



September 04, 2024

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai -400 001

**Scrip Code: 502820**

**ISIN: INE498A01018**

**National Stock Exchange of India Ltd.**

Exchange Plaza, Plot no. C/1,  
G Block, Bandra - Kurla Complex,  
Bandra (E),  
Mumbai - 400 051

**Scrip Code: DCM**

**Sub: Annual Report of the Company for FY 2023-24**

Dear Sirs,

This is in continuation of our intimation dated September 2, 2024 informing that 134<sup>th</sup> Annual General Meeting (AGM) of the Company will be held on Monday, September 30, 2024 at 12:30 P.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

Pursuant to Regulation 30 & 34 read with Para A Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find attached Annual Report of the Company for financial year 2023-24 including Notice of said 134<sup>th</sup> AGM of the Company.

You are requested to kindly take the same on record.

Yours truly,

**For DCM Limited**

**Yadvinder Goyal**  
**Company Secretary**

Encl. - as stated above

Registered office:

Unit Nos. 2050 to 2052, Plaza - II, 2<sup>nd</sup> Floor, Central Square, 20, Manohar Lal Khurana Marg,  
Bara Hindu Rao, Delhi - 110006.

Phone: (011) 41539170

CIN: L74899DL1889PLC000004, Website: [www.dcm.in](http://www.dcm.in), Email Id: [investors@dcm.in](mailto:investors@dcm.in)

DCM  
LIMITED  
ANNUAL  
REPORT

2023 -2024

BOARD OF DIRECTORS

Mr. Jitendra Tuli  
*Chairman*

Mr. Vinay Sharma  
*Managing Director*

Mr. Sumant Bharat Ram

Dr. Kavita A Sharma

Mr. Ajay Vir Jakhar

Mr. Aditya Katoch

Mr. Shayam Sunder Sharma

Mr. Yuv Bharat Ram

Mr. Rahil Bharat Ram

CHIEF FINANCIAL OFFICER

Mr. Ashwani Kumar Singhal

COMPANY SECRETARY

Mr. Yadvinder Goyal

BANKERS

State Bank of India

HDFC Bank Limited

ICICI Bank Limited

AUDITORS

SS Kothari Mehta & Co. LLP

New Delhi

REGISTERED OFFICE

Unit Nos. 2050 to 2052, 2<sup>nd</sup> Floor,  
Plaza - II, Central Square, 20,  
Manohar Lal Khurana Marg,  
Bara Hindu Rao, Delhi – 110006  
Tel : 011-41539170

SHARE TRANSFER AGENT

MCS Share Transfer Agent Limited  
F-65, Okhla Industrial Area,  
Phase-I, New Delhi-110 020  
Tel : 011-41406149-52  
Fax : 91-11-41709881

**DETAILS OF 134<sup>TH</sup> ANNUAL GENERAL MEETING AND E-VOTING OF DCM LIMITED**

<b>Day, Date &amp; Time: of 134<sup>TH</sup> AGM (through VC/OAVM):</b>	<b>Monday, September 30, 2024 at 12:30 P.M</b>
<b>EVEN of DCM Limited:</b>	<b>130452</b>
<b>Cut- Off date:</b>	<b>Monday, September 23, 2024</b>
<b>E-voting Start Date &amp; Time:</b>	<b>Friday, September 27, 2024 at (9.00 A.M. IST)</b>
<b>E- Voting End Date &amp; Time:</b>	<b>Sunday, September 29, 2024 at (5.00 P.M. IST)</b>

## Notice of Annual General Meeting

### DCM LIMITED

**Registered Office:** Unit Nos. 2050 to 2052, 2<sup>nd</sup> Floor, Plaza - II, Central Square, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi – 110006

CIN: L74899DL1889PLC000004

e-mail: investors@dcm.in, website: www.dcm.in, Ph: 011-41539170

Notice is hereby given that the 134<sup>th</sup> Annual General Meeting (AGM) of DCM Limited (‘the Company’) will be held on Monday, September 30, 2024 at 12.30 P.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following businesses:

#### ORDINARY BUSINESS

1. To receive, consider and adopt:

- (a) the audited standalone financial statement of the Company for the financial year ended March 31, 2024, the reports of the Board of Directors and Auditors thereon; and
- (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2024, and the report of Auditors thereon.

and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution(s) as an Ordinary Resolution(s):

- i. **“RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2024, and the reports of Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.
- ii. **RESOLVED FURTHER THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2024, and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To appoint Mr. Shayam Sunder Sharma (DIN: 00272803), who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Shayam Sunder Sharma (DIN: 00272803), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

#### SPECIAL BUSINESS

3. To consider, and if thought fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, and on the basis of approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Aditya Katoch (DIN: 05197924), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of

Directors with effect from August 4, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) years with effect from August 4, 2024 upto August 3, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

4. To consider, and if thought fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, and on the basis of approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Ajay Vir Jakhar (DIN: 00156804), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from August 4, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) years with effect from August 4, 2024 upto August 3, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

5. To consider, and if thought fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Dr. Kavita A Sharma (DIN: 07080946), aged around 74 years, who was appointed as an Independent Woman Director of the Company for a term of five (5) consecutive years commencing from November 14, 2019 upto November 13, 2024 (both days inclusive) and who being eligible for re-appointment as an Independent Woman Director and has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Woman Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) years with effect from November 14, 2024 upto November 13, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

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

**“RESOLVED THAT** Mr. Yuv Bharat Ram (DIN: 08558056), who was appointed as an Additional Director of the Company with effect from August 4, 2024 by the Board of Directors based on the recommendations of Nomination & Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 (including any modification or re-enactment thereof) and the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

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

**“RESOLVED THAT** Mr. Rahil Bharat Ram (DIN: 08839924), who was appointed as an Additional Director of the Company with effect from August 4, 2024 by the Board of Directors based on the recommendations of Nomination & Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 (including any modification or re-enactment thereof) and the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

8. To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), Article of Association of the Company and based on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for appointment of Mr. Vinay Sharma (DIN: 08977564) as Managing Director of the Company for a period of three (3) years with effect from August 4, 2024 up to August 3, 2027, whose period of office shall be liable to determination by retirement by rotation, on the remuneration and terms and conditions as given below:

Sr. No.	Particulars	Amount in Rs. (Per Month)	Amount in Rs. (Per Annum)
<b>I</b>	<b>SALARY AND ALLOWANCES</b>		
	Basic Salary	35,000	4,20,000
	House Rent Allowance	17,500	2,10,000
	LTA	1,875	22,500
	Medical Allowance	2,920	35,040
	Special Allowance	83,000	9,96,000
	Car Allowance	20,000	2,40,000
	<b>Sub-Total (I)</b>	<b>1,60,295</b>	<b>19,23,540</b>
<b>II</b>	<b>OTHERS</b>		
	Company Contribution to Provident Fund as per policy/ rules of the Company	4,207	50,484
	Gratuity as per policy / rules of the Company	1,683	20,196
	<b>Sub-Total (II)</b>	<b>5,890</b>	<b>70,680</b>
<b>III</b>	<b>Total (I)+(II)</b>	<b>1,66,185</b>	<b>19,94,220</b>

He shall also be entitled to telephone facility necessary for the purposes of business, which will not be considered as perquisites.

He shall be entitled for annual increase in his aforesaid remuneration as may be decided by the Board of Directors of the Company on recommendations of the Nomination and Remuneration Committee, from time to time, however the same shall not exceed Rs.2,50,000/- per annum, at each occasion of the annual increment.

Other Terms and Conditions:

- a) The Board may in its discretion pay to him lower remuneration than the maximum remuneration stipulated hereinabove and revise it from time to time within the limits stipulated herein or if it exceeds, then with the necessary approvals, if any, at the appropriate point of time.
- b) For the discharge of duties, Mr. Vinay Sharma shall report to and derive his authorities and functional responsibilities from the Board of Directors of the Company, from time to time.
- c) Either party may terminate the appointment by giving to the other, three (3) calendar months' notice in writing.
- d) In the event of termination of appointment by the Company, he shall not be entitled to receive compensation in accordance with the provisions of the Companies Act, 2013, as amended from time to time.
- e) Encashment of leave at the end of tenure will not be included in the computation of the ceiling on perquisites.
- f) Remuneration for a part of the year shall be computed on a prorata basis.
- g) Perquisites shall be evaluated at actual cost or if the cost is not ascertainable the same shall be valued as per Income Tax Rules.
- h) He shall not be entitled to any sitting fees for attending the meeting(s) of Board of Directors or Committee(s) thereof of the Company.

**RESOLVED FURTHER THAT** in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to Mr. Vinay Sharma, Managing Director of the Company, subject to such other approvals as may be necessary.

**RESOLVED FURTHER THAT** the Board of Directors of the Company including any Committee of Directors (constituted or to be constituted) be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Director(s) or officer(s) or any other person(s) to give effect to the aforesaid resolution."

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

"**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the Companies (Audit and Auditors) Rules, 2014, as amended, remuneration of Rs.5,000/- (Rupees Five Thousand only), plus GST & out-of-pocket expenses, if any, payable to M/s. V Kumar & Associates, Cost Accountants (Firm Registration Number-100137), who have been appointed as Cost Auditors by the Board of Directors of the Company, to conduct audit of the Cost Accounts pertaining to Cast Iron Unit of the Company namely 'DCM Engineering Products' located at

Shaheed Bhagat Singh Nagar, Punjab for the financial year 2024-25, be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

**Registered Office**

Unit Nos. 2050 to 2052,  
2<sup>nd</sup> Floor, Plaza - II, Central Square,  
20, Manohar Lal Khurana Marg,  
Bara Hindu Rao, Delhi – 110006

**Place :** Delhi

**Date :** August 13, 2024

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, as amended, ('the Act') in respect of Item Nos. 3 to 9 of this Notice is annexed hereto. The special businesses under Item Nos. 3 to 9, are considered unavoidable by the Board of Directors for transacting at the 134<sup>th</sup> Annual General Meeting (AGM) of the Company.
2. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, as amended (hereinafter referred to as 'SEBI Listing Regulations') and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), in respect of directors seeking appointment / reappointment at this 134<sup>th</sup> AGM under Item Nos. 3 to 8 of Notice of this 134<sup>th</sup> AGM, are provided at page no. 15 to 17 of the Annual Report.
3. Ministry of Corporate Affairs ("MCA"), has vide its Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 5, 2020 read together with Circular No. 02/2021 dated January 13, 2021, Circular No. 2/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars') and SEBI vide its circular dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 (collectively referred to as 'SEBI Circulars') has permitted the Companies to hold Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual means (OAVM), accordingly the 134<sup>th</sup> AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at Central Square, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi-110006, which shall be deemed venue of the AGM.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. But since this AGM is being held pursuant to the provisions of MCA and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes on e-voting.

**By order of the Board of Directors  
For DCM Limited**

**Sd/-  
Yadvinder Goyal  
Company Secretary**

5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Share Transfer, Finance Facilities and Stakeholders Relationship Committee and Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013, as amended from time to time.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, September 24, 2024 to Monday, September 30, 2024 (both days inclusive).
8. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of their respective board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote through e-voting. The said resolution/ authorization shall be sent to the scrutinizer by e-mail through its registered e-mail address to pragnyap.pradhan@gmail.com with a copy mark to investors@dcm.in.
9. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. In Compliance with the aforesaid MCA and SEBI Circular(s), Notice, inter-alia, explaining the manner of attending AGM through VC/OAVM and electronic voting (e-voting) along with explanatory statement of 134<sup>th</sup> AGM of the Company and Annual Report of the Company for financial year 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositors as on August 23, 2024. Members may note that the Notice and Annual Report will also be available on the website of the Company (www.dcm.in), website(s) of BSE Limited (www.bseindia.com) and the National Stock Exchange of India Ltd. (www.nseindia.com) and on the website of NSDL (www.evoting.nsdl.com).
11. Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, can send their request from their registered email address mentioning their name, DP ID and Client ID/ Folio no, No. of shares, PAN, Mobile Number at investors@dcm.in on or before September 23, 2024. Such questions shall be taken up during the meeting or replied by the Company suitably. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/Folio no, No. of shares, PAN, Mobile Number at investors@dcm.in on or before September 23, 2024. Those Members, who have registered themselves as a speaker will only be allowed to express their view, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.
12. Members holding shares in Physical form are requested to kindly note that the Securities and Exchange Board of India ('SEBI') has issued guidelines on common and simplified norms for processing investor's service requests by RTAs [vide the Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 ('Master Circular')]. Norms for mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities are provided under Para 19.1 of the Master Circular.  
The SEBI has amended the provisions mentioned under Clause 19.2 of the Master Circular through a Circular [Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81] issued on June 10, 2024 ('Circular dated June 10, 2024') and as per the said Circular, the shareholders holding shares of the Company in physical form and who have not submitted only 'Choice of Nomination', will be eligible for receipt of dividend as well as to lodge grievance or avail any service request from the Company's RTA.  
In accordance with the above Circular, the revised Para 19.2 of the Master Circular regarding folios without PAN, KYC details and Nomination, the shareholders whose folio(s) do not have PAN, Contact Details, Bank Account Details and Specimen Signature updated, will be eligible:
  - to lodge grievance or avail any service request from the Company's RTA only after furnishing PAN, KYC details.
  - *for any payment of dividend in respect of such folios, only through electronic mode with effect from April 01, 2024 and such payment shall be made electronically only upon complying with the requirements stated in Para 19.1 of this Master Circular (excluding the requirement to furnish 'Choice of Nomination' as per the Circular dated June 10, 2024).*
 In view of the above Master Circular read with the Circular dated June 10, 2024, the existing shareholders holding shares of the Company in physical form are required to furnish the PAN, KYC details as above to the Company's RTA in the prescribed forms (available on the websites of the Company and its RTA) to avail uninterrupted service request as well as dividend credit in bank account, as no dividend will be paid by the Company to the shareholders holding shares of the Company in physical form by way of issuance of physical warrant with effect from April 1, 2024.  
Please note that PAN to be furnished by you must be linked with Aadhaar. In case the same is not so linked, you are requested to do the same immediately. In the event the PAN is not linked with Aadhaar, then the PAN will be deemed to be invalid and consequently your folio will be treated in the same manner as applicable in case of folios for which no PAN has been furnished.  
In case you have not furnished the aforesaid details with respect to the physical share(s) held by you in the Company to the Registrar and Share Transfer Agents (RTA) i.e. M/s MCS Share Transfer Agent Limited then we request you to kindly provide the following documents / form(s) which can be downloaded from the website(s) of the Company/the Company's RTA:
  - a) For updating PAN and KYC details, please fill up the Form ISR-1.
  - b) Self-attested copy of your PAN card (including PAN card of the joint holders duly self-attested by them).
  - c) Postal address with PIN Code, self-attested copy of any valid address proof, as prescribed in Form ISR-1.
  - d) Mobile number and E-mail address (if any).
  - e) Bank account details i.e., Bank name, Branch details, Account number and IFS Code supported by self-attested bank statement/bank attested copy of passbook or original blank cancelled cheque leaf.



- f) Specimen signature – Bank attested signature in the Form ISR-2.
- g) For providing the details regarding Nomination, please provide the details in Form SH-13. If you do not wish to nominate any person, then you have to submit 'Declaration to opt-out of nomination' in Form ISR-3. For any cancellation or change in nomination, Form SH-14 is to be provided. Please note that in case of cancellation of nomination by shareholder through Form SH-14, declaration to opt-out in form ISR-3 shall also be provided by the shareholder.
- Alternatively, you may also submit the same through electronic mode (email: [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com)), provided that documents are sent through an e-mail of the shareholder registered with the Company and all the documents are digitally signed/self-attested by the shareholder (in case of joint holders, by first joint holder).
13. As per Regulation 40 of SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. Further, SEBI vide its notification dated January 24, 2022 has mandated that all requests for transmission and transposition requests shall be processed only in dematerialized form. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to convert their holdings to dematerialized form. Members are requested to get in touch with any Depository Participant ("DPs") having registration with SEBI to open a demat account or alternatively, contact the Company or Company's Registrars and Transfer Agents, MCS Share Transfer Agents Limited (MCS) for assistance in this regard. You may visit website of depositories viz., NSDL or CDSL or websites of stock exchanges for further understanding about the demat procedure.
14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed dividend account; exchange of securities certificate; sub-division of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, to the Company's Registrar and Transfer Agents, MCS Share Transfer Agents Limited.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFS code etc.:
- For shares held in electronic form: to their Depository Participants (DPs)
  - For shares held in physical form: to the Company/ Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular Number SEBI/HO/MIRSD/ MIRSD-PoD-1/P/ CIR/2023/37 dated 16<sup>th</sup> March, 2023, SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021 and SEBI Circular No.-SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/687 dated December 14, 2021.
16. As per SEBI Listing Regulations, it is mandatory for the Companies to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/update your correct bank account details with the Company/ RTA/ DPs, as the case may be.
17. As per the provisions of Section 72 of the Companies Act, 2013, as amended from time to time, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website [www.dcm.in](http://www.dcm.in). Members are requested to submit the said form to their DP in case the shares are held in electronic form and to RTA of the Company in case the shares are held in physical form.
18. The Members/Claimants whose shares, unclaimed dividend and debenture interest and interest on deposits as well as the principal amount of debentures and deposits have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in the prescribed Form.
19. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection. During the AGM all the necessary Statutory Registers maintained under the Act shall remain open and accessible during the continuance of the AGM. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at [investors@dcm.in](mailto:investors@dcm.in)
20. Since this AGM will be held through VC/OAVM without the physical presence of members at a common venue, the route map is not required.
21. Instructions for e-voting and joining the AGM are as follows:
- A. Voting through electronic means**
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 read with SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting as well as e-voting at the AGM will be provided by NSDL.
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.dcm.in](http://www.dcm.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - The remote e-voting period shall commence on Friday, September 27, 2024 at (9.00 A.M. IST) and ends on Sunday, September 29, 2024 at (5.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2024, may cast their vote by remote e-voting.

The said remote e-voting module shall be disabled by NSDL for voting thereafter. Once the e-vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

- III. Those Members, who will be participating in the AGM through VC/ OAVM facility and have not casted their vote on the resolutions through e-voting prior to AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- IV. The Members who have casted their vote by remote e-voting prior to the AGM may also attend and participate in the AGM through VC/ OAVM means, but shall not be entitled to cast their e-vote again.
- V. Mrs. Pragnya Parimita Pradhan, Company Secretary in whole time practice, (COP: 12030) Proprietor of M/s Pragnya Pradhan & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the voting at AGM in a fair and transparent manner.
- VI. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. September 23, 2024.
- VII. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 23, 2024 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Registrar and Transfer Agent (RTA) of the Company. The Individual Shareholders holding securities in demat mode, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
- VIII. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the AGM and a person who is not a Member as on the cut-off date i.e. September 23, 2024 should treat this Notice for information purposes only.
- IX. The manner and process of remote e-Voting are as under:


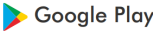


*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>       </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website(s).

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 130452 then user ID is 130452001***

- Password details for shareholders other than Individual shareholders are given below:
  - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [pragnyap.pradhan@gmail.com](mailto:pragnyap.pradhan@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investors@dcm.in](mailto:investors@dcm.in) or [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investors@dcm.in](mailto:investors@dcm.in) or [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush..
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

**Other Instructions**

- a) The Scrutinizer shall, after the conclusion of voting at the AGM, unblock the votes cast through Remote e-Voting and voting during the meeting and shall make, not later than 2 working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- b) The Chairman or the person authorized by him in writing shall after receipt of the consolidated Scrutinizer's Report, declare the Results of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website and on the website of NSDL immediately after the results is declared and communicated to the Stock Exchanges where the equity shares of the Company are listed.
- c) Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of Annual General Meeting shall be deemed to be passed on the date of the AGM i.e. Monday, September 30, 2024.

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013, AS AMENDED FROM TIME TO TIME**

**Item No. 3**

The Board of Directors of the Company have appointed Mr. Aditya Katoch as an Additional Director of the Company with effect from August 4, 2024, in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company. Further, in terms of the aforesaid provisions, he would hold office as such up to the date of this Annual General Meeting of the Company.

In terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, it is proposed to appoint Mr. Aditya Katoch as an Independent Director of the Company for a term of five (5) years commencing from August 4, 2024 upto August 3, 2029 (both days inclusive).

Mr. Aditya Katoch is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Act and has given his consent for appointment as an Independent Director for a term of five (5) years. The Company has in terms of Section 160(1) of Act received a notice from a Member proposing his candidature for the office of Independent Director of the Company. The Company has received a declaration from Mr. Aditya Katoch confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Aditya Katoch has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Aditya Katoch has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Mr. Aditya Katoch is also registered with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Aditya Katoch fulfills the conditions specified in the Companies Act, 2013 and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Mr. Aditya Katoch studied in Modern School in Delhi. He is Graduate from Jammu University. He has extensive experience in Hospitality Industry. He worked with Taj Group, Taragarh Palace Hotel and later moved to Karan Mahal in Srinagar, a residence of Dr. Karan Singh, former Maharaja of Jammu & Kashmir. Karan Mahal was started as Royal Home Stay in April 2021 where Mr. Aditya Katoch became General Manager till date.

He is also Director in Clayground Communications Pvt. Ltd. a Media and Communication Company. This Company has handled assignments from Jaypee Group, Times Group, Apollo Hospitals amongst others.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 25(2A) of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the appointment of Mr. Aditya Katoch as an Independent Director of the Company is now placed for the approval of the Members by a Special Resolution.

Brief resume of Mr. Aditya Katoch, nature of his expertise in specific functional areas, names of listed companies (other than DCM Ltd.) in which he holds directorships and committee memberships, his shareholding in the Company, relationships amongst directors inter-se and name of listed entities from which he has resigned in the past three years as required under Regulation 36(3) of SEBI Listing Regulations, 2015 and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), are provided at page no. 15 of the Annual Report. .

None of the Directors or Key Managerial Personnel (“KMP”) of the Company or their relatives, except Mr. Aditya Katoch and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice.

The Board of Directors of the Company are of the opinion that the appointment of Mr. Aditya Katoch as an Independent Director is in the best interest of the Company and recommends the Special Resolution as set out at Item No. 3 of this Notice for approval of the Members.

**Item No. 4**

The Board of Directors of the Company have appointed Mr. Ajay Vir Jakhar as an Additional Director of the Company with effect from August 4, 2024, in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company. Further, in terms of the aforesaid provisions, he would hold office as such up to the date of this Annual General Meeting of the Company.

In terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, it is proposed to appoint Mr. Ajay Vir Jakhar as an Independent Director of the Company for a term of five (5) years commencing from August 4, 2024 upto August 3, 2029 (both days inclusive).

Mr. Ajay Vir Jakhar is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Act and has given his consent for appointment as an Independent Director for a term of five (5) years. The Company has in terms of Section 160(1) of Act received a notice from a Member proposing his candidature for the office of Independent Director of the Company. The Company has received a declaration from Mr. Ajay Vir Jakhar confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Ajay Vir Jakhar has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Ajay Vir Jakhar has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Mr. Ajay Vir Jakhar is also registered with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Ajay Vir Jakhar fulfills the conditions specified in the Companies Act, 2013 and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Mr. Ajay Vir Jakhar studied in Mayo College in Ajmer, Rajasthan. He is a Graduate in Geography from Kirori-Mal College, Delhi University. He is Chairman, Bharat Krishak Samaj. He is also :

Advisory Board, EAT Foundation;

Ambassador, Food and Land Use Coalition;

President, The Abohar Cooperative Marketing Society Ltd;

Member, Stewardship Board on Food Systems, WEF.

