our separate report of even date

For Grewal & Singh
Chartered Accountants
Firm No. 012322N


Mohd. Ayub Ansari
Partner
M. No. 500810

Place: New Delhi
Date: 23rd May, 2018




Ashwani Kumar Singhal
Director
DIN No. 00159349


Krishan Gopal Gupta
Director
DIN No. 06798713