He is a regular columnist for Indian Express and other publications. He has been a speaker at various International and National forums.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 25(2A) of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the appointment of Mr. Ajay Vir Jakhar as an Independent Director of the Company is now placed for the approval of the Members by a Special Resolution.

Brief resume of Mr. Ajay Vir Jakhar, nature of his expertise in specific functional areas, names of listed companies (other than DCM Ltd.) in which he holds directorships and committee memberships, his shareholding in the Company, relationships amongst directors inter-se and name of listed entities from which he has resigned in the past three years as required under Regulation 36(3) of SEBI Listing Regulations, 2015 and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), are provided at page no. 15 of the Annual Report.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their relatives, except Mr. Ajay Vir Jakhar and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

The Board of Directors of the Company are of the opinion that the appointment of Mr. Ajay Vir Jakhar as an Independent Director is in the best interest of the Company and recommends the Special Resolution as set out at Item No. 4 of this Notice for approval of the Members.

**Item No. 5**

Dr. Kavita A Sharma was appointed as an Independent Woman Director of the Company by the Board of Directors of the Company, for period of five (5) years from November 14, 2019, up to November 13, 2024. The members of the Company at the 130th Annual General Meeting (AGM) held on September 25, 2020, had approved the same. Her first term as an Independent Woman Director will expire on November 13, 2024. As per Section 149 of the Companies Act, 2013 ('Act'), an Independent Director may hold office for two terms of up to five (5) consecutive years each. Dr. Kavita A Sharma has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent for her re-appointment for a second term of five (5) years as an Independent Woman Director on the Board of the Company.

The Board of Directors of the Company in their meeting held on July 31, 2024, based on recommendation of Nomination and Remuneration Committee, have re-appointed Dr. Kavita A Sharma as an Independent Woman Director of the Company for a second term of five (5) consecutive years commencing from November 14, 2024 upto November 13, 2029 (both days inclusive), not liable to retire by rotation, subject to approval of the Members of the Company by way of a Special Resolution.

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as 'SEBI Listing Regulations'), no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Dr. Kavita A Sharma, aged 74 years (date of birth 5th July, 1950) will attain the age of 75 years during her aforesaid 2nd term as Independent Woman Director of the Company. Accordingly as per Regulation 17(1A) of SEBI Listing Regulations, re-appointment of Dr. Kavita A Sharma, as Non-Executive Independent Woman Director of the Company with effect from November 14, 2024 shall also require approval of shareholders by way of special resolution under Regulation 17(1A) of SEBI Listing Regulations.

The Company has in terms of Section 160(1) of Act received a notice from a Member proposing his candidature for the office of Independent Director of the Company. The Company has received a declaration from Dr. Kavita A Sharma confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, Dr. Kavita A Sharma has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Dr. Kavita A Sharma has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Dr. Kavita A Sharma is also registered with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Dr. Kavita A Sharma fulfills the conditions specified in the Companies Act, 2013 and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Dr. Kavita A Sharma holds Ph.D. degree in English from the University of Delhi. She has also completed her degree in LLM from the University of British Columbia, Canada. She had served as Director of India International Centre, New Delhi during the period from August, 2008 to October, 2014 and was also Honorary visiting Lecturer at Tokyo Women's Christian College during the period 1974-75 and at University of Indonesia during the period 1977-78. She has been awarded with various fellowships including Faculty Enrichment Fellowship by Shastri Indo Canadian Institute at Vancouver, Academic Year 1991-92.

She is associated with many professional organisations including English Association, Indian Association of Canadian Studies, Indian Law Institute and Indian History Congress. Through her teaching, publications and association with many professional institutions she is an active contributor in the field of higher education.

She was conferred the Indira Gandhi Sadbhavana Award by the National Integration and Economic Council in 2005. She has been the Founder President of Parent's Forum for Meaningful Education.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17(1A) & 25(2A) of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Dr. Kavita A Sharma as an Independent Woman Director of the Company is now placed for the approval of the Members by a Special Resolution.

Brief resume of Dr. Kavita A Sharma, nature of her expertise in specific functional areas, names of listed companies (other than DCM Ltd.) in which she holds directorships and committee memberships, her shareholding in the Company, relationships amongst directors inter-se and name of listed entities from which she has resigned in the past three years as required under Regulation 36(3) of SEBI Listing Regulations, 2015 and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), are provided at page no. 16 of the Annual Report.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their relatives, except Dr. Kavita A Sharma and her relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice.

The Board of Directors of the Company are of the opinion that the reappointment of Dr. Kavita A Sharma as an Independent Woman Director is in the best interest of the Company and recommend the Special Resolution as set out at Item No. 5 of this Notice for approval of the Members.

#### **Item No. 6**

The Board of Directors of the Company have appointed Mr. Yuv Bharat Ram as an Additional Director of the Company with effect from August 4, 2024, in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company.

Further, in terms of the aforesaid provisions, he would hold office as such up to the date of this 134<sup>th</sup> Annual General Meeting of the Company. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member signifying his intention to propose the candidature of Mr. Yuv Bharat Ram for the office of director of the Company.

Mr. Yuv Bharat Ram has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Mr. Yuv Bharat Ram graduated in BFA Fashion Design, from Parsons The New School for Design, New York (August 2013 – May 2017). He is a Creative Design Resource with an understanding of market realities, both aesthetically and commercially. He can conceptualize designs and sales strategies with the target demographic in mind. He is highly proficient in navigating client interactions both domestically and globally. He has worked with Hermes Paris – France, Janavi New Delhi – India, and Brunello Cuccinelli New York – USA. Currently, he is working as a Whole-Time Director designated as Executive Director-Marketing of Purearth Infrastructure Limited, a Joint Venture of the Company engaged in Real Estate development. As an Executive Director-Marketing of the Purearth Infrastructure Limited his role focuses on sales and advertising strategy for the Amaryllis project to ensure maximum sales velocity. He is also Director on the Board of DCM Infotech Limited. He has experience of nearly 7 years in the industry.

Keeping in view his experience and knowledge, it will be in the interest of the Company that Mr. Yuv Bharat Ram is appointed as a Director of the Company, liable to retire by rotation. Accordingly, it is proposed to seek the members' approval for the appointment of Mr. Yuv Bharat Ram as a director of the Company liable to retire by rotation, by way of an Ordinary resolution.

Brief resume of Mr. Yuv Bharat Ram, nature of his expertise in specific functional areas, names of listed companies (other than DCM Ltd.) in which he holds directorships and committee memberships, his shareholding in the Company, relationships amongst directors inter-se and name of listed entities from which he has resigned in the past three years as required under Regulation 36(3) of SEBI Listing Regulations, 2015 and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), are provided at page no. 16-17 of the Annual Report.

Mr. Yuv Bharat Ram is Promoter of the Company. He also forms part of Promoter Group of the Company. He is son of Mr. Sumant Bharat Ram, Director and brother of Mr. Rahil Bharat Ram, Director of the Company. He alongwith his relatives of the Company holds 90,66,634 equity shares (48.54%) of paid up share capital of the Company. Other than Mr. Yuv Bharat Ram, Mr. Sumant Bharat Ram & Mr. Rahil Bharat Ram and their relatives, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution as set out at Item No. 6 of this Notice.

The Board of Directors recommends the Ordinary Resolution as set out under Item no. 6 of this Notice for the approval of members of the Company.

#### **Item No. 7**

The Board of Directors of the Company have appointed Mr. Rahil Bharat Ram as an Additional Director of the Company with effect from August 4, 2024, in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company.

Further, in terms of the aforesaid provisions, he would hold office as such up to the date of this 134<sup>th</sup> Annual General Meeting of the Company. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member signifying his intention to propose the candidature of Mr. Rahil Bharat Ram for the office of director of the Company.

Mr. Rahil Bharat Ram has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Mr. Rahil Bharat Ram holds a bachelor's in science from the University of Southern California, Viterbi School of Engineering. He is currently working as a Strategy and Management Consultant at the Boston Consulting Group (India). He has extensive experience in high-impact projects, including digital transformation, revenue acceleration, GenAI implementation and operational diagnostics for leading Global conglomerates. He possesses sector expertise in public, financial, IT and power industries. At present, he is also serving on the boards of Purearth Infrastructure Limited and DCM Infotech Limited. Prior to his stint at BCG, Mr. Rahil Bharat Ram worked in Investment Banking at BNP Paribas and as a Software Development Engineer at a US-based start-up.

Keeping in view his experience and knowledge, it will be in the interest of the Company that Mr. Rahil Bharat Ram is appointed as Director of the Company, liable to retire by rotation. Accordingly, it is proposed to seek the members' approval for the appointment of Mr. Rahil Bharat Ram as a director of the Company liable to retire by rotation, by way of an Ordinary resolution.

Brief resume of Mr. Rahil Bharat Ram, nature of his expertise in specific functional areas, names of listed companies (other than DCM Ltd.) in which he holds directorships and committee memberships, his shareholding in the Company, relationships amongst directors inter-se and name of listed entities from which he has resigned in the past three years as required under Regulation 36(3) of SEBI Listing Regulations, 2015 and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), are provided at page no. 16-17 of the Annual Report.

Mr. Rahil Bharat Ram is Promoter of the Company. He also forms part of Promoter Group of the Company. He is son of Mr. Sumant Bharat Ram, Director and brother of Mr. Yuv Bharat Ram, Director of the Company. He alongwith his relatives of the Company holds 90,66,634 equity shares (48.54%) of paid up share capital of the Company. Other than Mr. Rahil Bharat Ram, Mr. Sumant Bharat Ram & Mr. Yuv Bharat Ram and their relatives, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution as set out at Item No. 7 of this Notice.

The Board of Directors recommends the Ordinary Resolution as set out under Item no. 7 of this Notice for the approval of members of the Company.

**Item No. 8**

Mr. Vinay Sharma was appointed as Whole-Time Director designated as Executive Director (Business Operations) of the Company with effect from September 1, 2022 for a period of three (3) years from September 1, 2022 up to August 31, 2025.

Mr. Vinay Sharma has more than 29 years of experience in various industries i.e. Foundry, Automotive Component Industry, Life Style Products Industries, Textile and Cycle Industries and in view of his involvement in the operations of DCM Engineering Products, a unit of the Company, as well as Real Estate Business of the Company at Hisar, Haryana, the Board of Directors of the Company, on the basis of the recommendation of the Nomination and Remuneration Committee of the Company, have appointed Mr. Vinay Sharma as Managing Director of the Company for a period of three (3) years with effect from August 4, 2024 up to August 3, 2027 (both days inclusive), subject to the approval of members of the Company.

Mr. Vinay Sharma shall be responsible for the day to day affairs of the Company, subject to overall superintendence, direction and control of the Board of Directors of the Company.

The remuneration proposed to be paid to Mr. Vinay Sharma is in line with the remuneration being paid to Managing Directors in the Industry for similar sized companies. Further, the educational background, experience and job profile of Mr. Vinay Sharma justify his entitlement to the proposed remuneration.

The remuneration as specified in resolution no. 8 will be paid as minimum remuneration to Mr. Vinay Sharma, as the Company has inadequate profits as per section 198 of the Companies Act, 2013 ('Act'). Therefore his appointment will be subject to the approval of members of the Company by Ordinary Resolution in terms of provision of section 197 of the Act and by giving the necessary information and disclosure as specified in Schedule V of the Act. Further, the remuneration of Mr. Vinay Sharma is within the limit specified in Schedule V of the Act.

This explanatory statement along with resolution no. 8 shall be construed to be memorandum setting out the terms of the appointment of Mr. Vinay Sharma as Managing Director of the Company as specified under Section 190 of the Companies Act, 2013.

Keeping in view the experience of Mr. Vinay Sharma in the Industry and his involvement in the business operations of the Company, it would be in the interest of the Company to appoint Mr. Vinay Sharma as Managing Director of the Company.

Brief resume of Mr. Vinay Sharma, nature of his expertise in specific functional areas, names of listed companies (other than DCM Ltd.) in which he holds directorships and committee memberships, his shareholding in the Company, relationships amongst directors inter-se and name of listed entities from which he has resigned in the past three years as required under Regulation 36(3) of SEBI Listing Regulations, 2015 and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), are provided at page no. 17 of the Annual Report.

The Board of Directors recommends the Ordinary Resolution as set out under item no. 8 of this Notice for the approval of members of the Company.

None of the directors and Key Managerial Personnel and their relatives except Mr. Vinay Sharma and his relatives are interested or concerned, financially or otherwise, in the aforesaid resolution as set out under item no. 8 of this Notice.

As the Company has inadequate profits as per section 198 of the Act, accordingly the disclosures as required under the Section II of Part II of Schedule V of the Act, are given herein below:

**I. GENERAL INFORMATION**

(1)	Nature of Industry	The Company is primarily engaged in the business of manufacturing and supply of castings across all segments in automotive market and Real Estate activities.
(2)	Date of or expected date of commencement of commercial production :	DCM Limited established in 1889 has been engaged in diversified business over the years. Presently, the Company is engaged inter alia in the manufacturing and supply of castings across all segments in automotive market and Real Estate activities.
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Not applicable



(4) Financial Performance based on the given indicators:			Rs. in Lakh
Particulars	Financial year 2023-24	Financial year 2022-23	Financial year 2021-22
Revenue from operations	357.78	6.00	110.15
Other income	1012.53	1087.66	3599.25
Total Income	1370.31	1093.66	3709.40
Other Expenditure	848.90	867.81	625.16
Finance Costs	198.49	211.49	579.42
Depreciation and amortisation	390.82	630.62	762.11
Profit /(Loss) before tax	(67.90)	(616.26)	1742.71
Less : Provision for taxation (including deferred taxes)	-	-	(35.48)
Profit / Loss after tax	(67.90)	(616.26)	1778.19

(5) Foreign investments or collaborators, if any:	NIL
---	-----

**II) INFORMATION ABOUT THE APPOINTEE**

(1) Background Details	<p>Mr. Vinay Sharma joined DCM Engineering Product, Engineering Division of the Company in 2011 as Senior Manager (Costing and MIS) and was promoted to the position of DGM Finance &amp; Accounts in 2017. He was appointed as Whole-Time Director and designated as Executive Director (Engineering Business) of the Company for a period of three (3) years w.e.f. December 15, 2020. Thereafter he was appointed as Whole-Time Director designated as Executive Director (Business Operations) of the Company for a period of three (3) years from September 1, 2022 up to August 31, 2025.</p> <p>He did his B.Com in the year 1987 from Punjab University. He is ICWAI (Inter). He did his MBA in Finance in 2004. He is having more than 29 years of experience in various industries i.e. Foundry, Automotive Component Industry, Life Style Products Industries, Textile and Cycle Industries. Before joining DCM Engineering, he worked with reputed companies like Jindal Stainless Steel Limited, Vardhman Textile, Mannesmann Sachs India Limited and Atlas Cycles Industries Limited.</p>
(2) Past Remuneration	Mr. Vinay Sharma, Managing Director of the Company is proposed to be paid to same remuneration, which he was drawing from the Company as Whole-Time director designated as Executive Director (Business Operations) of the Company.
(3) Recognition or Awards	NIL
(4) Job Profile and his Suitability	His 29 years of experience in various industries i.e. Foundry, Automotive Component Industry, Life Style Products Industries, Textile and Cycle Industries and his contribution during his stay with the Company makes him suitable for appointment as Managing Director of the Company. [Please refer point no. 1 above (i.e. Background details)]
(5) Proposed Remuneration	As set out in the Resolution no. 8 above relating to his appointment as Managing Director of the Company.
(6) Comparative Remuneration	The remuneration proposed to be paid to Mr. Vinay Sharma is in line with the remuneration paid to the Managing Directors of the similar sized companies in the Industry.
(7) Pecuniary Relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director; if any	Mr. Vinay Sharma holds NIL equity shares in the Company. Mr. Vinay Sharma does not have any relationship financial or otherwise with the managerial personnel and the Board of Directors of the Company

III) OTHER INFORMATION

(1)	Reasons of loss or inadequate profits	The Engineering Division of the company continues to make losses because of lower productivity and production constraints, primarily on account of industrial unrest at the Engineering Division. Due to said continued situation of labour unrest, the Company was forced to declare a lockout of its Engineering operation w.e.f October 22, 2019, which remain continues as on date.
(2)	Steps taken or proposed to be taken for improvement	<p>In order to post sustainable profitability and implement the sound operational model:-</p> <ol style="list-style-type: none"> <li>1. The Company is evaluating and pursuing various options concerning its Engineering business/ operations. As and when anything is finalized, it shall seek requisite approvals from the Board and other stakeholders. In the interim, the Company is continuing with its endeavors to upkeep the factory and to rationalize the workmen force.</li> <li>2. The Company had signed a Joint Development Agreement (“JDA”) for the development of its 68.35 acres of land situated in the revenue state of Village Bir Hisar, Sector-23, Hisar, Haryana (referred as “Hisar land” or “Project Land”) on 11.08.2022 with a party subject to fulfillment of certain terms and conditions by the said party as well as receipt of regulatory approvals. In this connection, the Company had received a license no.179 of 2022 for joint development with the said party on November 10, 2022 in respect of 67.275 acres of said Hisar land under Regulation of Urban Area Act, 1975 for setting-up of affordable residential plotted colony under Deen Dayal Jan Awas Yojana-2016 (referred as “Project”).</li> </ol> <p>The Director General, Town and Country Planning, Haryana however suspended the said licensee no.179 of 2022 in April 2023 taking a note that an enquiry has been initiated against the Company by Deputy Commissioner in respect of the Company’s land at Hisar. The Company along with the Developer is putting-in earnest efforts to take: up the matter of revocation of said suspension order with the concerned authorities. However, the said matter remained pending as on date.</p> <p>The Company as well as the Developer are hopeful that the requested revocation of the suspension order of License No.179 of 2022 will be acceded to by the authorities and that the development work on the land shall start soon thereafter and both parties are making endeavors to have this matter resolved at the earliest.</p> <p>The Board believes that with the revocation of said suspension order of license no. 179 of 2022 and infusion of liquidity by focusing/ managing of its real estate operations and /or the Company’s plans of restructuring of its Engineering Business Undertaking as well as other interim measure to improve liquidity, the company will be able to improve its performance.</p>
(3)	Expected increase in productivity and profits in measurable terms	The series of steps taken/to be taken by the Company for improvement would help to enlarge business operations and increase in productivity.
(4)	Disclosures	<p>The information, as required, is provided in Annual Report. The remuneration package proposed to be given to Mr. Vinay Sharma is as per details given in the resolution.</p> <p>The Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of managerial personnel.</p>

**Item No. 9**

As per Section 148 of the Companies Act, 2013 and Rules issued there under, as amended, Cast Iron Unit of the Company namely ‘DCM Engineering Products’ located at Ropar, Punjab is covered under the ambit of mandatory cost audit. Therefore the Company is required to appoint Cost Auditor for financial year 2024-25 in respect of said Cast Iron Unit of the Company namely ‘DCM Engineering Products’ located at Shaheed Bhagat Singh Nagar, Punjab.

The Board of Directors of the Company at their meeting held on May 27, 2024 on the recommendation of the Audit Committee, have approved the appointment of M/s. V Kumar & Associates, Cost Accountants (Firm Registration Number-100137), as Cost Auditors, for financial year 2024-25, for audit of Cost Accounts pertaining to Cast Iron Unit of the Company namely ‘DCM Engineering Products’ located at Shaheed Bhagat Singh Nagar, Punjab at a fees of upto Rs. 5,000/- (Rupees Five Thousand only) plus GST and out of pocket expenses, if any.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rules issued there under, as amended from time to time, the remuneration payable to the Cost Auditor, as stated above, has to be ratified by members of the Company.

Accordingly, approval of the members is sought by way of an Ordinary Resolution as set out at Item No. 9 of this Notice for ratification of the remuneration payable to the Cost Auditors for financial year 2024-25.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution as set out at Item No. 9 of this Notice.

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

**Registered Office**  
 Unit Nos. 2050 to 2052,  
 2<sup>nd</sup> Floor, Plaza - II, Central Square,  
 20, Manohar Lal Khurana Marg,  
 Bara Hindu Rao, Delhi – 110006

**Place :** Delhi  
**Date :** August 13, 2024

**By order of the Board of Directors  
 For DCM Limited**

**Sd/-  
 Yadvinder Goyal  
 Company Secretary**

**Details of Director(s) seeking appointment / re-appointment at 134<sup>th</sup> Annual General Meeting of the Company**

Name of the Director	Mr. Shayam Sunder Sharma	Mr. Aditya Katoch	Mr. Ajay Vir Jakhar
Director Identification Number (DIN)	00272803	05197924	00156804
Date of Birth	27.11.1958	02.01.1967	02.02.1967
Age	65 Years	57 Years	57 Years
Date of Appointment	30.09.2021- appointed as an Additional Director of the Company. 30.09.2022 - appointed as a Director of the Company.	04.08.2024 (Appointed as an Independent Director of the Company)	04.08.2024 (Appointed as an Independent Director of the Company)
Qualification	B.E in Electronics and Communication from IIT Roorkee in 1980.	Graduation from Jammu University.	Graduation in Geography from Kirorimal College, Delhi University.
Experience & Expertise in specific functional area	He has around 28 years of experience in the IT Industry and more than 17 years of experience in the Real Estate Business and related activities.	He has extensive experience in Hospitality Industry.	He is a Public Policy expert on rural communities, food systems, equity and environment.
Profile of the Director	Mr. Shayam Sunder Sharma did his B.E in Electronics and Communication from IIT Roorkee in 1980. He is having 26 years of experience in the IT Industry and more than 17 years of experience in the Real Estate Business and related activities. He worked with erstwhile IT Division of the Company namely DCM Data Systems for about 28 years and handled Product Design, Development & Manufacturing before he moved to Purearth Infrastructure Ltd. (PIL), a joint venture company engaged in the business of Real Estate development, in Year 2006 as Vice President (Commercial).	Mr. Aditya Katoch studied in Modern School in Delhi. He is Graduate from Jammu University. He has extensive experience in Hospitality Industry. He worked with Taj Group, Taragarh Palace Hotel and later moved to Karan Mahal in Srinagar, a residence of Dr. Karan Singh, former Maharaja of Jammu & Kashmir. Karan Mahal was started as Royal Home Stay in April 2021 where Mr. Aditya Katoch became General Manager till date. He is also Director in Clayground Communications Pvt. Ltd. a Media and Communication Company. This Company has handled assignments from Jaypee Group, Times Group, Apolo Hospitals amongst others.	Mr. Ajay Vir Jakhar studied in Mayo College in Ajmer, Rajasthan. He is a Graduate in Geography from Kirori-Mal College, Delhi University. He is Chairman, Bharat Krishak Samaj. He is also: Advisory Board, EAT Foundation; Ambassador, Food and Land Use Coalition; President, The Abohar Cooperative Marketing Society Ltd; Member, Stewardship Board on Food Systems, WEF. He is a regular columnist for Indian Express and other publications. He has been a speaker at various International and National forums.
Terms & Conditions of appointment/ reappointment along with details of remuneration sought to be paid and last drawn by him	Please refer respective resolution no. 2 of this notice for terms and conditions of his appointment. He is not entitled to any remuneration except payment by way of sitting fee for attending meetings of Board of Directors and Committees thereof	Please refer respective resolution no. 3 of this notice for terms and conditions of his appointment. He is not entitled to any remuneration except payment by way of sitting fee for attending meetings of Board of Directors and Committees thereof	Please refer respective resolution no. 4 of this notice for terms and conditions of his appointment. He is not entitled to any remuneration except payment by way of sitting fee for attending meetings of Board of Directors and Committees thereof
Shareholding in the Company as on 31.03.2024	Five (5) Equity Shares	Nil	Nil
Relationship with other directors and KMPs of the Company	He is not related to any other directors and KMPs of the Company.	He is not related to any other directors and KMPs of the Company	He is not related to any other directors and KMPs of the Company
No. of Meetings of Board attended during the Financial Year 2023-24	7 (for details please refer to the Corporate Governance Report, forming part of this Annual Report)	NA	NA
List of Companies in which outside directorship held	1. FCS Software Solutions Limited 2. Enstaserv Eservices Limited 3. Insync Business Solutions Limited 4. Kamakshi Realty Private Limited 5. Kamayani Properties Private Limited 6. Vighanharta Estates Private Limited 7. Kalptru Realty Private Limited 8. Bloom Healthcare and Hospitality Management Private Limited	Clay Ground Communications Private Limited	Nil
Chairman/Member of the Committees of Board of Directors of Indian Companies	<b>FCS Software Solutions Limited</b> <b>Chairmanship(s) of Committees:</b> - Stakeholders Relationship Committee. - Audit Committee - Nomination and Remuneration Committee - Corporate Social Responsibility Committee  <b>DCM Limited</b> - Share Transfer, Finance Facilities & Stakeholders' Relationship Committee as member - Corporate Social Responsibility Committee as Member	<b>DCM Limited:</b> - Nomination and Remuneration Committee as Member - Corporate Social Responsibility Committee as Member	<b>DCM Limited:</b> - Audit Committee as Member
Name of listed entities from which the person has resigned in the past three years	NIL	Nil	Nil

**Details of Director(s) seeking appointment / re-appointment at 134<sup>th</sup> Annual General Meeting of the Company**

Name of the Director	Dr. Kavita A Sharma	Mr. Yuv Bharat Ram	Mr. Rahil Bharat Ram
Director Identification Number (DIN)	07080946	08558056	08839924
Date of Birth	05.07.1950	10.06.1995	16.11.1999
Age	73 Years	29 Years	24 Years
Date of Appointment	14.11.2019 (Appointed as an Independent Woman Director of the Company) 14.11.2024 (Re-appointed as an Independent Woman Director of the Company)	04.08.2024 (Appointed as an Additional Director of the Company)	04.08.2024 (Appointed as an Additional Director of the Company)
Qualification	Ph.D. degree in English from the University of Delhi and LLM from the University of British Columbia, Canada.	BFA Fashion Design from Parsons the New School for Design, New York	B.S in computer science and Business Administration, University of Southern California- School of Engineering.
Experience & Expertise in specific functional area	She served as Director of India International Centre, New Delhi during the period from August, 2008 to October, 2014 and was also Honorary visiting Lecturer at Tokyo Women's Christian College during the period 1974-75 and at University of Indonesia during the period 1977-78. She has been awarded with various fellowships including Faculty Enrichment Fellowship by Shastri Indo Canadian Institute at Vancouver, Academic Year 1991-92.	He has experience of design and sales strategies in the Fashion Industry and also in sales, marketing & advertising in the Real Estate Sector.	He has experience in high-impact projects, including digital transformation, revenue acceleration, GenAI implementation and operational diagnostics for leading Global conglomerates.
Profile of the Director	Dr. Kavita A Sharma holds Ph.D. degree in English from the University of Delhi. She is also LLM from the University of British Columbia, Canada. She started teaching in 1971 in Delhi University's Hindu College and became its Principal in 1998 and served there till 2008 thereafter she took up another challenging assignment as Director of India International Centre, New Delhi. She has published a number of books including Internationalization of Education, Sixty Years of University Grants Commission, Hindu College, Delhi- A People's Movement and The Windmills of the Mind etc. She has widely travelled around the world and also been an Honorary Visiting Lecturer at Tokyo's Women's Christian College and University of Indonesia. She is associated with many professional organisations including English Association, Indian Association of Canadian Studies, Indian Law Institute and Indian History Congress. Through her teaching, publications and association with many professional institutions she is an active contributor in the field of higher education. She was conferred the Indira Gandhi Sadbhavana Award by the National Integration and Economic Council in 2005. She has been the Founder President of Parent's Forum for Meaningful Education	Mr. Yuv Bharat Ram graduated in BFA Fashion Design, from Parsons The New School for Design, New York (August 2013 – May 2017). He is a Creative Design Resource with an understanding of market realities, both aesthetically and commercially. He can conceptualize designs and sales strategies with the target demographic in mind. He is highly proficient in navigating client interactions both domestically and globally. He has worked with Hermes Paris – France, Janavi New Delhi – India, and Brunello Cuccinelli New York – USA. Currently, he is working as a Whole-Time Director designated as Executive Director-Marketing of Purearth Infrastructure Limited, a Joint Venture of the Company engaged in Real Estate development. As an Executive Director-Marketing of the company his role focuses on sales and advertising strategy for the Amaryllis project to ensure maximum sales velocity. He is also Director on the Board of DCM Infotech Limited. He has experience of nearly 7 years in the industry.	Mr. Rahil Bharat Ram holds a bachelor's in science from the University of Southern California, Viterbi School of Engineering. He is currently working as a Strategy and Management Consultant at the Boston Consulting Group (India). He has experience in high-impact projects, including digital transformation, revenue acceleration, GenAI implementation and operational diagnostics for leading Global conglomerates. He possesses sector expertise in public, financial, IT, and power industries. At present, he is also serving on the boards of Purearth Infrastructure Limited and DCM Infotech Limited.  Prior to his stint at BCG, Mr. Rahil Bharat Ram worked in Investment Banking at BNP Paribas and as a Software Development Engineer at a US-based start-up.
Terms & Conditions of appointment/ reappointment along with details of remuneration sought to be paid and last drawn by him	Please refer to respective resolution no. 5. of this Notice. She is not entitled to any remuneration except payment by way of sitting fee for attending meetings of Board of Directors and Committees thereof.	Please refer resolution no. 6 of this Notice for terms and conditions of his appointment.  Mr. Yuv Bharat Ram is not entitled to any remuneration except sitting fee for attending meeting(s) of the Board of Directors and committee(s) thereof.	Please refer resolution no. 7 of this Notice for terms and conditions of his appointment.  Mr. Rahil Bharat Ram is not entitled to any remuneration except sitting fee for attending meeting(s) of the Board of Directors and committee(s) thereof.
Shareholding in the Company as on 31.03.2024	Nil	Mr. Yuv Bharat Ram is Promoter of the Company. He alongwith Promoter Group of the Company holds 90,66,634 equity shares of the Company.	Mr. Rahil Bharat Ram is Promoter of the Company. He alongwith Promoter Group of the Company holds 90,66,634 equity shares of the Company.
Relationship with other directors and KMPs of the Company	She is not related to any other directors and KMPs of the Company.	He is son of Mr. Sumant Bharat Ram, Director and brother of Mr. Rahil Bharat Ram, Director of the Company. Except this he is not related to any other director and KMPs of the Company.	He is son of Mr. Sumant Bharat Ram, Director and brother of Mr. Yuv Bharat Ram, Director of the Company. Except this he is not related to any other director and KMPs of the Company.
No. of Meetings of Board attended during the financial year 2023-24	6 (for details please refer to the Corporate Governance Report, forming part of this Annual Report	NA	NA

**Details of Director(s) seeking appointment / re-appointment at 134<sup>th</sup> Annual General Meeting of the Company**

Name of the Director	Dr. Kavita A Sharma	Mr. Yuv Bharat Ram	Mr. Rahil Bharat Ram
List of Companies in which outside directorship held	Universal Cables Limited	1. Purearth Infrastructure Limited 2. Aggresar Leasing and Finance Private Limited 3. Unison International IT Services Limited 4. Primal Gray Private Limited	1. DCM Infotech Limited 2. Purearth Infrastructure Limited
Chairman/Member of the Committees of Board of Directors of Indian Companies	<b>Universal Cables Limited:</b> - Stakeholders Relationship Committee as Chairperson. - Audit Committee as Chairperson - Nomination and Remuneration Committee as Chairperson - Corporate Social Responsibility Committee as Member <b>DCM Limited</b> - Audit Committee as Chairperson - Nomination and Remuneration Committee as Chairperson - Share Transfer, finance facilities and stakeholders relationship committee as member	Nil	Nil
Name of listed entities from which the person has resigned in the past three years	NIL	Nil	Nil

Name of the Director	Mr. Vinay Sharma
Director Identification Number (DIN)	08977564
Date of Birth	24.04.1967
Age	57 Years
Date of Appointment	15.12.2020 [Appointed as an Additional Director as well as Whole Time Director designated as Executive Director (Engineering Business) of the Company]. 01.09.2022 [Appointed as Whole Time Director of company designated as Executive Director (Business Operations) of the Company]. 04.08.2024 [Appointed as Managing Director of the Company]
Qualification	B.Com, ICWAI (Inter) and MBA Finance.
Experience & Expertise in specific functional area	He has more than 29 years of experience in various industries i.e. Foundry, Automotive Component Industry, Life Style Products Industries, Textile and Cycle Industries.
Profile of the Director	Mr. Vinay Sharma did B. Com in the year 1987 from Punjab University. He is ICWAI (Inter) and MBA in Finance. He is having more than 29 years of working experience in various industries i.e. Foundry, Automotive Component Industry, Life Style Products Industries, Textile and Cycle Industries.
Terms & Conditions of appointment/ reappointment along with details of remuneration sought to be paid and last drawn by him	Please refer resolution no. 8 of the Notice for terms and conditions of his appointment.
Shareholding in the Company as on 31.03.2024	Nil
Relationship with other directors and KMPs of the Company	He is not related to any other directors and KMPs of the Company.
No. of Meetings of Board attended during the Financial year 2023-24	7 (for details please refer to the Corporate Governance Report, forming part of this Annual Report)
List of Companies in which outside directorship held	Nil
Chairman/Member of the Committees of Board of Directors of Indian Companies	<b>DCM Limited</b> Audit Committee as Member
Name of listed entities from which the person has resigned in the past three years	Nil

**DIRECTORS' REPORT**

Your directors have pleasure in presenting this 134<sup>th</sup> Annual Report together with the Audited Financial Statements of your Company for the financial year ended March 31, 2024.

**ECONOMIC SCENARIO**

Over the course of the last decade, India has showcased a robust and resilient growth story. In the face of unprecedented challenges such as the Covid pandemic and geopolitical conflicts, the Indian economy has demonstrated a remarkable ability to bounce back and convert challenges into opportunities while striving to achieve strong, sustainable, balanced, and inclusive growth.

The Indian economy is better placed than ever to take on challenges because of the policies adopted and implemented in the last decade. The Union government has built infrastructure at a historically unprecedented rate. The total length of highways, freight corridors, number of airports, metro rail networks or the trans-sea link, the ramp-up of physical and digital infrastructure in the last ten years is real, tangible and transformative.

The financial sector is healthy. Its balance sheet is stronger. The Economy has created jobs; the unemployment rate has declined considerably from the peaks during Covid times. The labour force participation rate has increased. Net new subscribers to the Employee Provident Fund (EPF) have steadily risen post-Covid, especially among the younger population.

In the last 10 years, India has moved from the 10th largest to the 5th largest economy of the world. It is now seen as a country with immense potential which is backed by impressive performance.

By all estimates, India's growth is expected to remain strong, supported by macroeconomic and financial stability. Reforms undertaken over the last ten years by the Union government have formed the foundation of a resilient, partnership-based governance ecosystem and have restored the ability of the economy to grow healthily. India is poised for sustained, brisk growth in the coming years.

**FINANCIAL DATA**

(Rs. in Lakhs)

Particulars	Standalone		Consolidated	
	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Profit/(Loss) before Interest, Depreciation and Tax	521.41	225.85	1429.97	1407.54
Less: -Finance Cost	198.49	211.49	204.89	219.09
-Depreciation	390.82	630.62	464.62	699.37
Profit/(Loss) before Tax	(67.90)	(616.26)	760.46	489.08
Less -Provision for tax	-	-	239.92	255.82
Profit/(Loss) after tax	(67.90)	(616.26)	520.54	233.26
Other Comprehensive income, net of tax	58.06	63.95	61.05	68.41
Total Comprehensive income / (loss)	(9.84)	(552.31)	581.59	301.67
Add - Profit / (loss) brought forward	(2294.97)	(1742.66)	(1588.98)	(1890.65)
Balance Profit / (loss) carried forward	(2304.81)	(2294.97)	(1007.39)	(1588.98)

**TRANSFER TO RESERVES**

During the financial year under review, the Board has not proposed to transfer any amount to Reserve.

**DIVIDEND**

The Board of Directors do not recommend any dividend for the financial year 2023-24.

**CONSOLIDATED FINANCIAL STATEMENTS**

The Consolidated Financial Statements of the Company are prepared in accordance with provisions of the Ind AS as per the Companies (Indian Accounting Standard) Rules, 2015, as amended from time to time, notified under section 133 of the Companies Act, 2013, as amended and form part of this Annual Report.

**STATE OF THE COMPANY'S AFFAIRS /OPERATIONS OVERVIEW**

**Engineering Division**

The Engineering Business Undertaking (referred to as 'Engineering Division') of the Company, situated at Village Asron, District Shaheed Bhagat Singh Nagar (Punjab) of the Company was manufacturing and supplying castings across all segments in the automotive market: cars, multi-utility vehicles, tractors, light commercial vehicles, heavy commercial vehicles and earth moving equipment.

Since 2016, the Division has faced a hostile environment in which production of good quality products in a cost-effective way could not be achieved due to the continued situation of labour unrest. In view of said situation of industrial unrest at Engineering Division of the Company, the liquidity position of the Company was severely curtailed and the management of the Engineering Division had recommended declaration of lockout. The Board of Directors of the Company in their meeting held on October 21, 2019 had accordingly approved the declaration of lockout at the Engineering Division w.e.f. October 22, 2019. This had resulted in delay/defaults in payment of dues of banks as well as operational creditors/ other liabilities.

The lockout was opposed by the workmen of said Engineering Division before the Labour Authorities and presently the matter remains sub-judice before the labour authorities. Based on the legal advice received by the Company, the management is of the view that the present lockout is legal and justified. The said lockout of Engineering operations remained continue till date.

The Company has already made payment / settlement of dues of creditors including banks of Engineering Division. Pursuant to said payment / settlement of dues of these creditors, the legal proceedings filed by these creditors at various forums for recovery of their dues have been withdrawn.

Further due to payment of dues of creditors (including banks) of Engineering Division, the section II of the Composite Scheme of Arrangement approved by the Board on November 28, 2019 relating to restructuring of Engineering Business and outstanding loans and liabilities pertaining to Engineering Business Undertaking, had become infructuous. Pursuant to the above the Board of Directors of the Company in its meeting held on 29.05.2023 had withdrawn the aforesaid original composite scheme of arrangement.

The Company is evaluating and pursuing various options concerning its Engineering business/ operations. As and when anything is finalized, it shall seek requisite approvals from the Board and other stakeholders. In the interim, the Company is continuing with its endeavors to upkeep the factory and to rationalize the workmen force.

### Real Estate Division

The Company has initiated the process of development of its land parcel admeasuring about 68.35 acres situated near Mela Ground, Hisar, Haryana (referred to as 'Hisar land'). In this connection, the Company has entered into 'Joint Development Agreement' with a party ('Developer') for development of its said Hisar land under Deen Dayal Jan Awas Yojna. The Company received licence No. -179 of 2022 dated 7.11.2022 from the Director, Town and Country Planning, Haryana, Chandigarh ('DTCP') for setting up of affordable residential plotted colony under Deen Dayal Jan Awas Yojana-2016 (DDJAY-2016) on 67.275 acres of the aforesaid Hisar land (referred to as 'Real Estate Project').

The Haryana Real Estate Authority, Panchkula (HRERA, Panchkula) has also registered the Company's said Real Estate Project vide Registration no. HRERAPKL- HSR-427- 2023. DCM Limited is designated as Promoter of the Project in the HRERA Registration in its capacity as licensee and owner of the Project land.

However, DTCP vide its order no. LC-4455/JE(S)/2023/10909-21 dated 18-04- 2023 suspended the said Licence, till further orders, taking a note that an enquiry has been initiated against the Company by Deputy Commissioner, Hisar in respect of Company's Hisar land. In the said order DTCP has also directed the licensee not to carry out any development work in the colony and also not to create any third party right unless the said suspension is revoked.

HRERA, Panchkula, has also issued a Public Notice informing that aforesaid Registration issued to Company's Hisar project is kept in abeyance till further orders.

The Company along with the Developer is putting-in earnest efforts to take up the matter of revocation of said suspension order with the concerned authorities. However, the said matter remained pending as on date.

The Company as well as the Developer are hopeful that the requested revocation of the suspension order of licence no.179 of 2022 will be acceded to by the authorities and that the development work on the land shall start soon thereafter.

### IT Business

The Company is engaged in the business of providing IT Infrastructure services specializing in networking, analytics, cloud and digital technologies through its material wholly owned subsidiary namely DCM Infotech Limited ('Material Subsidiary').

During the year under review, the sales and other income of DCM Infotech Limited was Rs. 68.89 crores (previous year Rs 71.03 crores) and Profit before Tax (PBT) was Rs. 9.56 crores as compared to previous year (Rs 10.66 crores).

Over the last 12 months the aforesaid Material Subsidiary has aggressively been working on picking up additional managed services business from its existing customers. This has created a large backlog of revenue that will accrue to it in the coming 3-4 years.

The entry barriers in IT, in India are very low and therefore there are competitors who will be willing to pick up orders at low values. So while this does put pricing pressure on the Material Subsidiary, it also makes it more aggressive in building its own capabilities to deliver at the pricing which the market will absorb.

The aforesaid Material Subsidiary believes the automation market has "many more legs to grow", both in the US and India and it is expanding both its solution offerings and OEM partnerships to move forward in the coming financial year(s). The aforesaid Material Subsidiary believes that there is immense opportunities to grow its services offerings and also related product sales, both in the US and in India and is therefore investing in the sales and marketing activities continuously.

### MATERIAL CHANGES AND COMMITMENTS

Except as stated above, there was no change in the nature of the business of the Company. Further, there were no other material changes and commitments affecting the financial position of the Company occurring between March 31, 2024 and the date of this Report, except as mentioned above.

### CHANGES IN SHARE CAPITAL

There is no change in the issued and paid-up share capital of the Company during the period under review.

### SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANIES

As on April 1, 2023 and at present, the Company has five (5) subsidiaries and one associate company within the meaning of Section 2(87) and 2(6) of the Companies Act, 2013, as amended, respectively.

Further, the Board of Directors of the Company in their meeting held on February 9, 2023 have approved the proposal for removal/strike off the name of two other subsidiary companies namely DCM Realty And Infrastructure Limited and DCM Infinity Realtors Limited under the applicable provisions of the Companies, Act, 2013. However, the of removal/strike off the name of said two subsidiaries are under process.

Please refer to the "State of the Company Affairs /Operations review" for the performance of the Company's material wholly owned subsidiary namely DCM Infotech Limited. The other subsidiaries of the Company are not carrying out any significant operations.

Purearth Infrastructure Ltd. ('Purearth'), an Associate Company, where DCM Limited is holding 16.56% equity shareholding, is in the business of construction and development of real estate project(s). During the financial year 2023-24, It has reported Revenue from operation of Rs. 62.47 crores (previous year Rs. 171.94 crores) The Profit after tax was Rs. (2.98) crores (Previous year Rs. 7.10 crores).

During the financial year 2023-24, in terms of the approval given by the shareholders of the Company, through Postal Ballots, for the participation and tendering of equity shares under the Buyback proposal of Purearth, the Company, being a shareholder of Purearth, has tendered & submitted 7,31,997 (Seven Lakhs Thirty One Thousand Nine Hundred and Ninety Seven) equity shares of face value of Rs. 10/- each in the buyback offer of PIL at a price of Rs. 59.00/- (Rupees Fifty Nine only) per Equity Share.

Pursuant to provisions of Section 129(3) and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, as amended, a statement containing salient features of the financial statements, performance and financial position of each of the subsidiaries, associates and joint venture companies in Form AOC-1 is provided as part of the financial statements of the Company at page no. 152 and hence not repeated here for the sake of brevity.

Pursuant to the provisions of Section 136 of the Companies Act, 2013, as amended, the financial statements, consolidated financial statements of the Company along with relevant documents and separate audited accounts in respect of subsidiaries, are available on the website of the Company ([www.dcm.in](http://www.dcm.in)).

### DIRECTORS

Mr. Shayam Sunder Sharma, retires by rotation at the ensuing 134<sup>th</sup> Annual General Meeting (AGM) and being eligible offers himself for re-appointment as a director of the Company, liable to retire by rotation. A resolution in this

respect is included in the Notice of forthcoming 134<sup>th</sup> Annual General Meeting, for seeking approval of members of the Company.

Mr. Bipin Maira, Independent Director of the Company completed his 2<sup>nd</sup> term of five (5) years as an Independent Director on August 3, 2024. Therefore he ceased to be Independent Director as well as Non-Executive Chairman of the Board of Directors of the Company with effect from close of business hours on August 3, 2024. The Board of Directors of the Company expressed its deep appreciation and gratitude to Mr. Bipin Maira for his extensive contribution and stewardship during his tenure as Director as well as Chairman of the Company.

Prof. Sudhir Kumar Jain, Independent Director of the Company completed his 2<sup>nd</sup> term of five (5) years as an Independent Director with effect from close of business hours on August 3, 2024. Therefore he ceased to be Independent Director of the Company with effect from close of business hours on August 3, 2024. The Board of Directors of the Company placed on record its appreciation for the valuable contributions and guidance provided by Mr. Sudhir Kumar Jain during his tenure as Director of the Company.

Mr. Ajay Vir Jakhar was appointed as an Independent Director of the Company for a period of five (5) years w.e.f August 4, 2024 to August 3, 2029 (both days inclusive), subject to the approval of members of the Company. A resolution in this respect is included in the Notice of forthcoming 134<sup>th</sup> Annual General Meeting, for seeking approval of members of the Company.

Mr. Aditya Katoch was appointed as an Independent Director of the Company for a period of five (5) years w.e.f August 4, 2024 to August 3, 2029 (both days inclusive), subject to the approval of members of the Company. A resolution in this respect is included in the Notice of forthcoming 134<sup>th</sup> Annual General Meeting, for seeking approval of members of the Company.

Mr. Yuv Bharat Ram was appointed as an Additional Director of the Company with effect from August 4, 2024 to hold office upto the date of forthcoming 134<sup>th</sup> Annual General Meeting of the Company. A resolution in this respect is included in the Notice of forthcoming 134<sup>th</sup> Annual General Meeting, for seeking approval of members of the Company.

Mr. Rahul Bharat Ram was appointed as an Additional Director of the Company with effect from August 4, 2024 to hold office upto the date of forthcoming 134<sup>th</sup> Annual General Meeting of the Company. A resolution in this respect is included in the Notice of forthcoming 134<sup>th</sup> Annual General Meeting, for seeking approval of members of the Company.

Mr. Jitendra Tuli resigned from position of Managing Director of the Company with effect from the close of business hours on August 3, 2024. However, he continues on the Board as Non-Executive Non-Independent Director of the Company with effect from August 4, 2024. Further, he has been appointed as Non-Executive Chairman of the Board of Directors of the Company with effect from August 4, 2024.

Mr. Vinay Sharma, Executive Director (Business Operations) of the Company has been appointed as Managing Director of the Company for a period of three (3) years with effect from August 4, 2024 upto August 3, 2027 subject to approval of members of the Company. A resolution in this respect is included in the Notice of forthcoming 134<sup>th</sup> Annual General Meeting, for seeking approval of members of the Company.

Dr. Kavita A Sharma was appointed as an Independent Woman Director of the Company for a period of five (5) years with effect from November 14, 2019 upto November 13, 2024. The Board of Directors of the Company in their meeting held on July 31, 2024 have appointed Dr. Kavita A Sharma as an Independent Woman Director of the Company for a 2<sup>nd</sup> term of five (5) years with effect from

November 14, 2024 upto November 13, 2029 (both days inclusive) subject to approval of members of the Company. A resolution in this respect is included in the Notice of forthcoming 134<sup>th</sup> Annual General Meeting, for seeking approval of members of the Company.

Further, pursuant to the provisions of Section 149 of the Companies Act, 2013, as amended, all the Independent Directors have submitted declarations that each of them meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, as amended, along with Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and there has been no change in the circumstances affecting their status as independent directors of the Company. In terms of Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, they have also confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

**STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR**

During the financial year 2023-24, no new Independent Director was appointed on the Board of Directors of the Company, therefore the statement regarding opinion of the Board with regard to integrity, expertise and experience (including the proficiency) of the independent directors appointed during the year is not applicable.

**DIRECTORS' RESPONSIBILITY STATEMENT**

As required by Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, as amended from time to time, your directors state that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made 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;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis (please refer to the auditor's opinion in their report on standalone and consolidated financial statements of the Company with regard to material uncertainty related to going concern);
- (e) the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



#### KEY MANAGERIAL PERSONNEL

As on March 31, 2024, the following persons were the Whole-Time Key Managerial Personnel ('KMPs') of the Company in terms of provisions of Section 203 of the Companies Act, 2013, as amended from time to time:

- a. Mr. Jitendra Tuli – Managing Director\*;
- b. Mr. Vinay Sharma – Executive Director (Business Operations)\*\*;
- c. Mr. Ashwani Kumar Singhal – Chief Financial Officer;
- d. Mr. Yadvinder Goyal- Company Secretary

\*Mr. Jitendra Tuli has resigned from position of Managing Director of the Company with effect from the close of business hours on August 3, 2024. However he continues on the Board as Non-Executive Non-Independent Director of the Company with effect from August 4, 2024.

\*\*Mr. Vinay Sharma has been appointed as Managing Director of the Company with effect from August 4, 2024.

Accordingly, at present, the following persons are the Whole-Time Key Managerial Personnel ('KMPs') of the Company in terms of provisions of Section 203 of the Companies Act, 2013, as amended from time to time:

- a. Mr. Vinay Sharma – Managing Director;
- b. Mr. Ashwani Kumar Singhal – Chief Financial Officer;
- c. Mr. Yadvinder Goyal- Company Secretary

#### NUMBER OF BOARD MEETINGS

Seven (7) meetings of the Board of Directors of your Company were held during the year under review (for further details please refer to the Corporate Governance Report, forming part of this Annual Report).

#### EVALUATION OF BOARD PERFORMANCE

The Board of Directors has carried out an Annual Performance Evaluation of its own, Individual Directors and Board Committees pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The performance of the Board was evaluated by the Board, after seeking inputs from all Directors on the basis of the criteria such as Board composition, structures, effectiveness of Board processes, information and functioning etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as qualification, experience, knowledge, competency, availability, attendance, commitment and contribution of the Individual Director to the Board and Committee meetings.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of the criteria such as the composition of Committees, effectiveness of Committee meetings etc.

Further performance of Independent Directors was evaluated on additional criteria such as fulfillment of independence criteria by them and their independence from the management of the Company. The performance evaluation of Independent Directors was done by the entire Board of Directors and in the evaluation, the directors who are subject to evaluation had not participated.

Also in a separate meeting of Independent Directors, performance of Non-Independent Directors, the Board as a whole and the Chairman were evaluated, taking into account formal & informal views of Executive Director(s) and

Non-Executive Director(s). The Directors expressed their satisfaction with the evaluation process.

The above criteria of evaluation are based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India. Based on inputs received from the Board members, it emerged that the Board had a good mix of competency, experience, qualifications and diversity. Each Board member contributed in his/her own manner to the collective wisdom of the Board, keeping in mind his/her own background and experience. There was active participation and adequate time was given for discussing strategy. Overall, the Board was functioning very well in a cohesive and interactive manner.

#### INTERNAL FINANCIAL CONTROL

The Company has a well-placed, proper and adequate Internal Financial Control (IFC) system which ensures that all assets are safeguarded and protected and that the transactions are authorised, recorded and reported correctly. The Company's IFC system also comprises due compliances with Company's policies and Standard Operating Procedures (SOP's) and supported by internal audit by reputed audit firms.

The Internal Auditors independently evaluate the adequacy of internal controls. Independence of the audit and compliance is ensured by direct reporting by Internal Auditors to the Audit Committee of the Board.

All Internal Audit findings and control systems are periodically reviewed by the Audit Committee of the Board of Directors, which provides strategic guidance on Internal Controls.

#### STATUTORY AUDITORS

Members of the Company at the 130<sup>th</sup> AGM held on 25<sup>th</sup> September 2020, approved the appointment of M/s. S S Kothari Mehta and Co., Chartered Accountants, (Firm Registration no. 000756N), as the statutory auditors of the Company for a period of 5 years commencing from the conclusion of the 130<sup>th</sup> AGM held on 25<sup>th</sup> September, 2020 until the conclusion of 135<sup>th</sup> AGM of the Company.

Further, Statutory Auditors of the Company have changed their constitution from their existing partnership firm SS Kothari Mehta & Co., to SS Kothari Mehta & Co. LLP. Consequently their registration no. with ICAI had also changed from 000756N to 000756N/N500441. In terms of MCA General Circular No. 09/2013 dated 30.04.2013 and ICAI Guidelines dated 4.11.2011, if a CA audit firm being an auditor of the Company gets converted into an LLP after complying with the provisions of the LLP Act, 2008 then such an LLP would be deemed to be auditor of said Company. The Board of Directors of the Company have taken note of the above.

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

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

#### DIRECTORS' VIEW ON AUDITORS' OBSERVATIONS/OPINION

The Statutory Auditors' Report for financial year 2023-24 does not contain any qualification, reservation or adverse remark. The Report is enclosed along with the financial statements and forms part of this Annual Report.

**FIXED DEPOSITS**

The Company has neither accepted nor renewed any deposits from the public within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, after the commencement of the Companies Act, 2013, accordingly, no disclosure or reporting is required in respect of deposits covered under Chapter V of the Companies Act, 2013, as amended.

**INVESTOR EDUCATION AND PROTECTION FUND (IEPF)**

Any person whose shares and/or unclaimed/un-encashed dividend, fixed deposits, debentures and/or interest thereon, have been transferred to the IEPF, can claim back the shares and/or apply for refund of such dividend, fixed deposits, debentures, or interest thereon, as the case may be, by making an application to the IEPF Authority, in the prescribed Form.

**RIGHTS ISSUE OF EQUITY SHARES**

The Board of Directors of the Company in their meeting held on February 12, 2021 gave their consent to raise funds for an aggregate amount not exceeding Rs. 50 crores, by way of "Rights Issue" of Equity shares, to augment capital and expedite the completion of the de-leveraging of the Company and constituted a Special purpose Committee namely 'Rights Issue Committee' in this regard.

**RISK MANAGEMENT**

The Company has in place Risk Management Process for identifying / managing risks. The Company's Risk Management Framework helps in identifying risks and opportunities that may have a bearing on the organization's objectives, assessing them in terms of likelihood and magnitude of impact and determining a response strategy. The risk management process consists of risk identification, risk assessment, risk monitoring & risk mitigation. During the year, the Board was informed about measures taken for minimization of risks. The Board provides oversight and reviews the Risk Management process.

As stated under sub-heading 'Real Estate Division' under Heading 'State of the Company's affairs / Operations Overview' of this Directors' Report, the Company is taking appropriate action in the matter for revocation of order of the Director, Town and Country Planning, Haryana, Chandigarh('DTCP') suspending the Licence for setting up of affordable residential plotted colony under Deen Dayal Jan Awas Yojana-2016 (DDJAY-2016) on 67.275 acres of the Company's land parcel situated near Mela Ground, Hisar, Haryana. The Board believes that with the revocation of said suspension order of license no.179 of 2022 and infusion of liquidity by focusing /managing of its real estate operations and/or the Company's plans of restructuring of its Engineering Business Undertaking as well as other interim measures to improve liquidity, the Company will be able to continue its operations for the foreseeable future.

**AUDIT COMMITTEE**

As on March 31, 2024, the Audit Committee of the Company consists of Dr. Kavita A Sharma, Chairperson, Mr. Bipin Maira and Prof. Sudhir Kumar Jain as members of the Audit Committee.

However, at present, the Audit Committee of the Company consists of three directors namely Dr. Kavita A Sharma, Chairperson, Mr. Ajay Vir Jakhar and Mr. Vinay Sharma as members.

The terms of reference of the Audit Committee are in line with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

**CORPORATE SOCIAL RESPONSIBILITY (CSR)**

As on March 31, 2024, the CSR Committee of the Company consists of Mr. Bipin Maira, Chairman, Mr. Jitendra Tuli and Dr. Kavita A Sharma, as members. CSR Committee is responsible for formulating and monitoring the CSR Policy of the Company. The Company's CSR Policy is available on the Company's website [www.dcm.in](http://www.dcm.in).

At present, the CSR Committee of the Company consists of Mr. Jitendra Tuli, Chairman, Mr. Aditya Katoch and Mr. Shayam Sunder Sharma as members.

Further, due to continued losses in last few years, the Company was not required to spend any amount on CSR activities during the financial year 2023-24.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO**

The information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, as amended, is enclosed as Annexure – I, and forms part of this Director's Report.

**PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the top ten employees and employees drawing remuneration in excess of the limits set out in the said rules are given in Annexure-II of this Director's Report.

Further, the details required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, in respect of Directors, KMPs and other employees of the Company, are given in Annexure-II-A of this Director's Report.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Particulars of investments made and loans given and guarantee /security provided U/S 186 of the Companies Act, 2013 are given in the standalone financial statements. (Please refer to note nos. 5, 6 and 8 of the standalone financial statements).

Further, pursuant to the approval given by the members, the Company in its capacity as title holder of land at Bara Hindu Rao / Kishanganj, Delhi (Project land), in respect of which the development rights were vested with a joint venture company in terms of SORA, has mortgaged the said land, in its capacity as a title holder, for loans availed in connection with development of real estate project on the said land by joint venture company and also by a body corporate who has been developing residential project along with the said joint venture company. The outstanding amount of loans, on which mortgage was created, as on 31.03.2024 was Rs. 214.92 crores (previous year Rs. 267.17 crores).

**CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis. All transactions with related parties were reviewed and approved by the Audit Committee.

The prescribed Form AOC-2 is enclosed as Annexure - III, and forms part of this

Report. Your directors draw attention of members of the Company to Note No. 41 to the standalone financial statements which sets out related party disclosures.

#### ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013, as amended, the Annual Return of the Company as on March 31, 2024 is available on the Company's website on weblink: <https://dcm.in/147-2/>

#### SECRETARIAL AUDIT

In terms of Section 204 of the Companies Act, 2013 and Rules made thereunder, the Board of Directors of the Company have appointed M/s. Pragnya Pradhan & Associates, Company Secretaries, to conduct Secretarial Audit for financial year 2023-24.

The Secretarial Audit Report of the Company for the financial year ended 31<sup>st</sup> March, 2024 as required under the Companies Act, 2013, read with Rules made thereunder, as amended, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, is enclosed herewith as Annexure – IV, and forms part of this Report.

In terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Secretarial Audit Report of Company's unlisted material subsidiary i.e. DCM Infotech Limited for the financial year 2023-24 is enclosed herewith as Annexure – IV-A, and forms part of this Report.

The Secretarial Audit Report of the Company for the Financial Year ended March 31, 2024 and the Secretarial Audit Report of Company's unlisted material subsidiary i.e. DCM Infotech Limited for the financial year ended March 31, 2024 do not contain any qualifications, reservation or adverse remark.

#### NOMINATION AND REMUNERATION POLICY

The Nomination and Remuneration Policy was approved by the Board of Directors of the Company. The main objective of the said policy is to ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors, KMP and Senior Management employees. The remuneration involves a balance between fixed and incentive pay, reflecting short and long-term performance objectives appropriate to the working of the Company and its goals. The salient features of Nomination and Remuneration Policy are as stated below:

##### Appointment Criteria and Qualifications

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, Key Managerial Personnel, or at Senior Management Personnel level and recommend to the Board his/ her appointment.

A person should possess adequate qualification, expertise and experience for the position he / she being considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

##### Remuneration to Managing Director(s)/Whole Time Director(s)/ Key Managerial Personnel (KMP).

- (i) The Board, on the recommendation of the Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits permissible under the law.

- (ii) The Board, on the recommendation of the Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.
- (iii) The remuneration of Executive Directors and Key Managerial Personnel will include the following components :
  - a) Basic Pay;
  - b) Commission / Variable Component / Bonus;
  - c) Perquisites and Allowances;
  - d) Retirement Benefits.

##### Remuneration to Non-Executive and Independent Directors

- (i) The Board on the recommendation of the Committee shall review and approve the remuneration payable to the Non-Executive Directors of the Company within the overall limits permissible under the law.
- (ii) The Non- Executive and Independent Directors would be paid remuneration by way of sitting fees for attending meetings of Board or Committee(s) thereof and profit related commission as may be recommended by the Committee and as permissible under the law.

##### Senior Management Personnel/ other Officers and Staff

- All remuneration, in whatever form, payable to Senior Management Personnel of the Company should be recommended by the Committee to the Board for its approval.
- Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

The Nomination and Remuneration Policy is enclosed herewith as Annexure - V, which forms part of this Report and is also available on the website of the Company at weblink: <https://dcm.in/wp-content/uploads/2024/08/Nomination-and-Remuneration-Policy.pdf>

##### COST AUDIT

As per the requirements of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended, the Company is maintaining cost records pertaining to Cast Iron Unit of the Company namely 'DCM Engineering Products' located at Shaheed Bhagat Singh Nagar, Punjab.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Board of Directors, based on the recommendation of the Audit Committee, have appointed M/s. V Kumar & Associates, Cost Accountants (Firm Registration Number 100137), as Cost Auditors, for the Financial Year 2024-25, for conducting cost audit of cost accounts pertaining to Cast Iron Unit of the Company namely 'DCM Engineering Products' located at Shaheed Bhagat Singh Nagar, Punjab at a fee of Rs. 5,000/- (Rupees Five Thousand Only) plus GST & out-of-pocket expenses, if any.

A resolution seeking approval of Members for ratification of the remuneration payable to the Cost Auditor of the Company for the Financial Year 2024-25 is included in the notice of 134<sup>th</sup> AGM of the Company.

**CORPORATE GOVERNANCE**

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

**DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE FINANCIAL YEAR 2023-24 ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR I.E. 31.03.2024**

There was no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016, during the financial year 2023-24. Accordingly disclosures in this regard are not required to be provided in this report.

**DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE- TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF**

The Company has not entered into any One-Time Settlement during the year. Accordingly disclosures in this regard are not required to be provided in this report.

**DETAILS OF AGREEMENTS SPECIFIED IN CLAUSE 5A TO PARA A OF PART A OF SCHEDULE III READ WITH REGULATION 30A OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED.**

1	Number of agreements subsisting on the date of notification	: Two (2)
2	Salient features of the agreements	: As per Annexures - VI & VIIA
3	Link to the webpage where the complete details of the agreements are available	: <a href="https://dcm.in/wp-content/uploads/2023/08/SEIntimation30ADCM.pdf">https://dcm.in/wp-content/uploads/2023/08/SEIntimation30ADCM.pdf</a>  <a href="https://dcm.in/wp-content/uploads/2023/09/Details-of-Subsisting-Agreement-Reg-30A-of-SEBI-LODR.pdf">https://dcm.in/wp-content/uploads/2023/09/Details-of-Subsisting-Agreement-Reg-30A-of-SEBI-LODR.pdf</a>

**DISCLOSURE REQUIREMENTS**

1. Details of the familiarization programme of the independent directors are available on the website of the Company at weblink: <http://dcm.in/wp-content/uploads/2024/08/Familirisation-Program-For-Independent-Directors.pdf>
2. Policy for determining material subsidiaries of the Company is available on the website of the Company at weblink: <https://dcm.in/wp-content/uploads/2024/08/Material-Subsidiary-Policy.pdf>
3. Policy on materiality of related party transactions and dealing with related party transactions is available on the website of the Company at weblink:<https://dcm.in/wp-content/uploads/2024/08/RPT-Policy-DCM-Limited-1.pdf>

4. The Company has formulated a Whistle Blower Policy to provide a Vigil Mechanism for employees including directors of the Company to report genuine concerns, which is available on Company's website [www.dcm.in](http://www.dcm.in). The provisions of this policy are in line with the provisions of Section 177(9) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015, as amended.
5. 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.
6. The Company has a Internal Complaints Committee(s) under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year, there were no cases reported under the said Act.
7. During the year under review, the Company has complied with mandatory applicable Secretarial Standards issued by Institute of Company Secretaries of India (ICSI).

**ACKNOWLEDGEMENT**

The Directors wish to acknowledge and thank the Central and State Governments and all regulatory bodies for their continued support and guidance. The Directors thank the shareholders, customers, business associates, Financial Institutions and Banks for the faith reposed in the Company and its management. The Directors place on record their deep appreciation of the dedication and commitment of your Company's employees at all levels and look forward to their continued support in the future as well.

**For and on behalf of the Board of Directors  
For DCM Limited**

Sd/-  
**Place:** Delhi  
**Date:** August 13, 2024

**Jitendra Tuli  
Chairman**

## ANNEXURE – I

Information as per Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, as amended from time to time, and forming part of the Directors' Report for the year ended March 31, 2024 in respect of Engineering Division.

## (A) CONSERVATION OF ENERGY

- i. The steps taken or impact on conservation of energy: Nil
- ii. The steps taken by the Company for utilizing alternate sources of energy: Nil
- iii. The capital investment on energy conservation equipment's: Nil

## (B) TECHNOLOGY ABSORPTION

- i. The efforts made towards technology absorption: Nil
- ii. The benefits derived like product improvement, cost reduction, product development or import substitution: Nil
- iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)
  - a) The details of technology imported: NA
  - b) The year of import: NA
  - c) Whether the technology been fully absorbed: NA
  - d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: NA

## iv. The expenditure incurred on Research and Development

The approval given by the Department of Scientific & Industrial Research, Ministry of Science and Technology, Delhi for Recognition of In house R&D Unit was expired on 31.03.2021. Due to continuation of lockout of Engineering Division of the Company w.e.f October 22, 2019, the Company has not incurred any expenditure on R&D activities during the year 2023-24. The expenditure incurred on Research and Development during the previous year is also NIL.

## (C) FOREIGN EXCHANGE EARNINGS &amp; OUTGO

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

Rs. in Lakh

Particulars	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Foreign Exchange Earned	-	-
Foreign Exchange Used	-	32.48

For and on behalf of the Board of Directors  
For DCM Limited

Place: Delhi  
Date: August 13, 2024

Sd/-  
Jitendra Tuli  
Chairman

Information as per Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and forming part of the Directors' Report.

i. Details of top ten employees in terms of remuneration drawn during the year under review:

Sr. No.	Name	Age (Year)	Designation	Qualification	Total Experience (Year)	Date of Commencement of employment	Remuneration received (Rs. In lacs)	Particulars of last Employment	% age of Equity Shares held in the Company	Whether relative of Director or manager, if yes, then Name of Director or manager
1	Mr. Ashwani Kumar Singhal	67	Chief Financial Officer	B.Com(H), FCA,PHD	44	February 5, 1993	44.28	Modi Rubber Ltd	Nil	No
2	Mr. Yadvinder Goyal	49	Company Secretary	B.Com, ACS	24	Nov 11, 2021	23.55	Maharashtra Seamless Ltd	Nil	No
3	Mr. Vinay Sharma	57	Managing Director	MBA	36	May 13, 2011	19.35	Austenitic Creations Pvt. Ltd.	Nil	No
4	Mr. Ram Kumar Shahi	45	Assistant General Manager	M.A., ACA	15	Dec 16, 2022	18.46	Samridhhi Automations Pvt Ltd	Nil	No
5	Mr. Neel Kamal	53	Sr. Manager Personnel & Admn	MBA	32	April 13, 2018	14.02	Manjushree Techno pack	Nil	No
6	Mr. Sanjay Kumar Garg	62	Manager (Accounts)	B.Com	42	June 1, 1984	10.20	Ganga Exports Market (P) Ltd.	Nil	No
7	Mr. Vipin Aggarwal	48	Assistant Manager (Accounts)	B.Com	25	September 29,2003	9.54	Wiley Dream Tech India Pvt. Ltd.	Nil	No
8	Mr. Jatinder Pal Singh	51	Dy. Manager Accounts	M.Com	28	June 03, 1996	9.35	N.A.	Nil	No
9	Mr. Varinder Sood	54	Asstt. Manager Accounts	B.Com	34	June 03, 1996	7.73	Shreyans Industries Ltd.	Nil	No
10	Mr. Manoj Kumar Sharma	51	Sr. Executive Accounts	B.A.	29	February 26, 1996	7.49	Indian Acrylics Limited	Nil	No

Note: 1. The employment is contractual. 2. Remuneration include basic salary, contribution to provident and superannuation funds, allowances and taxable value of perquisites. 3. Pursuant to proviso to Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the particulars of employees posted and working in a country outside India, not being directors or their relatives, drawing more than sixty lakh rupees per financial year or five lakh rupees per month have not been included in this statement. 4. Mr. Vinay Sharma, Whole Time Director and designated as Executive Director (Business Operations) of the Company has now been appointed as Managing Director of the Company w.e.f. August 4, 2024.

ii. Details of employees employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees :

Sr. No.	Name	Age (Years)	Designation	Qualification	Total Experience (Year)	Date of Commencement of employment	Remuneration received (Rs. In lacs)	Particulars of last Employment	% age Of Equity Shares held in the Company	Whether relative of Director or manager, if yes, then Name of Director or manager
---	---	---	---	---	---	---	---	---	---	---

iii. Details of employees employed if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month:

Sr. No.	Name	Age (Years)	Designation	Qualification	Total Experience (Year)	Date of Commencement of employment	Remuneration received (Rs. In lacs)	Particulars of last Employment	% age Of Equity Shares held in the Company	Whether relative of Director or manager, if yes, then Name of Director or manager
----	----	----	----	----	----	----	----	----	----	----

For and on behalf of the Board of Directors  
For DCM Limited

Place: Delhi  
Date : August 13, 2024

Sd/-  
Jitendra Tuli  
Chairman

**DCM**

## ANNEXURE – II-A

Statement of Particulars as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time

A. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Particulars	Ratio to median remuneration
<b>Non-Executive Director(s)*</b>	
Mr. Bipin Maira	N.A
Dr. Kavita A Sharma	N.A
Mr. Sumant Bharat Ram	N.A
Prof. Sudhir Kumar Jain	N.A
Mr. Shayam Sunder Sharma	N.A
<b>Executive Director(s)</b>	
Mr. Jitendra Tuli**	N.A
Mr. Vinay Sharma***	8.44

\*Non-Executive Directors of the Company were not paid any remuneration and were paid only sitting fee for attending meetings of the Board/Committees of directors. Therefore, the said ratio of remuneration of each Non-Executive Director to median remuneration of the employees of the company is not applicable.

\*\*No remuneration was paid to Mr. Jitendra Tuli in his capacity as Managing Director. However he has been paid sitting fee as being paid to other Non- Executive Directors for attending the meetings of Board or Committee(s), therefore, the said ratio of remuneration of each director to median remuneration of the employees of the company is not applicable. Further, Mr. Jitendra Tuli has resigned from position of Managing Director of the Company with effect from the close of business hours on August 3, 2024. However he continues on the Board as Non-Executive Non-Independent Director of the Company with effect from August 4, 2024.

\*\*\*Mr. Vinay Sharma, Whole Time Director and designated as Executive Director (Business Operations) of the Company has now been appointed as Managing Director of the Company w.e.f. August 4, 2024.

B. The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer & Company Secretary in the financial year:

Director:

Particulars	% increase in remuneration in the financial year
<b>Non-Executive Director(s)#</b>	
Mr. Bipin Maira	N.A
Dr. Kavita A Sharma	N.A
Mr. Sumant Bharat Ram	N.A
Prof. Sudhir Kumar Jain	N.A
Mr. Shayam Sunder Sharma	N.A
<b>Particulars</b>	<b>% increase in remuneration in the financial year</b>
<b>Executive Director(s)</b>	
Mr. Jitendra Tuli##	N.A
Mr. Vinay Sharma###	NIL

#Non-Executive Directors of the Company were not paid any remuneration and were paid only sitting fee for attending meetings of the Board/Committees. Therefore, the said percentage increase in remuneration Directors is not applicable.

##No remuneration was paid to Mr. Jitendra Tuli in his capacity as Managing Director. However he has been paid sitting fee as being paid to other Non-Executive Directors for attending the meetings of Board or Committee(s), therefore, the said percentage increase in remuneration Director is not applicable. Further, Mr. Jitendra Tuli has resigned from position of Managing Director of the Company with effect from the close of business hours on August 3, 2024. However he continues on the Board as Non-Executive Non-Independent Director of the Company with effect from August 4, 2024.

###Mr. Vinay Sharma, Whole Time Director and designated as Executive Director (Business Operations) of the Company has now been appointed as Managing Director of the Company w.e.f. August 4, 2024.

Chief Executive Officer, Chief Financial Officer and Company Secretary:

Particulars	% increase in remuneration in the financial year
Mr. Ashwani Kumar Singhal Chief Financial Officer	NIL
Mr. Yadvinder Goyal Company Secretary	NIL

(C) The percentage increase in the median remuneration of employees in the financial year: 1.34

(D) The number of permanent employees on the rolls of Company: 343

(E) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average annual percentile increase in the salaries of employees other than the managerial personnel during the FY 2023-24 over FY 2022-23 was Nil. Non-Executive Directors of the Company were not paid any managerial remuneration in the financial year 2023-24. There is no average annual percentile increase in managerial remuneration during the FY 2023-24 over FY 2022-23. For details in this respect please refer notes given at point No. (B) of this Annexure.

(F) Affirmation that the remuneration is as per the remuneration policy of the Company.

The Company affirms that remuneration is as per the remuneration policy of the Company.

For and on behalf of the Board of Directors  
For DCM Limited

Place: Delhi  
Date : August 13, 2024

Sd/-  
Jitendra Tuli  
Chairman

Form No. AOC- 2

*[Pursuant to Clause (b) of sub-section (3) of Section 134 of the Companies Act, 2013, and Rule 8(2) of the Companies (Accounts) Rules, 2014], as amended from time to time*

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013, as amended from time to time including certain arm's length transactions under fourth proviso thereto.

**1 Details of contracts or arrangements or transactions not at arm's length basis entered into during the financial year 2023-24: NIL**

- (a) Name(s) of the related party and nature of relationship: N.A.
- (b) Nature of contracts/arrangements/transactions: N.A.
- (c) Duration of the contracts / arrangements/transactions: N.A.
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: N.A.
- (e) Justification for entering into such contracts or arrangements or transactions: N.A.
- (f) Date(s) of approval by the Board: N.A.
- (g) Amount paid as advances, if any: N.A.
- (h) Date on which the resolution was passed in general meeting as required under first proviso to section 188: N.A.

**2 Details of material contracts or arrangements or transactions at arm's length basis entered into during the financial year 2023-24: NIL**

- (a) Name of related party and Nature of relationship: N.A.
- (b) Nature of contracts/arrangements/transactions: N.A.
- (c) Duration of the contracts / arrangements/transactions: N.A.
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: N.A.
- (e) Date of approval by the Board/Committee: N.A.
- (f) Amount paid as advances, if any: N.A.

For and on behalf of the Board of Directors  
For DCM Limited

Sd/-  
Jitendra Tuli  
Chairman

Place: Delhi

Date: August 13, 2024



## ANNEXURE IV

**Form No. MR-3  
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> March 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended]

To,  
The Members,  
DCM Limited  
Unit Nos. 2050 to 2052,  
2<sup>nd</sup> Floor, Plaza - II, Central Square,  
20, Manohar Lal Khurana Marg,  
Bara Hindu Rao, Delhi – 110006.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by DCM Limited, (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by DCM Limited ("the Company") for the financial year ended 31<sup>st</sup> March, 2024 according to the provisions of:

- I. The Companies Act, 2013 ('the Act') and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended;

- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended; (Not Applicable to the Company during the review period);
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not Applicable to the Company during the review period);
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the review period);
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (Not Applicable to the Company during the review period);
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the review period); and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to the Company during the review period);

VI. We have relied on the systems/mechanism formed by the Company for compliances under other applicable Acts, laws and regulations applicable to the Company and the management explanation in this regard. The list of major Acts, Laws and Regulations as applicable to the Company is given in Annexure –A.

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

We have also examined compliance with the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

We have also examined compliances of the Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**We further report** that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that during the year under review following specific events having a major bearing on the Company's affairs have occurred:**

1. In view of continued situation of industrial unrest at DCM Engineering Products, a unit of the Company situated at Village Asron, District Shaheed Bhagat Singh Nagar (Punjab) (referred as 'Engineering Business Undertaking'), the Company was forced to declare lockout at its said Engineering Business Undertaking w.e.f. October 22, 2019. The said lockout is still continues as on the date and no production activity is carried out at the said Engineering Business Undertaking.
2. The Board of Directors of the Company in its meeting held on November 28, 2019 have approved a composite scheme of arrangement for transfer of its "Engineering Business undertaking" into its wholly owned subsidiary namely DCM Engineering Limited (formerly known as DCM Tools and Dies Limited), on a going concern basis with effect from the appointed date of October 01, 2019 and restructuring of outstanding loans, debts and liabilities of the Engineering Business Undertaking. The filing of Scheme for seeking approval from Hon'ble National Company Law Tribunal (NCLT) under Section 230 – 232 of the Companies Act, 2013 remained pending awaiting in principle approval of secured lenders (Banks).

The Company had paid creditors including secured lenders of its said Engineering Business undertaking. Hence the Section-II of the original composite scheme of arrangement approved by the Board on November 28, 2019 relating to restructuring of outstanding loans and liabilities of Engineering Business Undertaking has become infructuous & not relevant at this stage.

Due to above, the aforesaid original Composite Scheme of Arrangement has been withdrawn by the Board of Directors of the Company in its meeting held on 29.05.2023.

**For Pragnya Pradhan & Associates  
Company Secretaries**

**Place: New Delhi  
Date: July 29, 2024**

**Pragnya Parimita Pradhan  
ACS No. 32778  
C P No.: 12030  
UDIN: A03277F000851475  
Peer Review No. : 1564/2021**

This report is to be read with our letter of even date which is annexed as Annexure B and forms an integral part of this report.

**Annexure A**

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

**Annexure B**

To  
The Members,  
DCM Limited  
Unit Nos. 2050 to 2052,  
2<sup>nd</sup> Floor, Plaza - II, Central Square, 20,  
Manohar Lal Khurana Marg, Bara Hindu Rao,  
Delhi – 110006

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure the correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. The Secretarial Audit report is neither as assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Pragnya Pradhan & Associates  
Company Secretaries**

**Sd/-  
Place: Pragnya Parimita Pradhan  
ACS No. 32778  
C P No.: 12030  
UDIN: A03277F000851475  
Peer Review No. : 1564/2021**

**Place: New Delhi  
Date: July 29, 2024**

## ANNEXURE-IV-A

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
 FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024  
*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014, as amended]*

To,  
 The Members,  
 DCM INFOTECH LIMITED  
 Unit Nos. 2050 to 2052, 2nd Floor,  
 Plaza II, Central Square, 20,  
 Manohar Lal Khurana Marg,  
 Bara Hindu Rao, Central Delhi  
 Delhi - 110006

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **DCM INFOTECH LIMITED**, (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, e-Forms and returns filed and other records maintained by the Company and also the information provided by the Company to us, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, e-forms and returns filed and other records maintained by **DCM INFOTECH LIMITED** for the financial year ended on 31<sup>st</sup> March, 2024, according to the provisions of:

- 1) The Companies Act, 2013 ('the Act') and the rules made there under;
- 2) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- 3) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 4) Relevant provisions of the Securities Contracts (Regulation) Act, 1956, various Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, as amended, as the Company is a closely held Public Limited Company and also the material wholly owned subsidiary of listed entity namely DCM Limited.

We have relied on the systems/mechanism formed by the Company for compliances under other Applicable Acts, laws and regulations applicable to the Company and the management explanation in this regard.

We have examined compliances of the Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance of the Companies Act, 2013 read with relevant rules, Acts and regulations as stated above. We further report that during the period under review:

- The Company has paid the final dividend of Rs. 3.00/- (30%) per equity shares of Rs.10/- each on paid up equity capital of the Company for the financial year ended March 31, 2023.

**For Pragnya Pradhan & Associates**  
**Company Secretaries**

Sd/-  
 (Pragnya Parimita Pradhan)  
 ACS No. : 32778  
 C P No. : 12030  
 UDIN: A032778F000399826  
 PR No. : 1564/2021

**Place: New Delhi**  
**Date: May 18, 2024**

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

**Annexure A**

To,  
 The Members,  
 DCM INFOTECH LIMITED  
 Unit Nos. 2050 to 2052,  
 2<sup>nd</sup> Floor, Plaza - II, Central Square,  
 20, Manohar Lal Khurana Marg,  
 Bara Hindu Rao, Central Delhi - 110006.

Our report of even date is to be read along with this letter.

- 1) Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure the correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- 4) Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- 6) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Pragnya Pradhan & Associates**  
**Company Secretaries**

Sd/-  
 (Pragnya Parimita Pradhan)  
 ACS No. : 32778  
 C P No. : 12030  
 UDIN: A032778F000399826  
 PR No. : 1564/2021

**Place: New Delhi**  
**Date: May 18, 2024**

## ANNEXURE -V

## NOMINATION AND REMUNERATION POLICY

## 1. Preamble

This Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"). This Policy was approved by the Board of Directors of the Company.

## 2. Definitions

- a) "Board":- means Board of Directors of the Company as constituted from time to time under the Companies Act, 2013.
- b) "Director":- means Directors of the Company.
- c) "Committee":- Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, from time to time under the Companies Act, 2013.
- d) "Company":- means DCM Limited.
- e) "Independent Director":- As defined in Listing Regulations and/ or under the Companies Act, 2013 and relevant rules thereto.
- f) "Key Managerial Personnel" shall bear the meaning ascribed to it in sub-section 51 of Section 2 of the Companies Act, 2013.
- g) "Senior Management" shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and/ or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, shall have the meaning respectively assigned to them therein.

## 3. Key Principles

The following principles guide the design of remuneration under this Policy:

- (i) Attract, retain and motivate the right talent, including the directors, Key Managerial Personnel, Senior Management Personnel and employees, required to meet the goals of the Company.
- (ii) Remuneration to the Directors, Key Managerial Personnel, and Senior Management Personnel is aligned with the short term and long term goals and performance of the Company.
- (iii) Promote the culture of meritocracy, performance and accountability. Give appropriate weightage to individual and overall Company's performance.
- (iv) Reflect market trends and practices, competitive positions to attract the required talent.

## 4. Appointment Criteria And Qualifications

- (i) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, Key Managerial Personnel, or at Senior Management Personnel level and recommend to the Board his/ her appointment.
- (ii) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

## 5. Remuneration to Managing Director(s) / Whole Time Director(s) and Key Managerial Personnel

- (i) The Board, on the recommendation of the Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits permissible under the law.
- (ii) The Board, on the recommendation of the Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company
- (iii) The remuneration of Executive Directors and Key Managerial Personnel will include the following components:
  - a) Basic Pay
  - b) Commission / Variable Component / Bonus
  - c) Perquisites and Allowances
  - d) Retirement Benefits

## 6. Remuneration to Non Executive and Independent Directors

- (i) The Board on the recommendation of the Committee shall review and approve the remuneration payable to the Non-Executive Directors of the Company within the overall limits permissible under the law.
- (ii) The Non- Executive and Independent Directors would be paid remuneration by way of sitting fees for attending meetings of Board or Committee thereof and profit related commission as may be recommended by the Committee and as permissible under the law.

## 7. Remuneration to Senior Management Personnel

All remuneration, in whatever form, payable to Senior Management Personnel of the Company should be recommended by the Committee to the Board for its approval.

## 8. Remuneration to Other Employees

Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

## 9. Evaluation

The Committee shall carry out evaluation of performance of every Director of the Company.

## 10. Amendments

The Committee may recommend amendments to this Policy from time to time as it deems appropriate.

**SALIENT FEATURES OF THE AGREEMENT PURSUANT TO REGULATION 30A READ WITH CLAUSE 5A TO PARA A OF PART A OF SCHEDULE III OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED FROM TO TIME**

S. No.	Disclosure Requirement	Information
a)	if the listed entity is a party to the agreement, i. details of the counterparties (including name and relationship with the listed entity);	The listed entity (i.e. DCM Limited) is not party to the DCM Family arrangement dated 31.03.2010 (referred as Agreement hereinafter).
b)	if listed entity is not a party to the agreement, i. name of the party entering into such an agreement and the relationship with the listed entity; ii. details of the counterparties to the agreement (including name and relationship with the listed entity); iii. date of entering into the agreement.	i. Parties to the said agreement are as follows: a) Dr. Vinay Bharat Ram (VBR) b) Late Mrs. Panna Bharat Ram (PBR) c) Mr. Sumant Bharat Ram (SBR) d) Mr. Hemant Bharat Ram (HBR) The above parties to the agreement are promoters of the listed entity. ii. NIL iii. 31.03.2010
c)	purpose of entering into the agreement;	To divide and separate the shareholdings of listed and/or unlisted entities and/or other assets held by the family of the parties to the said Agreement between HBR and SBR.
d)	shareholding, if any, in the entity with whom the agreement is executed;	The said Agreements are signed between the Promoters of the listed entity which deals with the shareholding in the listed entity. No Agreement was signed with the listed entity.
e)	significant terms of the agreement (in brief);	The Management and control of the businesses of listed entity inter alia with other assets of the family have been divided between HBR and SBR, in terms of the agreement demerged entity DCM Nouvelle Limited (textile business) has already been formed and shares transferred to HBR and DCM Limited has been retained by SBR.
f)	extent and the nature of impact on management or control of the listed entity;	The Management and control of the businesses of listed entity inter alia with other assets of the family have been divided between HBR and SBR. In terms of the Agreement demerged entity DCM Nouvelle Limited has already been formed and shares transferred to HBR and DCM Limited has been retained by SBR.  There is no direct impact of the Agreement except that VBR has filed certain proceeding with ADM at New Delhi claiming certain rights against SBR that may potentially impact promoter shareholding
g)	details and quantification of the restriction or liability imposed upon the listed entity;	NIL
h)	Whether, the said parties are related to promoter/promoter group/group companies in any manner. If yes, nature of relationship;	All the Parties to the said Agreement are immediate relatives and Promoters of listed entity.
i)	whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	Not-applicable
j)	in case of issuance of shares to the parties, details of issue price, class of shares issued;	Not- Applicable
k)	any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.;	Not-applicable
l)	in case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s): i. name of parties to the agreement; ii. nature of the agreement; iii. date of execution of the agreement; iv. details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier); v. reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	Not Applicable

**DETAILS OF SUBSISTING AGREEMENT PURSUANT TO REGULATION 30A READ WITH CLAUSE 5A TO PARA A OF PART A OF SCHEDULE III OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED FROM TO TIME**

S. No.	Disclosure Requirement	Information
a)	<p>if the listed entity is a party to the agreement,</p> <p>i. details of the counterparties (including name and relationship with the listed entity);</p>	<p>I. Shareholder Agreement dated 16.02.2004 (<b>referred as “Shareholder Agreement”</b>).</p> <p>DCM Limited (i.e. Listed Company) is Party to the Shareholder Agreement Followings are the details of the Counter Parties in the Shareholders Agreement:</p> <ol style="list-style-type: none"> <li>1. DCM Estate and Infrastructure Limited (now known as Purearth Infrastructure Limited [referred to as 'Purearth'] Joint Venture Company')</li> <li>2. Tiara Investment Holdings Limited (“<b>Tiara</b>”)</li> <li>3. <b>DCM Affiliates</b> consist of following: <ol style="list-style-type: none"> <li>i. DCM Employees Welfare Trust</li> <li>ii. Lotus Finance and Investment Private Limited</li> <li>iii. Lotte Holdings Private Limited</li> <li>iv. Midopa Holdings Private Limited</li> <li>v. Xonix Enterprises Private Limited</li> <li>vi. DCM Technologies Ltd. (now known as Unison International IT Services Ltd.)</li> </ol> <p>Affiliates companies at Sr. no. 3 (ii) to 3(v) are merged under a court approved scheme with Aggresar Leasing &amp; Finance Pvt. Ltd.</p> </li> </ol> <p>II. Amendment and Supplementary Agreement dated 11.02.2021 to the aforesaid Shareholder Agreement (<b>referred as ‘Amendment and Supplementary Agreement’</b>).</p> <p>DCM Limited is party to the Amendment and Supplementary Agreement. Followings are the details of the Counter Parties in the Amendment and Supplementary Agreement:</p> <ol style="list-style-type: none"> <li>1. Mr. Sumant Bharat Ram</li> <li>2. Aggresar Leasing and Finance Private Limited</li> <li>3. Unison International IT Services Limited</li> </ol> <p>(Listed entity and the persons mentioned in (1) to (3) of II above are collectively referred to as “<b>DCM and its Affiliates</b>”)</p> <ol style="list-style-type: none"> <li>4. Tiara Investment Holdings Limited (“<b>Tiara</b>”)</li> <li>5. Mr. Sat Pal Khattar</li> <li>6. TIL Investments Private Limited</li> </ol> <p>(Tiara and the persons mentioned in (4) to (6) of II above are collectively referred to as “<b>Tiara and its Associates</b>”)</p> <ol style="list-style-type: none"> <li>7. Purearth Infrastructure Limited (“<b>Purearth</b>”).</li> </ol>
b)	<p>if listed entity is not a party to the agreement,</p> <ol style="list-style-type: none"> <li>i. name of the party entering into such an agreement and the relationship with the listed entity;</li> <li>ii. details of the counterparties to the agreement (including name and relationship with the listed entity);</li> <li>iii. date of entering into the agreement.</li> </ol>	<b>NOT APPLICABLE</b>
c)	purpose of entering into the agreement;	The shareholder agreement was executed to records the terms and conditions for enhancing the shareholding of Tiara in Purearth to 59.09%. The Amendment and Supplementary Agreement dated 11.02.2021 was entered into to amend the existing provision of share transfer restriction applicable to shareholder under the existing shareholders agreement.

S. No.	Disclosure Requirement	Information
d)	shareholding, if any, in the entity with whom the agreement is executed;	The Company holds 16.56 in Purearth / Joint Venture. DCM affiliates collectively hold 28.73% in the Joint Venture Company.
e)	significant terms of the agreement (in brief);	<p><b>I. Shareholders Agreement dated 16.02.2004</b></p> <ol style="list-style-type: none"> <li>i. Tiara shall subscribe and shall get allotted 2.60 crore equity shares of face value of Rs.10/- each at par value within 30 days of the effective date of subject to all lawful compliances as may be necessary.</li> <li>ii. All future amendment of shares capital convertible security and like shall be made only with mutual consent of the shareholders group.</li> <li>iii. The Joint Venture Company shall be managed by its Board of Directors having a representative from both the parties (i.e. 'DCM and its Affiliates' and 'Tiara and its Associates') as well as the Directors nominated by Financial Institutions and Banks. The Board of Directors shall appoint one of the nominee Directors of Tiara to be Chairman of Joint Venture Company.</li> <li>iv. The Joint Venture Company shall not undertake any action on certain specific matters stated in the shareholders agreement unless such actions have been approved by affirmative vote of majority of Directors which affirmative vote of the majority shall include at least one Director each nominated by either shareholders group.</li> <li>v. The Transfer or disposal of shares of joint venture Company by any party to the agreement be first offered to the other party of the Shareholder Agreement.</li> </ol> <p><b>II Amendment and Supplementary Agreement dated 11.02.2021</b></p> <ol style="list-style-type: none"> <li>i. There is a general prohibition on shareholders from encumbering or transferring their shares in Joint Venture Company. A shareholder may transfer or encumber its shares only with prior written consent of the board of directors of Purearth and of shareholders who individually or collectively hold more than 51% of the fully paid-up share capital in Joint Venture Company.</li> <li>ii. The Company shall not directly or indirectly transfer its shares in Joint Venture Company until subsistence of its undertaking(s) given in the Scheme of restructuring under the Company Petition no. 251/2000, approved by the Hon'ble Delhi High Court and also given to DCM Techno Plaza &amp; Green Acres Flat Buyers Association not disposing-off its shares in Purearth until completion and conveyancing of the real estate development project being developed by Purearth (referred as the said DCM Undertaking).</li> <li>iii. Subject to point (i) and (ii) above, the following principles apply: <ul style="list-style-type: none"> <li>• all share transfers by a shareholder are subject to a right of first refusal of the other shareholders.</li> <li>• In case Company proposes to transfer any shares, each of the remaining shareholders who do not exercise their right of first refusal have a right of co-sale in the proposed transfer. In case of other shareholders (other than the Company), the right of co-sale applies to all shareholders (other than the Company) who do not exercise their right of first refusal.</li> </ul> </li> <li>iv. Shareholders holding more than 51% of the fully paid-up share capital of Joint Venture Company have the right to drag the other shareholders to sell shares to a third party. The transfer shall not be done at a value lower than the fair market value of the all the shares as determined by an internationally reputed merchant banker. However, the Company may be dragged only if the said DCM Undertaking is not valid and subsisting and/ or consent of DCM Techno Plaza &amp; Green Acres Flat Buyers Association has been obtained by the Company to dispose of its shareholding in Purearth.</li> <li>v. If a transaction is likely to result in Company's promoters/ promoter group ceasing to retain control of the Company, then prior to, or simultaneously with the consummation of such transaction, Tiara and its Associates and DCM Affiliates have a put option on the Company. The put price shall not be less than the fair market value of the shares as determined by an internationally reputed merchant banker jointly nominated by Tiara and the Company.</li> </ol>

Annexure - VI-A to the Directors' Report continued

S. No.	Disclosure Requirement	Information
f)	extent and the nature of impact on management or control of the listed entity;	There is no impact on the management and control on the Company
g)	details and quantification of the restriction or liability imposed upon the listed entity;	Please refer para "e" above.
h)	Whether, the said parties are related to promoter/promoter group/group companies in any manner. If yes, nature of relationship;	<p>a) Purearth is a joint venture company to the Company. Therefore, Purearth and Company are related parties as per Regulation 2(zb) of SEBI Listing Regulations.</p> <p>b) <u>Mr. Sumant Bharat Ram</u> - He controls the Company by virtue of his 48.49% shareholding in the Company. Therefore, he is a related party to the Company as per Regulation 2(zb) of SEBI Listing Regulations.</p> <p>c) <u>Aggresar Leasing and Finance Private Limited</u> - This entity is controlled by Mr. Suman Bharat Ram by virtue of his 99.98% shareholding in Aggresar Leasing and Finance Private Limited. Therefore, it is a related party to the Company as per Regulation 2 (zb) of SEBI Listing Regulations.</p> <p>d) <u>Unison International IT Services</u> - It is a subsidiary of Aggresar Leasing and Finance Private Limited, and is indirectly controlled by Mr. Sumant Bharat Ram. Therefore, it is a related party to the Company as per Regulation 2 (zb) of SEBI Listing Regulations.</p>
i)	whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	The Shareholders Agreement and Amendment and Supplementary Agreement are not a related party transaction. It is neither a specified transaction covered by Section 188(1) of Companies Act, 2013 or involves a contract or arrangement for transfer of resources, services, or obligations between the Company and Purearth.
j)	in case of issuance of shares to the parties, details of issue price, class of shares issued;	In terms of Shareholders Agreement dated 16.02.2004, Joint Venture Company had issued 2.60 crores equity shares of face value of Rs. 10/- each at par to <b>Tiara</b> .
k)	any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.;	Please refer to Para "e" above.
l)	in case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s): i. name of parties to the agreement; ii. nature of the agreement; iii. date of execution of the agreement; iv. details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier); v. reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	Not Applicable



## CORPORATE GOVERNANCE REPORT

## 1. CORPORATE GOVERNANCE PHILOSOPHY

Corporate Governance is about credibility, transparency and accountability of the Board and Management towards shareholders and other investors of the Company. We believe in a Board of appropriate size, composition and commitment to adequately discharge its responsibilities and duties. We consistently review on a periodical basis all systems, policies and delegations so as to establish adequate and sound systems of risk management and internal control.

Through the Governance mechanism in the Company, the Board along with its Committees undertakes its fiduciary responsibilities to all its stakeholders by ensuring transparency, fair play and independence in its decision making.

Given below is a brief report for the year April 01, 2023 to March 31, 2024 on the practices followed at DCM Limited towards achievement of good Corporate Governance.

## 2. BOARD OF DIRECTORS

**Composition and Category of Directors, attendance of the Directors at the Board Meetings and the last Annual General Meeting (AGM), Outside Directorship(s) and Membership(s) or Chairmanship(s) of Board Committees, name of the Listed entities wherein directorship held along with category of Directorship held in that listed Company and numbers of shares or convertible instruments held.**

Above information as on March 31, 2024, as applicable, is tabulated hereunder:

**Composition of the Board**

As at March 31, 2024, in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as 'SEBI Listing Regulations'), the Company's Board of Directors comprised of total Seven (7) directors namely Mr. Bipin Maira, Chairman, Mr. Jitendra Tuli, Managing Director, Mr. Sumant Bharat Ram, Dr. Kavita A Sharma, Prof. Sudhir Kumar Jain, Mr. Vinay Sharma and Mr. Shayam Sunder Sharma.

Further As at March 31, 2024, the Board of Directors of the Company consists of appropriate number of Executive Director(s), Independent Director(s) and Non-Executive Director(s) in conformity with the provisions of SEBI Listing Regulations. Mr. Bipin Maira is Non-Executive Chairman & Independent Director of the Company. Mr. Jitendra Tuli is Managing Director of the Company. Mr. Vinay Sharma is Executive Director (Business Operations) of the Company. Dr. Kavita A Sharma is Independent Woman Director of the Company. Prof. Sudhir Kumar Jain is Independent Director of the Company. Mr. Sumant Bharat Ram and Mr. Shayam Sunder Sharma are Non Independent Non-Executive Directors of the Company.

All the directors bring with them rich and varied experience in different facets of the corporate functioning. They play an active role in the meetings of the Board.

Name of Director	DIN	Category of Director*	Number of equity shares of the Company held	No. of Board meetings held during tenure of directors in FY 2023-24	No. of Board meetings attended	Attendance at last AGM held on 28.09.2023	No. of outside Directorships held#	No. of membership(s) / Chairmanship(s) in Board Committees ##		Name of Listed entities in which the outside directorships held & category of Directorship
								Member	Chairman / Chairperson	
Mr. Bipin Maira**	05127804	I-NED	-	7	7	Yes	1	3	2	-
Mr. Jitendra Tuli^	00272930	MD	-	7	7	Yes	2	4	1	DCM Nouvelle Limited (NI-NED)
Prof. Sudhir Kumar Jain***	06419514	I-NED	-	7	6	Yes	-	2	1	-
Mr. Sumant Bharat Ram	00052833	PD, NI-NED	90,56,932	7	5	Yes	11	1	1	-
Dr. Kavita A Sharma^^	07080946	I-NED	-	7	6	Yes	1	2	6	Universal Cables Limited (I-NED)
Mr. Vinay Sharma^^^	08977564	ED	-	7	7	Yes	-	-	-	-
Mr. Shayam Sunder Sharma	00272803	NI-NED	-	7	7	Yes	8	2	-	FCS Software Solutions Limited-(I-NED)

ED – Executive Director; PD - Promoter Director; I-NED- Independent –Non Executive Director; NED –Non Executive Director; NI-NED- Non- Independent –Non Executive Director; MD – Managing Director.

\*Category of Directors is as on March 31, 2024.

#Directorships held in all other companies (including Section 8 company & foreign companies) are considered except Directorship held in DCM limited.

##Membership(s)/Chairmanship(s) of only Audit Committee and Share Transfer, Finance Facilities and Stakeholders Relationship Committee (i.e. Stakeholder Relationship Committee) held by Directors in all the companies including DCM Limited have been considered. Further, Committee Membership count includes the count of Committee Chairmanship as per FAQ issued by National Stock Exchange of India Limited(NSE).

\*\*Mr. Bipin Maira ceased to be an Independent Director of the Company upon completion of his 2<sup>nd</sup> term of five (5) consecutive years with effect from close of business hours on August 3, 2024. He also ceased to be Chairman of the Board of Directors of the Company with effect from the close of business hours on August 3, 2024.

\*\*\*Prof. Sudhir Kumar Jain, ceased to be an Independent Director of the Company upon completion of his 2<sup>nd</sup> term of five (5) consecutive years with effect from close of business hours on August 3, 2024.

^Mr. Jitendra Tuli has resigned from position of Managing Director of the Company with effect from the close of business hours on August 3, 2024. However he continues on the Board as Non-Executive Non-Independent Director of the Company with effect from August 4, 2024. Further he has been appointed as Non-Executive Chairman of the Board of Directors of the Company with effect from August 4, 2024.

^^Dr. Kavita A Sharma has been reappointed as Independent Woman Director of the Company for 2<sup>nd</sup> term of five (5) years with effect from November 14, 2024 upto November 13, 2029 (both days inclusive) subject to approval of shareholders of the Company.

^^^Mr. Vinay Sharma, Executive Director (Business Operations) of the Company has been appointed as Managing Director of the Company for a period of three (3) years with effect from August 4, 2024 subject to approval of shareholders of the Company.

*Note: Directors attended the Annual General Meeting held on September 28, 2023, through video conferencing facility provided by the NSDL.*

Mr. Ajay Vir Jakhar (DIN: 00156804), has been appointed as an Independent Director of the Company for 1st term of five (5) years with effect from August 4, 2024 upto August 3, 2029 (both days inclusive) subject to approval of members of the Company.

Mr. Aditya Katoch (DIN: 05197924), has been appointed as an Independent Director (Non Executive) of the Company for 1<sup>st</sup> term of five (5) years with effect from August 4, 2024 upto August 3, 2029 (both days inclusive) subject to approval of members of the Company.

Mr. Yuv Bharat Ram (DIN: 08558056), has been appointed as an Additional Director of the Company with effect from August 4, 2024.

Mr. Rahil Bharat Ram (DIN: 08839924), has been appointed as an Additional Director of the Company with effect from August 4, 2024.

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

During the year under review, the Board met seven (07) times on May 17, 2023, May 29, 2023, July 29, 2023 August 11, 2023, November 08, 2023, February 07, 2024 and February 13, 2024 The maximum time gap between any two consecutive Board Meetings was less than one hundred and twenty days. All material information was circulated to the directors before the meeting and/or placed at the meeting, including prescribed information required to be made available to the Board as prescribed under Part A of Schedule II of the SEBI Listing Regulations.

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

**Skills/Expertise/Competence of the Board of Directors:**

The below matrix provide the detail of core skills / expertise's / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

Skills/Expertise/Competencies of the Directors					
Name of Director	Knowledge on Company's businesses, policies and major risks / threats and potential opportunities and knowledge of the industry in which the Company operates.	Behavioral skills- attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company.	Business Strategy, Corporate Governance, Administration, Decision Making.	Financial and Management skills.	Technical/ Professional skills and specialized knowledge in relation to Company's business.
Mr. Bipin Maira	Yes	Yes	Yes	Yes	Yes
Mr. Jitendra Tuli	Yes	Yes	Yes	Yes	Yes
Mr. Vinay Sharma	Yes	Yes	Yes	Yes	Yes
Prof. Sudhir Kumar Jain	Yes	Yes	Yes	Yes	Yes
Mr. Sumant Bharat Ram	Yes	Yes	Yes	Yes	Yes
Dr. Kavita A Sharma	Yes	Yes	Yes	Yes	Yes
Mr. Shayam Sunder Sharma	Yes	Yes	Yes	Yes	Yes

All the Independent Directors of the Company have given declaration(s) and have confirmed that they meet the criteria of independence as provided in the Section 149(6) of the Companies Act, 2013 read with rule made thereunder, as amended from time to time and Regulation 16 (1)(b) of SEBI Listing Regulations and they are not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact their liability to discharge their duties with an objective independent judgment and without any external influence.

Based upon the declaration and confirmation received from the Independent Directors of the Company under the provision of Section 149(6) of the Companies Act, 2013 read with rule made thereunder, as amended Regulation 16(1)(b) of SEBI Listing Regulations, the Board is of the opinion that all the Independent Directors fulfill the conditions specified in the SEBI Listing Regulations & the Companies Act, 2013, as amended are independent of the management of the Company.

No Independent Director has resigned, before expiry of his/her tenure, during the financial year 2023-24.

**3. Compliance with the Code of Conduct**

The Company's Board has laid down a Code of Conduct for all the Board members and Senior Management personnel of the Company, which has been provided to all concerned executives. The updated Code also incorporates the duties of Independent Directors of the Company. The Code of Conduct is available on the website of the Company at weblink: <https://dcm.in/wp-content/uploads/2024/08/Code-of-conduct-Directors-and-Senior-Management.pdf>

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

**4. Audit Committee**

As on March 31, 2024, the Audit Committee of the Company consists of three directors namely Dr. Kavita A Sharma, Chairperson, Mr. Bipin Maira and Prof. Sudhir Kumar Jain as members. The powers, role and terms of reference of the Audit Committee covers the areas as contemplated under Regulation 18 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013, as applicable, besides other terms as referred by the Board of Directors.

At present, the Audit Committee of the Company consists of three directors namely Dr. Kavita A Sharma, Chairperson, Mr. Ajay Vir Jakhar and Mr. Vinay Sharma as members.

The broad terms of reference of Audit committee as on March 31, 2024, include, inter-alia, systematic review of accounting policies & practices, financial reporting process, adequacy of internal control systems and internal audit function and quarterly/half-yearly financial statements. It also recommends the appointment and fee of Statutory Auditors, Internal Auditors, Cost Auditors, and Secretarial Auditors. Dr. Kavita A Sharma and Mr. Bipin Maira have knowledge of finance and accounts and Prof. Sudhir Kumar Jain has expertise in managerial economics and has knowledge of finance.

Audit Committee meetings are attended by Chief Financial Officer of the Company. Representatives of Statutory Auditors, Cost Auditors and Internal Auditors also attend the Audit Committee meetings on invitation.

During the year April 01, 2023 to March 31, 2024, Seven (7) Audit Committee meetings have taken place on May 17, 2023, May 29, 2023, July 29, 2023 August 11, 2023, November 08, 2023, February 07, 2024 and February 13, 2024 The attendances of each director at these meetings were as under:

S. No.	Name	Designation	No. of meetings held during tenure of directors in FY 2023-24	No. of meetings attended
1.	Dr. Kavita A Sharma	Chairperson	7	6
2.	Mr. Bipin Maira	Member	7	7
3.	Prof. Sudhir Kumar Jain	Member	7	6

The composition and terms of reference of the Audit Committee are in conformity with the relevant provisions of SEBI Listing Regulations and the Companies Act, 2013, as amended.

#### 5. Nomination and Remuneration Committee

The powers, role and terms of reference of the Nomination and Remuneration Committee covers the areas as contemplated under Regulation 19 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013, as amended from time to time, besides other terms as referred by the Board of Directors of the Company. As on March 31, 2024, the 'Nomination and Remuneration Committee' comprised of three directors namely Dr. Kavita A Sharma, Chairperson, Mr. Bipin Maira and Prof. Sudhir Kumar Jain as members.

At present, the Nomination and Remuneration Committee of the Company consists of three directors namely Dr. Kavita A Sharma, Chairperson, Mr. Aditya Katoch and Mr. Jitendra Tuli as members.

#### Terms of Reference

The broad terms of reference of the Nomination and Remuneration Committee inter-alia include recommending a policy relating to remuneration of directors and senior management personnel, formulation of criteria and identify persons who may be appointed as directors or senior management of the Company, Board diversity and any other matters which the Board of Directors may direct from time to time.

During the year April 01, 2023 to March 31, 2024, Two (2) meetings of the 'Nomination and Remuneration Committee' have taken place on August 11, 2023 and February 13, 2024. The attendance of each director at these meetings was as under:

S. No.	Name	Designation	No. of meetings held during tenure of directors in FY 2023-24	No. of meetings attended
1.	Dr. Kavita A Sharma	Chairperson	2	1
2.	Mr. Bipin Maira	Member	2	2
3.	Prof. Sudhir Kumar Jain	Member	2	2

#### Performance Evaluation criteria for Independent Directors

The performance evaluation criteria for Independent Directors was such as qualification, experience, knowledge, competency, availability, attendance, commitment, contribution of the individual directors to the Board and Committee meetings and fulfillment of independence criteria by them and

their independence from the management. The performance evaluations of Independent Directors were done by the entire Board of Directors and in the evaluation, the directors who are subject to evaluation had not participated.

#### 6. Remuneration of Directors

During the year under review, there was no pecuniary relationship or transactions of the non-executive directors vis-à-vis the Company. Non-Executive Directors were only paid sitting fees for attending the meetings of Board of Directors and Committees thereof.

The details of sitting fee & remuneration paid/payable to directors of the Company during the year April 01, 2023 to March 31, 2024 are as under:

S. No.	Name	Sitting Fees Paid' (Rs.)	Salary & Allowances (Rs.)	Perquisites (Rs.)	Contribution to PF etc. (Rs.)	Commission and performance linked Incentive (Rs.)	Total (Rs.)
1.	Mr. Bipin Maira	1,40,000	-	-	-	-	1,40,000
2.	Mr. Jitendra Tuli	90,000	-	-	-	-	90,000
3.	Dr. Kavita A Sharma	1,00,000	-	-	-	-	1,00,000
4.	Prof. Sudhir Kumar Jain	1,20,000	-	-	-	-	1,20,000
5.	Mr. Sumant Bharat Ram	50,000	-	-	-	-	50,000
6.	Mr. Vinay Sharma	-	19,35,055	-	50,484	-	19,85,539
7.	Mr. Shayam Sunder Sharma	70,000	-	-	-	-	70,000
	<b>TOTAL</b>	<b>5,70,000</b>	<b>19,35,055</b>	<b>-</b>	<b>50,484</b>	<b>-</b>	<b>25,55,539</b>

#Sitting fee paid to directors not to be considered as part of their respective remuneration in terms of relevant provisions of the Companies Act, 2013, as amended.

#### Service Contract and Severance Fees

- Mr. Vinay Sharma was appointed as Whole Time Director and designated as Executive Director (Business Operations) of the Company w.e.f. September 01, 2022. The remuneration of Mr. Vinay Sharma, Executive Director (Business Operations) of the Company was fixed by the Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee. His appointment and remuneration was subsequently approved by the shareholders of the Company in the 132nd AGM of the Company held on September 30, 2022. Either of aforesaid Executive Director or Company can terminate the appointment by giving to other, 3 calendar months' notice in writing. His appointment is governed by the resolution of the Board of Directors and shareholders of the Company which covers the terms & conditions of his appointment.

Mr. Vinay Sharma, Executive Director (Business Operations) of the Company has been appointed as Managing Director of the Company for a period of three (3) years with effect from August 4, 2024 subject to approval of shareholders of the Company.

- Mr. Jitendra Tuli, Managing Director of the Company has not drawn any remuneration from the Company. The Company has paid sitting fees to him for his attending the meeting(s) of Board of Directors and

Committee(s) thereof. He has resigned from position of Managing Director of the Company with effect from the close of business hours on August 3, 2024. However he continues on the Board as Non-Executive Non-Independent Director of the Company with effect from August 4, 2024. Further he has been appointed as Non-Executive Chairman of the Board of Directors of the Company with effect from August 4, 2024.

- Non- Executive Directors are only paid sitting fees for attending the meetings of Board of Directors and Committees thereof.

**Stock Option Scheme:** The Company does not have any Stock Option Scheme for any of its directors or employees.

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

The powers, role and terms of reference of the Share Transfer, Finance Facilities and Stakeholders' Relationship Committee covers the areas as contemplated under Regulation 20 of SEBI Listing Regulations and Section 178 of the Companies Act, 2013, as amended, besides other terms as referred by the Board of Directors of the Company.

As on March 31, 2024, 'Share Transfer, Finance Facilities and Stakeholders' Relationship Committee comprised of three Directors namely Prof. Sudhir Kumar Jain, Chairman, Mr. Jitendra Tuli and Mr. Bipin Maira, as members.

At present, 'Share Transfer, Finance Facilities and Stakeholders' Relationship Committee comprised of three Directors namely Mr. Jitendra Tuli, Chairman, Dr. Kavita A Sharma, Mr. Shayam Sunder Sharma, as members.

During the year April 01, 2023 to March 31, 2024 Four (4) meetings of the 'Share Transfer, Finance Facilities and Stakeholders' Relationship Committee' have taken place on June 06, 2023 August 18, 2023 , November 22, 2023 and March 14, 2024.

The attendance of directors at meetings of 'Share Transfer, Finance Facilities and Stakeholders' Relationship Committee was as follows:

S. No.	Name	Designation	No. of meetings held during tenure of directors in FY 2023-24	No. of Committee meetings attended
1.	Prof. Sudhir Kumar Jain	Chairman	4	3
2.	Mr. Jitendra Tuli	Member	4	4
3.	Mr. Bipin Maira	Member	4	4

The status of complaints received, disposed off & pending during the year ended March 31, 2024 is as under

No. of Complaints Received during the financial year 2023-24	No. of Complaints not solved to the satisfaction of shareholders' / Investors'	No. of Complaints pending at the end of year i.e. 31.03.2024
5	0	0

#### 8. GENERAL BODY MEETINGS

##### Details of last three Annual General Meeting(s) (AGMs)

Year	Location	Date	Time	Details of Special Resolutions passed
2023	133 <sup>rd</sup> AGM was conducted via video conferencing facility from Central Square, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi-110006.	28.09.2023	12:30 P.M	Special Resolution pursuant to Regulation 17(IA) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for continuation of appointment of Mr. Jitendra Tuli (DIN 00272930), as a Director of the Company, whose office of Director is liable to retire by rotation
2022	132 <sup>nd</sup> AGM was conducted via video conferencing facility from Registered office of the Company situated at Unit Nos. 2050 to 2052, 2 <sup>nd</sup> Floor, Plaza II, Central Square, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi-110006.	30.09.2022	11:30 A.M.	1. Special Resolution pursuant to Sections 196, 197, 198, 203 and Schedule-V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, for Re-appointment of Mr. Jitendra Tuli (DIN :00272930) as Managing Director of the Company, for a further period of three (3) years with effect from October 1, 2022 to September 30, 2025, without remuneration. 2. Special Resolution pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended for the Approval of appointment of Mr. Vinay Sharma (DIN: 08977564), as Whole-Time Director designated as Executive Director (Business Operations) of the Company, w.e.f. September 1, 2022 for a period of three (3) years from September 1, 2022 up to August 31, 2025.
2021	131 <sup>st</sup> AGM was conducted via video conferencing facility from Registered office of the Company situated at Unit Nos. 2050 to 2052, 2 <sup>nd</sup> Floor , Plaza II, Central Square, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi-110006.	28.09.2021	11:00 A.M.	Special Resolution pursuant to Regulation 17(IA) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for continuation of appointment of Mr. Jitendra Tuli (DIN 00272930), as a Director of the Company, whose office of Director is liable to retire by rotation.

#### POSTAL BALLOTS

- Whether any Special Resolution passed last year through postal ballot and details of voting pattern** - No special resolution was passed through postal ballot in the last year.
- Person who conducted the postal ballot exercise** - Not Applicable
- Whether any special resolution is proposed to be conducted through postal ballot** – At present, there is no proposal to pass any special resolution through Postal Ballot.
- Procedure for Postal Ballot** – Not Applicable

**9. Means of Communication**

The quarterly/half yearly/annual financial results are announced within the stipulated period and are generally published in Financial Express (English) and Jansatta (Hindi) newspapers and are also forwarded to the stock exchanges (BSE Limited and National Stock Exchange of India Limited) as per requirements of SEBI Listing Regulations. The results are put up on their website(s) by the Stock Exchanges. All financial results and other shareholder information are also available at the website of the Company at <http://www.dcm.in>. The quarterly/half yearly financial results are not sent to shareholders individually.

No presentation of financial results has been made to Financial Institutions/ analysts during the year ended March 31, 2024.

**10. GENERAL SHAREHOLDER INFORMATION**

**i. Annual General Meeting**

Day & Date : Monday, September 30, 2024

Time : 12:30 P.M.

Venue : The Company is conducting its 134<sup>th</sup> AGM through VC/OAVM pursuant to the MCA General Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 5, 2020 read together with Circular No. 02/2021 dated January 13, 2021, Circular No. 2/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 and SEBI circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023 and October 7, 2023 and as such there is no requirement to have a venue for the AGM. For details, please refer to the Notice of this AGM.

**ii. Book Closure Date : September 24, 2024 to September 30, 2024**

(Both days inclusive)

**iii. Financial Year : April 01 to March 31**

**iv. Dividend Payment Date : Not Applicable**

**v. Listing :** Shares of Company are listed on following stock exchanges:

Name: BSE Limited

Address: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001.

Name: National Stock Exchange of India Limited

Address: Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai- 400051.

Listing fee up to financial year 2023-24 has been paid to both of above Stock Exchanges.

**vi. Stock code :** Securities code for Company's equity shares on the Stock Exchanges are as follows:

BSE Limited: 502820

National Stock Exchange of India Limited: DCM

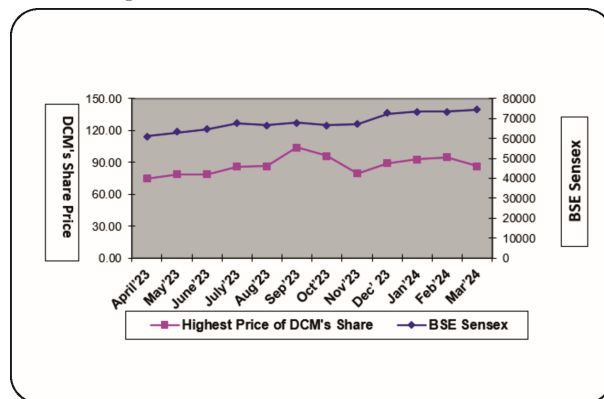
**vii. Stock Market Data and Share price performance in comparison to broad base indices**

**a) DCM LIMITED v/s BSE SENSEX**

Month	DCM LIMITED		BSE SENSEX	
	High	Low	High	Low
April-23	74.70	62.50	61209.46	58793.08
May-23	78.65	62.01	63036.12	61002.17
June-23	78.59	67.41	64768.58	62359.14
July-23	85.80	66.01	67619.17	64836.16
August-23	86.79	69.00	66658.12	64723.63
September-23	104.00	69.06	67927.23	64818.37
October-23	96.00	70.07	66592.16	63092.98
November-23	79.75	71.55	67069.89	63550.46
December-23	89.00	73.06	72484.34	67149.07
January-24	93.00	76.15	73427.59	70001.60
February-24	94.84	80.15	73413.93	70809.84
March-24	86.50	66.05	74245.17	71674.42

Source: BSE website

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

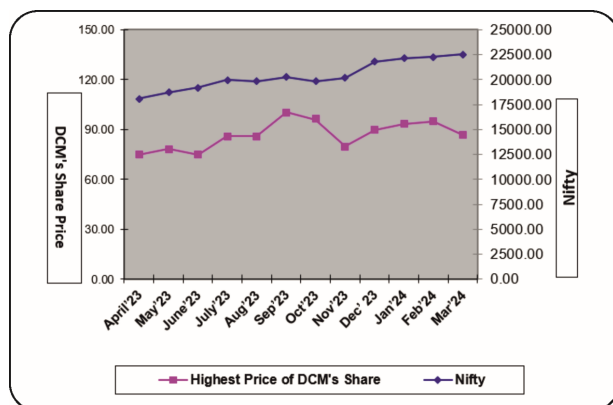


**b) DCM LIMITED vs. NIFTY**

	DCM LIMITED		NIFTY	
	High	Low	High	Low
April-23	75.00	62.00	18089.15	17312.75
May-23	78.50	62.90	18662.45	18042.40
June-23	74.70	67.05	19201.70	18464.55
July-23	85.85	65.85	19991.85	19234.40
August-23	85.90	70.05	19795.60	19223.65
September-23	100.50	70.50	20222.45	19255.70
October-23	96.00	70.45	19849.75	18837.85
November-23	79.65	70.85	20158.70	18973.70
December-23	89.70	72.65	21801.45	20183.70
January-24	93.35	76.40	22124.15	21137.20
February-24	94.90	80.00	22297.50	21530.20
March-24	86.75	68.35	22526.60	21710.20

Source: NSE website

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

**viii. Registrar & Share Transfer Agent**

MCS Share Transfer Agent Limited,  
F-65, Okhla Industrial Area, Phase I, New Delhi- 110020.  
Telephone Nos: 011-41406149-52,  
Email: [helpdeskreply@mcsregistrars.com](mailto:helpdeskreply@mcsregistrars.com).

**ix. Share Transfer System**

Share transfers, dividend payments and all other investor related activities are attended to and processed at the Office of the Company's Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Limited. For lodgement of deeds and any other documents or for any grievances/complaints, kindly contact MCS Share Transfer Agent Limited.

The Company's Shares are traded in the Stock Exchanges in compulsorily Demat mode as per Stock Exchanges Regulations. The Securities and Exchange Board of India (SEBI) vide gazette notification dated June 08, 2018 and vide its press release dated December 03, 2018, amended Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and had mandated to transfer securities only in dematerialized form w.e.f. April 01, 2019. SEBI vide its press release dated March 27, 2019 clarified that the transfer deeds lodged prior to deadline and returned due to deficiency in the document may be relogged for transfer even after the deadline of April 01, 2019. Further, SEBI vide its circular dated September 07, 2020 has fixed March 31, 2021 as the cut-off date for re-lodgement of such transfer deeds.

SEBI vide gazette notification no. SEBI/LAD-NRO/GN/2022/66 dated January 24, 2022 read with SEBI circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated that the companies shall effect issuance of certificates or receipts or advices, as applicable in dematerialized form only, while processing the service requests relating to Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal / Exchange of securities certificate, Endorsement, Sub-division / Splitting of securities certificate, Consolidation of securities certificates/folios, Transmission and Transposition.

**x. Distribution of shareholding as on March 31, 2024**

Category	No. of Equity Shares	% of Shareholding
Promoters and Promoters group	90,66,634	48.54
Mutual fund, FPIs, FIIs, Banks, Insurance Companies, Central Govt. and State Govt.(s)	6,35,665	3.40
Bodies Corporate	10,84,781	5.81
NRIs, Trusts and NBFC's	4,80,726	2.57
Individuals	64,20,226	34.37
Investor Education and Protection Fund (IEPF)	4,05,749	2.17
HUF, Clearing Member, Foreign Company/OCB	5,83,968	3.13
<b>TOTAL</b>	<b>1,86,77,749</b>	<b>100.00</b>

Shareholdings	No. of folios	No. of Equity Shares	% of Shareholding
Up to 5,000	23,693	13,98,960	7.49
5,001-10,000	742	5,89,682	3.16
10,001-50,000	664	14,52,226	7.77
50,001-1,00,000	88	6,42,911	3.44
Above 1,00,000	101	1,45,93,970	78.14
<b>Total</b>	<b>25,288</b>	<b>1,86,77,749</b>	<b>100.00</b>

**xi. Dematerialization of Shares and liquidity**

The process of conversion of shares from physical form to electronic form is known as dematerialization. For dematerializing the shares, the Shareholder has to open a demat account with a Depository Participant (DP). The Shareholder is required to fill in a Demat Request Form and submit the same along with the Share Certificate(s) to the DP. The DP will allocate a demat request number and shall forward the request physically and electronically, through NSDL/CDSL to the Registrar and Share Transfer Agent. On receipt of the demat request, both physically and electronically and after verification, the Shares are dematerialized, and an electronic credit of shares is given in the account of the Shareholder.

The Equity Shares of the Company are compulsorily tradable in Dematerialized form by all categories of investors and placed under rolling settlement by SEBI. The Company has signed agreement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialization of shares. ISIN of the Company for dematerialization of equity shares is INE 498A01018. As on March 31, 2024, 97.96% of paid-up share capital of the Company has been dematerialized.

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

**xii Outstanding ADRs/ GDRs / Warrants / Convertible Instruments, conversion date and likely impact on equity**

The Company has not issued any Global Depository Receipts (GDRs) or American Depository Receipts (ADRs). There are no warrants or any convertible instruments outstanding as on March 31, 2024.

**xiii. Location of Works:**

Engineering Division: Village Asron, District Shaheed Bhagat Singh Nagar (Punjab) - 144533

**xiv. Credit Rating** - The Company has nil outstanding debt instrument or any fixed deposit requiring credit rating.

**xv. Address for Correspondence**

The shareholders may address their communication to the Registrar and Share Transfer Agents at their address mentioned above or to the Company Secretary, DCM Limited, Unit Nos. 2050 to 2052, 2nd Floor, Plaza - II, Central Square, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi- 110006 or at exclusively designated e-mail ID for any grievance at [investors@dcm.in](mailto:investors@dcm.in)

**11. Other Disclosures**

- i. All the related party transactions are entered on arm's length basis and are in compliance with the applicable provisions of the Companies Act, 2013, as amended and the SEBI Listing Regulations. During the year, there are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large. Related party transactions have been dealt with in note no. 41 to the Standalone Financial Statements annexed. These transactions are not in conflict with the interest of the Company.

The Board of Directors of the Company has formulated 'Related Party Transaction Policy', which is available on website of the Company at web link: <https://dcm.in/wp-content/uploads/2024/08/RPT-Policy-DCM-Limited-1.pdf>

- ii. The Company has complied with the requirements of the Stock Exchanges /SEBI and Statutory Authorities on all matters related to the capital markets during the last three years. None of the Company's listed securities were suspended from trading during the financial year 2023-24.

As per the list of Top 2000 companies issued by BSE Limited, DCM Limited ('Company') ceased to be the part of top 2000 Companies as on 31.03.2021. Further list of Top 2000 companies listed on National Stock Exchange of India Limited (NSE) was not available on NSE website. Hence after the resignation of Dr. Vinay Bharat Ram the requirement of having Six (6) Directors on the Board was considered not to be applicable on the Company.

Later on the Company had received a letter from NSE wherein a link was provided containing the list of top 2000 companies as per NSE record. As per the list of Top 2000 Companies issued/provided by NSE, DCM Limited held 1497 position.

After learning from link of NSE that the Company held 1497 position in the list of top 2000 companies issued by NSE, the Company in order to make compliance of the aforesaid regulation, took immediate steps and Mr. Shayam Sunder Sharma was appointed as an Additional Director on the Board of Company in the Board Meeting held on August 28, 2021 and strength of the Board was increased to six (6) directors.

NSE issued two penalty notices dated August 20, 2021 and November 22, 2021 for Rs. 2,65,500/- and Rs. 3,42,200/- respectively for non-compliance with the requirement of minimum number of Directors on the Board of the Company for quarters ended June 30, 2021 and September 30, 2021 respectively.

Further two applications dated September 03, 2021 and dated December 03, 2021 respectively were submitted by the Company to NSE for waiver of the said penalty/fine aggregating to Rs. 6,07,700/- imposed by NSE on the Company in the aforesaid matter.

NSE vide its letter dated April 28, 2022 rejected both the applications of the Company for waiver of aforesaid fine of Rs. 6,07,700/-.

Therefore, the Company has made full payment of penalty of Rs. 6,07,700/- to NSE on May 05, 2022.

- iii. The Company has in place Vigil Mechanism/Whistle Blower policy which is also available on Company's website <http://www.dcm.in>. No personnel have been denied access to the audit committee.
- iv. All mandatory requirements as specified under SEBI Listing Regulations have been appropriately complied with. However, the Company has not adopted the non-mandatory requirements as specified in Part-E of Schedule II of SEBI Listing Regulations.
- v. Management Discussion and Analysis report forming part of the Annual Report is enclosed.

**vi. Disclosure regarding appointment or re-appointment of directors**

Pursuant to the Regulation 36 of SEBI Listing Regulations, the information required to be given, in case of the appointment of a new director or re-appointment of a director, is given along with the Notice of AGM and enclosed with this annual report.

**vii. Risk Management**

The Company has systems in place to inform the Board members about the Risk Assessment and Risk Minimization. These are being revised from time to time to ensure appropriate Risk Management and control. The requirement of constitution of Risk Management Committee as prescribed under Regulation 21 of SEBI Listing Regulations is not applicable on the Company.

**viii. Subsidiary Company**

As on April 01, 2023 and at March 31, 2024 the Company has five (5) subsidiaries and one associate company within the meaning of Section 2(87) and 2(6) of the Companies Act, 2013, as amended respectively.

All the Subsidiaries are managed by their respective Boards having the rights and obligations to manage such companies in the best interest of their stakeholders.

During the year under review, DCM Infotech Limited was Material Subsidiary of the Company. Accordingly the following requirements of SEBI Listing Regulations are duly complied:

- Composition of Board of Directors of unlisted material subsidiary as specified under Regulation 24(1); and
- requirement of obtaining Annual Secretarial Audit report for material subsidiary as specified under Regulation 24A read with SEBI Circular no. CIF/CFD/CMD1/27/2019 dated February 08, 2019.

All minutes of the Board meetings of unlisted subsidiary companies are placed before the Company's Board. All significant transactions and arrangements entered into by the unlisted subsidiary company are brought to the attention of Company's Board. The Board of Directors of the Company has formulated 'Material Subsidiary Policy', which is available on website of the Company at web link: <https://dcm.in/wp-content/uploads/2024/08/Material-Subsidiary-Policy.pdf>

The annual audited accounts of all the subsidiary companies and the related detailed information is available at the website of the Company at [www.dcm.in](http://www.dcm.in). The annual accounts of the subsidiary companies are also kept for inspection by any shareholders at the head/registered office of the Company and of the subsidiary companies concerned. Also the Company shall furnish a hard copy of details of accounts of subsidiaries to any shareholder on request.

**ix. CEO / CFO Certification**

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

**x.** The details of familiarization programme for Independent Directors is available on website of the Company at weblink: <http://dcm.in/wp-content/uploads/2024/08/Familiarisation-Program-For-Independent-Directors.pdf>

**xi. Commodity price risk and commodity hedging activities and foreign exchange risk**

**1. Risk management policy of the Company with respect to commodities including through hedging**

In the Engineering Division, availability of consistent quality iron scrap gets affected during monsoon season. However, it does not have much impact as the Division manage the exposure by close monitoring of commodity price movements and ensuring the availability of iron scrap during this period to meet its production requirement by increasing its vendor base and/or stocking etc.

However during the Financial Year 2023-24, there was no production in the Engineering Division, due to lockout declared by Company w.e.f. October 22, 2019. Thus there was no procurement of iron scrap during the year.

The details of foreign currency exposure are disclosed in Annexure-I of the Director Report.

**2.** Details of exposure of the Company to material commodities and risks faced by it throughout the year as mandated by Regulation 34(3) read with clause 9(n) of Part C of Schedule V of the SEBI Listing Regulations and SEBI Circular SEBI/HO/ CFD/ CMD1 / CIR /P/2018/ 000000141 dated 15th November, 2018, is as follows:

**a.** Total exposure of the Company to commodities in INR: Nil

**b.** Exposure of the Company to various commodities:

Commodity Name	Exposure in INR towards the particular commodity (In Rs.)	Exposure in Quantity terms towards the particular commodity (In MT)	% of such exposure hedged through commodity derivatives				
			Domestic market		International market		Total
			OTC	Exchange	OTC	Exchange	
Iron Scrap	Nil	Nil	Nil	Nil	Nil	Nil	Nil

**c.** Commodity risks faced by the listed entity during the year and how they have been managed:

The commodity risks on above commodity are mitigated through close monitoring of the commodity prices movements and in respect of iron scrap, by ensuring the availability of iron scrap to meet its production requirement by increasing its vendor base and/or stocking etc. However during the Financial Year 2023-24, there was no production in the Engineering Division, due to lockout declared by Company w.e.f October 22, 2019. Thus there was no procurement of iron scrap during the year.

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

**xiii.** During the year under review, the Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

**xiv.** Disclosure with respect to demat suspense account/unclaimed suspense account: Not applicable

**xv.** A certificate has been received from Ms. Pragnya Parimita Pradhan, Practicing Company Secretaries (ACS 32778 and CP No. 12030), that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

**xvi.** There were no instances of non-acceptance of any recommendation of any committee by the Board of Directors.

**xvii.** Particulars of Senior Management including the changes therein during the Financial Year 2023-24 :

1. Mr. Ashwani Kumar Singhal, Chief Financial Officer,

2. Mr. Yadvinder Goyal, Company Secretary,

There is no change in Senior Management during the financial year 2023-24.

**xviii.** The Company and its subsidiaries has paid a fee of Rs. 16,10,000 on a consolidated basis, to M/s S S Kothari Mehta & Co. LLP , Statutory Auditors of the Company during the year under review.

**xix.** Disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is as under:

(a) number of complaints filed during the financial year 2023-24– Nil

(b) number of complaints disposed of during the financial year 2023-24– Nil

(c) number of complaints pending as on end of the financial year 2023-24– Nil

**xx.** Disclosure by listed entity and its subsidiaries of ‘Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount - NIL.

**xxi.** Details of DCM Infotech Limited (“Material Subsidiary” of the Company) are as follows:

a) Date and Place of Incorporation of DCM Infotech Limited:- 3rd January, 1992, Delhi

b) Name and date of appointment of Statutory Auditors of DCM Infotech Limited:- M/s S S Kothari Mehta & Co. LLP, September 27, 2019

**For and on behalf of the Board of Directors  
For DCM Limited**

Sd/-  
**Jitendra Tuli**  
Chairman

Place: Delhi  
Date: August 13, 2024

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

**MANAGING DIRECTOR DECLARATION**

I, Vinay Sharma, Managing Director of DCM Limited, certify based on annual disclosures received, that all Board members and senior management personnel have abided by the code of Conduct for Directors & Senior Management laid down by the Company

**For and on behalf of the Board of Directors  
Form DCM Limited**

Sd/-  
Vinay Sharma  
Managing Director

Place: Delhi  
Date: 13.08.2024



**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

**To The Members of  
DCM Limited  
New Delhi**

1. We have examined the compliance of conditions of Corporate Governance by DCM Limited ("the Company") for the year ended March 31, 2024, as stipulated in Regulations 17-27, clause (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations') pursuant to the Listing Agreement of the Company with Stock exchanges.

**Management's Responsibility for compliance with the conditions of Listing Regulations**

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

**Auditors' Responsibility**

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations.
5. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Opinion**

6. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations during the year ended March 31, 2024.
7. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**Restriction on use**

8. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**For S S KOTHARI MEHTA & CO LLP**  
Chartered Accountants  
FRN - 000756N/N500441

**Sd/-**  
**AMIT GOEL**  
Partner  
Membership No. 500607

Place : New Delhi  
Date : August 13, 2024  
UDIN : 24500607BKEJAR1580

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**ENGINEERING DIVISION**

**Industry Structure and Developments**

The Indian automotive industry is the pillar of the manufacturing sector and provides employment to a large pool of people. Being the fourth largest automotive market globally, the sector plays a vital role in India's aspiration to become a USD 5 Trillion economy. Increasing urbanization, large working age population, rising incomes and strong impetus on infrastructure and construction sectors have been driving the industry's growth over the years.

The foundry industry, also known as the casting industry, plays the role of a 'mother' industry in India. Indian Foundry Industry is segmented by End-User (automotive, Electrical and Construction, Industrial Machinery, and Other End-Users) and by Type (Gray Iron Casting, Non-Ferrous Casting, Ductile Iron Casting, and Steel Casting and Malleable Casting). The Indian foundry industry manufactures metal cast components for applications in Auto, Tractor, Railways, Machine tools, Sanitary, Pipe Fittings, Defence, Aerospace, Earth Moving, Textile, Cement, Electrical, Power machinery, Pumps / Valves, Wind turbine generators etc.

The industry comprises major engine components such as cylinder heads, cylinder blocks, gear housing and braking components such as braked rums and housings, clutch and fly wheel housing.

There are approximately 4500 units out of which 90% can be classified as Small Scale units & 10% each as Medium & Large Scale units. Approximately 1500 units are having International Quality Accreditation. Several large Indian foundries are modern and globally competitive with efficient induction furnaces and a growing awareness about environment and energy conservation. (Source: Foundry Informatics Centre)

**Opportunities and Outlook**

The Indian foundry market is primarily driven by rapid industrialization and urbanization, which have increased the utilization of the metal casting process across the country. The surge in automobile manufacturing is also a significant factor boosting market growth. The Indian automotive industry, the fourth largest industrial sector in the country, is on the upswing and all global producers are relocating their manufacturing units to this region to be near the upcoming biggest consumer markets. At present, India is the third-largest casting producer in the world. This will further create more opportunities for castings and forging industries both for domestic production and for exports.

Casting and forging are one of the key engineering segments supplying various components to end-user industries such as Railways, Automobile, Defence, Aerospace, Material handling, Construction equipment and Mines. In this regard, the Indian casting and forging sector is in a good position to generate higher revenues from the auto sector. Major expansion of manufacturing units, by way of organic and inorganic growth, has been playing an important role in this industry.

Few years ago, the industry was passing through a lean phase with many units shutting down due to lack of business. But things have looked up now and an air of optimism prevails.

Since all engineering & other sectors use metal castings in their manufacturing, the role of foundry industry to support manufacturing is very vital. The foundry market is linked directly with the development of the overall automotive sector. Growth of the automobile industry is expected to generate huge demand for castings producers. Based on volume, India is currently the fourth largest automobile industry, globally. Rapid growth of the automotive sector has also led

to the steady development of other subsidiary industries like the auto component industry, indicating huge demand for castings.

However, in spite of the opportunities, the industry faces several challenges and these need to be addressed on a priority basis. Primarily, the industry lacks acutely the resources for upgrading its technological status and there is also a dearth of quality or skilled manpower.

**Financial and Operational performance**

The performance of the Engineering Division of the Company for the year ended March 31, 2024 is as follows:

Sr. No.	Particulars	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
1.	Gross Sales in Quantity (MT)*	-	-
2.	Gross Production (MT)*	-	-
3.	Sales & other Income (Rs. in lacs)	374.41	961.16
4.	Total Expenditure (Rs. in lacs)	(569.77)	(445.72)
5.	Profit/(loss) before finance cost, Depreciation, Amortization & Tax (Rs. in lacs)	(195.36)	515.44
6.	Finance Cost (Rs. in lacs)	(0.24)	(2.93)
7.	Depreciation (Rs. in lacs)	(380.23)	(619.71)
8.	Profit/(loss) before Tax (Rs. in lacs)	(575.83)	(107.20)
9.	Other comprehensive income	57.55	63.13
10.	Total comprehensive income/(loss) for the year	(518.28)	(44.07)

\*Due to continued situation of industrial unrest at the Engineering Division, the Company was forced to declare a lockout of its Engineering operations w.e.f October 22, 2019 which remain continues as on date. During the year under review, no production activities were carried out due to said lockout.

**Risk & Concerns**

The Company's success depends on its ability to offer products as per customers' requirements in a timely manner and maintaining competitiveness/quality. In the short run, the need to established a high productivity environment through appropriate collaboration with workmen is key to established competitiveness. Intensifying competition and volatility in input cost could materially and adversely affect the Company's sales, financial conditions and results of operations.

**Internal Controls**

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

**Industrial relations**

In February 2016 after the wage settlement, certain disgruntled workmen started their nefarious activities. The workmen indulged in repeated instances of go slow, tool down, stoppage of work/ strikes besides violence and threatening/ beating the staff/supervisors. Due to continued situation of industrial unrest at the Engineering Division, the Company was forced to declare a lockout of its Engineering Operation w.e.f October 22, 2019. The said lockout continued as on the date of close of Financial Year 2023-24.

**Manpower Development**

Before the said lockout of the Engineering Division w.e.f October 22, 2019, the Engineering Division has established and operating a training centre called 'gurukul'. The total number of people on the rolls of Engineering Division are 328 as on 31.03.2024.

**DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% LESS OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN FOLLOWING KEY FINANCIAL RATIOS, ALONG WITH EXPLANATIONS THEREFORE:**

Particulars	Standalone Financials Statement			
	2023-24	2022-23	%Change	Explanation
Debtors Turnover Ratio	26.46	0.44	5945%	Improvement due to increase in revenue from operation during the F.Y. 2023-24 as compare to P.Y. 2022-23.
Inventory Turnover Ratio	0.34	0.01	6260%	Improvement due to increase in revenue from operation during the F.Y. 2023-24 as compare to P.Y. 2022-23.
Current Ratio	0.29	0.34	-17%	No significant change
Interest Coverage Ratio	0.66	(1.91)	-134%	Improvement due to reduction in losses during the financial year 2023-24 as compared to previous year 2022-23.
Operating Profit Margin	0.37	(67.46)	-101%	Improvement due to reduction in losses during the financial year 2023-24 as compared to previous year 2022-23.
Net Profit Margin	-0.19%	-102.71%	-100%	Improvement due to reduction in losses during the F.Y. 2023-24 as compare to P.Y. 2022-23.

**DETAILS OF ANY CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THEREOF**

Particulars	Standalone Financials Statement			
	2023-24	2022-23	%Change	Explanation
Return on net worth	(0.09)	(0.78)	-89%	Improvement due to reduction in losses during the financial year 2023-24 as compared to previous year 2022-23.

**Note:**

Due to continued situation of lockout of the operation of Engineering Business Undertaking w.e.f. October 22, 2019, the key financials of the company contained to remain adversely affected.

Previous year figures have been re-grouped / re-classified wherever necessary to correspond with current year classification / disclosure.

**Cautionary Note**

Statements in the Management Discussion & Analysis report describing the Division's objectives, estimates or projections may be forward looking statements within the meaning of applicable securities law and regulations. Actual results may materially differ from those expressed or implied. Important factors that can make a difference to the Division's operations include change in the main client's purchase procedures, changes in Government regulations, tax regimes, economic outlook in India and the USA and other incidental factors.

**For and on behalf of the Board of Directors  
For DCM Limited**

Sd/-  
Jitendra Tuli  
Chairman

Place: Delhi  
Date: August 13, 2024

**INDEPENDENT AUDITORS' REPORT**

**To the Members of DCM Limited**

**Report on the Audit of the Standalone Financial Statements**

**Opinion**

We have audited the Standalone Financial Statements of **DCM Limited** ("the Company"), which comprise the standalone balance sheet as at March 31, 2024, and the standalone statement of profit and loss including other comprehensive income, standalone statement of changes in equity and cash flows statement for the year then ended, and notes to the Standalone Financial Statements, including a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

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 Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone Financial Statements.

**Material uncertainty relating to Going Concern**

We draw attention to Note 36 and 47 of the Standalone Financial Statements highlighting that the Company has entered into a Joint Development Agreement (JDA) with a party for development of its Land situated at Hisar. The JDA is subject to fulfilment of certain terms and conditions by the said party as well as receipt of regulatory approvals. The JDA has become effective pursuant to compliance of certain terms and conditions in terms of said JDA.

The Director General, Town and Country Planning, Haryana has suspended the licence for development of the said land taking a note that an enquiry has been initiated against the Company in respect of the Company's land at Hisar. As per said Order, the licensee is directed not to carry out any development work on the above-mentioned land at Hisar and also not to create any third party rights unless the said suspension is revoked. The Company is taking appropriate action in the matter for the revocation of said suspension Order.

Pending revocation of said suspension of license, the advance of Rs. 5,000.00 lakhs received by the Company under the said JDA, has been shown under the current liabilities. Pursuant to above, the current liabilities of the Company including the said advance of Rs. 5,000.00 lakhs received under JDA exceed the current assets by Rs 4,039.90 lakh as at March 31, 2024. The management of the Company holds the view that the Company has merits in the case and is confident to get favourable order in the said matter of revocation of suspension order.

The management believes that with the revocation of said suspension Order of license and infusion of liquidity by focusing /managing of its real estate

operation and/or the Company's plans of restructuring of its Engineering Business Undertaking as well as other interim measures to improve liquidity, the Company will be able to continue its operation for the foreseeable future. Accordingly, the standalone financial statements of the Company have been prepared on a going concern basis.

Our opinion is not modified in respect of this matter.

**Emphasis of Matter**

We draw attention to Note 46 of the Standalone Financial Statements, wherein during the earlier year in view of continued situation of industrial unrest, the Company has declared lockout at its engineering business undertaking. On the basis of legal advice, Management of the Company is of the view that the present lockout is legal and justified. Therefore, the Company has not made any provision for wages pertaining to the lockout period October 22, 2019, to March 31, 2024, aggregating to Rs. 6,776 lakhs. Our opinion is not modified in respect of this matter.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in Auditor's responsibilities for the audit of Standalone Financial Statements section of our report, including in relation to these matters.

Key Audit Matters	How are audit addressed the key audit matters
As at March 31, 2024, the Company's balance sheet includes property, plant and equipment amounting to Rs. 3110.61 lakhs. The Engineering Division has continuous losses and accordingly, the management has assessed it for impairment.	Our procedures in relation to management's impairment assessment included, but not limited to, the following procedures: <ul style="list-style-type: none"> <li>• testing the design and implementation of controls in place;</li> <li>• obtaining and reviewing management assessment whether there were any indicators of impairment of property, plant and equipment as at March 31, 2024;</li> <li>• obtaining valuation report in respect of land and plant &amp; equipment carried out by external valuer;</li> <li>• assessing appropriateness of impairment assessment and methodologies used;</li> <li>• evaluating reasonableness of key assumptions used in the valuation;</li> <li>• assessing the adequacy of disclosures in the Standalone Financial Statements, in respect of the property, plant and equipment.</li> </ul>
The assessment of the recoverable value of the assets of the Engineering Division aggregating Rs. 2657.13 lakhs, incorporates significant judgement in respect of factors such as valuation of land, future production levels, sales prices, operating/capital costs and economic assumptions such as discount rates, inflation rates etc.	
We identified assessing impairment of property, plant and equipment of Engineering Division as a key audit matter, considering it to be significant to the Company's total assets, involving significant judgement and estimation in determining the recoverable amount.	

**Information other than the Standalone Financial Statements and auditor's report thereon**

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual Report particularly with respect to the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business responsibility report and Corporate Governance report, but does not include the Standalone Financial Statements and our auditors' report thereon. The Annual Report is expected to be made available to us after the date of this Auditors' Report.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read Annual Report, if we conclude that there is a material misstatement of this other information, we are required to communicate the matter to those charge with governance.

**Responsibilities of Management for the Standalone Financial Statements**

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the state of affairs, loss and 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) specified under section 133 of the Act read with relevant Rules issued thereunder. 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 accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are

considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the Standalone Financial Statements made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements for the year ended March 31, 2024, and are therefore the key audit matters. We described these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government in terms of section 143 (11) 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 except for the matters stated in paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014;
  - c) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows 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 Ind AS specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - e) On the basis of the written representations received from the directors as on March 31, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of Section 164(2) of the Act;
  - f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in the paragraph 2(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - g) With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B";
  - h) In our opinion, the managerial remuneration for the year ended March 31, 2024, has been paid/provided by the Company to its directors in accordance with the provision of section 197 read with schedule V of the Act;
  - i) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations as at March 31, 2024, on its financial position in its Standalone Financial Statements - Refer Note 38 to the Standalone Financial Statements.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

- iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in Note 51 to the Standalone Financial Statements, no funds have been advanced or loaned or invested by the company to or in any other person or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The management has represented that, to the best of its knowledge and belief, as disclosed in Note 51 to the Standalone Financial Statements, no funds have been received by the company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause iv (a) and iv (b) contain any material misstatement.
- v. No dividend has been declared or paid during the year by the Company.
- vi. The Company had made the assessment for books of account as per definition in the Act and identified tally as an accounting software used for the creation and maintenance of books of accounts which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded. Further, in case of the Company, audit trail (edit log) facility was enabled and operated throughout the year, we did not come across any instance of the audit trail feature being tampered with except some of the inherent limitations in tally Prime (refer note 53 of the standalone financial statements).

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable to the Company from April 1, 2023, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is on the preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

**For S.S. Kothari Mehta & Co. LLP**

Chartered Accountants  
Firm Registration No. 000756N / N500441

**AMIT GOEL**

Partner

Membership No: 500607

UDIN: 24500607BKEIVS8687

Place: New Delhi  
Date: May 27, 2024

**Annexure A to the Independent Auditor's Report to the members of DCM Limited on its Standalone Financial Statements dated May 27, 2024.**

**Report on the matters specified in paragraph 3 of the Companies (Auditor's report) order 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013 ("the Act") as referred to in paragraph 1 of 'Report on Other Legal and Regulatory Requirements' section.**

- i. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (a) (B) The Company has maintained proper records showing full particulars of intangibles assets.
- (b) All property, plant and equipment were physically verified by the management during the year in accordance with a planned program of verifying them once in three years which is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee) are held in the name of the Company.
- (d) The Company has not revalued its property, plant and equipment (including Right of Use Assets) or intangible assets during the year ended March 31, 2024.
- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii. (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion the coverage and the procedure of such verification by the management is appropriate. No Discrepancies of 10% or more in aggregate for each class of inventory were noticed on such physical verification.
- (b) The Company has not been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks or financial institutions during any point of time of the year on the basis of security of current assets. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.
- iii. During the year, the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, limited liability partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii) of the Order is not applicable to the Company.
- iv. There are no loans, investments, guarantees, and security in respect of which provisions of sections 185 and 186 of the Act are applicable and accordingly, the requirement to report on clause 3(iv) of the Order is not applicable to the Company.
- v. The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- vi. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Act and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

- vii. (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (b) The dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues which have not been deposited on account of any dispute, are as follows;

Name of statute	Nature of dues	Amount of dispute* (Rs. in lakhs)	Amount paid under protest (Rs. In lakhs)	Financial year to which it relates	Forum where the dispute is pending
Central Excise Act, 1944	Excise duty	0.50	-	2002-2003, 2003-2004	Supreme Court
Punjab VAT Act, 2005	Sales Tax	218.17	15.50	2012-2013	Punjab VAT Appellate Tribunal
		146.96	36.75	2011-2012	
		130.25	35.09	2010-2011	
		122.65	12.27	2013-2014	Deputy Commissioner (Appeals)
Income Tax Act, 1961	Income Tax	442.48	-	1982 -1983 to 1989-1990	ITAT refer to AO
Income Tax Act, 1961	Income Tax	66.08	-	2011-2012	High Court

\*amount as per demand Order including interest and penalty indicate the demand.

- viii. The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- ix. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender. There are no outstanding dues as on March 31, 2024.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company did not raise any term loan during the year. Hence, the requirement to report on clause (ix)(c) of the Order is not applicable to the Company.
- (d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or joint ventures. The Company doesn't have any associate.

## Auditor's Report continued

- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or joint ventures. Hence, the requirement to report on clause 3(ix)(f) of the Order is not applicable to the Company. The Company doesn't have any associate.
- x. (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments). Hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- xi. (a) No fraud/ material fraud by the Company or no fraud / material fraud on the Company has been noticed or reported during the year.
- (b) During the year, no report under sub-section (12) of section 143 of the Act, 2013 has been filed by cost auditor/ secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a) to clause 3(xii)(c) of the Order is not applicable to the Company.
- xiii. According to the information and explanation given by the management, transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the standalone financial statements, as required by the applicable Indian accounting standards.
- xiv. (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- xvi. (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- xvii. The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly requirement to report under Clause 3(xviii) of the Order is not applicable to the Company.
- xix. As referred to in 'Material Uncertainty Related to Going Concern' paragraph in our main audit report and as disclosed in Note 50 to the Standalone Financial Statements which includes the financial ratios and ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, though there exists some uncertainty but considering the various measures taken by Company in generating cash flows and the future plan given in note no. 47 of the standalone financial statements, the Company may be capable of meeting its liabilities, existing at the date of balance sheet, as and when they fall due within a period of one year from the balance sheet date.
- We, further state that this is not an assurance as to the future viability of the Company and our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. (a) There are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 49 to the Standalone Financial Statements.
- (b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act. This matter has been disclosed in note 49 to the Standalone Financial Statements.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

**For S.S. Kothari Mehta & Co. LLP**

Chartered Accountants

Firm Registration No. 000756N / N500441

**AMIT GOEL**

Partner

Membership No: 500607

UDIN: 24500607BKEIVS8687

Place: New Delhi  
Date: May 27, 2024

**D C M**



**Annexure B to the Independent Auditor's Report to the Members of DCM Limited on its Standalone Financial Statements dated May 27, 2024.**

**Report on the internal financial controls with reference to the aforesaid Standalone Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013.**

(Referred to in paragraph 2 (g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

**Opinion**

We have audited the internal financial controls over financial reporting of **DCM Limited** ("the Company") as of March 31, 2024, 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 and the Board of Directors 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". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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 with reference to these Standalone Financial Statements 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 as specified under section 143(10) of the Companies Act, 2013, to the extent 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 with reference to these Standalone Financial Statements 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 with reference to Standalone Financial Statements and their operating effectiveness.

Our audit of internal financial controls with reference to Standalone Financial Statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Standalone 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 with reference to Standalone Financial Statements.

**Meaning of Internal Financial controls with Reference to Standalone Financial Statements**

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

**Inherent Limitations of Internal Financial controls with Reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to Standalone Financial Statements, 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 with reference to Standalone Financial Statements to future periods are subject to the risk that the internal financial controls with reference to Standalone Financial Statements 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, adequate internal financial controls over financial reporting with reference to these Standalone Financial Statements and such internal financial controls over financial reporting with reference to these Standalone Financial Statements were operating effectively as at March 31, 2024, 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 S.S. Kothari Mehta & Co. LLP**

Chartered Accountants

Firm Registration No. 000756N / N500441

**AMIT GOEL**

Partner

Place: New Delhi

Date: May 27, 2024

Membership No: 500607

UDIN: 24500607BKEIVS8687

Standalone Balance Sheet as at March 31, 2024

(Rupees in lakh)

Particulars	Note	As at	
		March 31, 2024	March 31, 2023
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	3,110.61	3,334.57
Intangible assets	4	2.31	5.03
Financial assets			
Investments	5	3,172.99	3,246.18
Other financial assets	6	176.31	181.55
Non-current tax assets (net)	7	410.32	400.64
Other non-current assets	8	748.05	748.05
<b>Total non-current assets</b>		<b>7,620.59</b>	<b>7,916.02</b>
<b>Current assets</b>			
Inventories	9	919.71	1,174.36
Financial assets			
Trade receivables	10	13.52	13.52
Cash and cash equivalents	11	7.52	21.00
Bank balances other than cash and cash equivalents	12	497.22	188.55
Loans	13	6.67	15.52
Other financial assets	14	30.70	65.05
Other current assets	15	140.19	290.82
Assets held for sale	42	-	205.05
<b>Total current assets</b>		<b>1,615.53</b>	<b>1,973.87</b>
<b>Total assets</b>		<b>9,236.12</b>	<b>9,889.89</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	16	1,867.77	1,867.77
Other equity	17	(1,088.12)	(1,078.28)
<b>Total equity</b>		<b>779.65</b>	<b>789.49</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
Other financial liabilities	18	2,467.33	2,816.35
Provisions	19	333.71	527.53
<b>Total non-current liabilities</b>		<b>2,801.04</b>	<b>3,343.88</b>
<b>Current liabilities</b>			
Financial liabilities			
Trade payables	20		
Dues to micro and small enterprises		87.52	80.97
Dues to others		90.21	124.35
Other financial liabilities	21	5,357.55	5,343.53
Other current liabilities	22	104.20	147.39
Provisions	23	15.95	60.28
<b>Total current liabilities</b>		<b>5,655.43</b>	<b>5,756.52</b>
<b>Total equity and liabilities</b>		<b>9,236.12</b>	<b>9,889.89</b>
<b>Material accounting policies</b>	2		

The accompanying notes are an integral part of these standalone financial statements

As per our report of even date.

For S S Kothari Mehta & Co. LLP  
Chartered Accountants  
ICAI Firm Registration No.: 000756N/ N500441

For and on behalf of the Board of Directors of DCM Limited

Amit Goel  
Partner  
Membership No.: 500607

Bipin Maira  
Chairman  
DIN: 05127804

Jitendra Tuli  
Managing Director  
DIN: 00272930

Dr. Kavita A Sharma  
Director  
DIN: 07080946

Place : Delhi  
Date : May 27, 2024

Ashwani Singhal  
Chief Financial Officer

Yadvinder Goyal  
Company Secretary

Place : Delhi  
Date : May 27, 2024

**DCM**

Standalone Statement of Profit and Loss for the year ended March 31, 2024

(Rupees in lakh)

Particulars	Note	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Income</b>			
Revenue from operations	24	357.78	6.00
Other income	25	1,012.53	1,087.66
<b>Total income</b>		<b>1,370.31</b>	<b>1,093.66</b>
<b>Expenses</b>			
Cost of material consumed	26	138.71	-
Changes in inventories of finished goods and work in progress	27	22.19	-
Employee benefits expense	28	335.65	408.62
Finance costs	29	198.49	211.49
Depreciation and amortisation expense	30	390.82	630.62
Other expenses	31	352.35	459.19
<b>Total expenses</b>		<b>1,438.21</b>	<b>1,709.92</b>
<b>Loss for the year</b>		<b>(67.90)</b>	<b>(616.26)</b>
<b>Tax expense</b>			
Current tax expense	32	-	-
Tax adjustment relating to prior years		-	-
Deferred tax		-	-
<b>Loss for the year</b>		<b>(67.90)</b>	<b>(616.26)</b>
<b>Other Comprehensive Income</b>			
<i>Items that will not be reclassified to profit or loss in subsequent year</i>			
Re-measurement gain on defined benefit plan		58.06	63.95
Income tax relating to remeasurement on defined benefit plan		-	-
<i>Net other comprehensive income not to be reclassified in subsequent year</i>		<b>58.06</b>	<b>63.95</b>
<b>Total other comprehensive income, net of tax</b>		<b>58.06</b>	<b>63.95</b>
<b>Total comprehensive Income/(loss) for the year</b>		<b>(9.84)</b>	<b>(552.31)</b>
<b>Earnings per equity share of Rs. 10 each</b>			
Basic and diluted	33	(0.36)	(3.30)
<b>Material accounting policies</b>			
2			
The accompanying notes are an integral part of these standalone financial statements			

As per our report of even date.

For S S Kothari Mehta & Co. LLP

Chartered Accountants

ICAI Firm Registration No.: 000756N/ N500441

For and on behalf of the Board of Directors of DCM Limited

Amit Goel  
Partner  
Membership No.: 500607

Bipin Maira  
Chairman  
DIN: 05127804

Jitendra Tuli  
Managing Director  
DIN: 00272930

Dr. Kavita A Sharma  
Director  
DIN: 07080946

Place : Delhi  
Date : May 27, 2024

Ashwani Singhal  
Chief Financial Officer

Yadvinder Goyal  
Company Secretary

Place : Delhi  
Date : May 27, 2024

**DCM**

Statement of Standalone changes in equity for the year ended March 31, 2024

A. Equity share capital

(Rupees in lakh)

Particulars	Note	Amount
<b>Balance as at April 1, 2022</b>	16	1,867.77
Changes in equity share capital during the financial year 2022-2023		-
<b>Balance as at March 31, 2023</b>		<b>1,867.77</b>
Balance as at April 1, 2023	16	1,867.77
Changes in equity share capital during the financial year 2023-2024		-
<b>Balance as at March 31, 2024</b>		<b>1,867.77</b>

B. Other equity

(Rupees in lakh)

Particulars	Reserve and surplus				Total
	Capital reserve	Securities premium	Capital redemption reserve	Retained Earnings	
<b>Balance as at April 1, 2022</b>	25.40	1,061.19	130.10	(1,742.66)	(525.97)
Profit/(Loss) for the year	-	-	-	(616.26)	(616.26)
Other comprehensive income for the year	-	-	-	63.95	63.95
<b>Total comprehensive income for the year</b>	-	-	-	(552.31)	(552.31)
<b>Balance as at March 31, 2023</b>	25.40	1,061.19	130.10	(2,294.97)	(1,078.28)
<b>Balance as at April 1, 2023</b>	25.40	1,061.19	130.10	(2,294.97)	(1,078.28)
Profit/(Loss) for the year	-	-	-	(67.90)	(67.90)
Other comprehensive income for the year	-	-	-	58.06	58.06
<b>Total comprehensive income for the year</b>	-	-	-	(9.84)	(9.84)
<b>Balance as at March 31, 2024</b>	25.40	1,061.19	130.10	(2,304.81)	(1,088.12)

Refer Note 17 for nature and purpose of reserve

The accompanying notes are an integral part of these standalone financial statements.

As per our report of even date.

For S S Kothari Mehta & Co. LLP  
Chartered Accountants  
ICAI Firm Registration No.: 000756N/ N500441

For and on behalf of the Board of Directors of DCM Limited

**Amit Goel**  
Partner  
Membership No.: 500607

**Bipin Maira**  
Chairman  
DIN: 05127804

**Jitendra Tuli**  
Managing Director  
DIN: 00272930

**Dr. Kavita A Sharma**  
Director  
DIN: 07080946

Place : Delhi  
Date : May 27, 2024

**Ashwani Singhal**  
Chief Financial Officer

**Yadvinder Goyal**  
Company Secretary

Place : Delhi  
Date : May 27, 2024

**DCM**

## Standalone Cash flow statement for the year ended March 31, 2024

(Rupees in lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Cash flow from operating activities</b>		
Loss before taxation	(67.90)	(616.26)
Adjustments for :		
Depreciation and amortisation expense	390.82	630.62
Profit on assets sold or discarded (Net)	-	(1.34)
Liabilities no longer required written back	(567.31)	(927.14)
Dividend Income	(76.50)	(76.50)
Interest income	(7.88)	(11.03)
Impairment in the value of inventory	93.75	55.33
Finance costs	198.49	211.49
Profit on sale of long term investments under buy back scheme	(358.68)	-
Asset written off	41.94	-
Inventory of stores and spares written off	-	4.31
<b>Operating cash flow before working capital changes</b>	<b>(353.27)</b>	<b>(730.52)</b>
<b>Working capital changes</b>		
(Increase)/decrease in inventories	160.90	0.81
(Increase)/decrease in trade receivables	-	0.37
(Increase)/decrease in loans	8.85	1.52
(Increase)/ decrease in other financial assets	39.65	570.57
(Increase)/decrease in other assets	150.63	(127.31)
Increase/ (decrease) in trade payables	(27.59)	(510.63)
Increase/(decrease) in provisions	(180.10)	(153.86)
Increase/(decrease) in financial liabilities	33.82	2,579.16
Increase/(decrease) in other liabilities	(43.19)	(162.46)
<b>Cash (used in) / generated from operations</b>	<b>(210.30)</b>	<b>1,467.65</b>
Income tax paid (net of refund)	(9.68)	(3.85)
<b>Net cash generated from operating activities (A)</b>	<b>(219.98)</b>	<b>1,463.80</b>
<b>Cash flow from investing activities</b>		
Payment towards property, plant and equipment (including Capital Advances)	(1.02)	(4.05)
Proceeds from disposal of Property, plant and equipment (including advance received)	-	10.56
Interest income	7.82	10.64
Dividend Income	76.50	76.50
Sale of Investment under buyback scheme	431.87	-
Maturity of / (Investment in) bank deposits (net) not considered as cash and cash equivalents	(308.67)	(103.97)
<b>Net cash (used in)/ generated from investing activities (B)</b>	<b>206.50</b>	<b>(10.32)</b>
<b>Cash flow from financing activities</b>		
Repayment of long term borrowings	-	(377.99)
Change in working capital borrowings	-	(1,075.54)
<b>Net cash used in financing activities (C)</b>	<b>-</b>	<b>(1,453.53)</b>
<b>Net cash flows [increase / (decrease)] during the year (A+B+C)</b>	<b>(13.48)</b>	<b>(0.05)</b>
Cash and cash equivalents at the beginning of the year	21.00	21.05
Cash and cash equivalents at the end of the year	7.52	21.00
<b>Components of cash and cash equivalents</b>		
Cash on hand	0.52	0.50
Balances with scheduled banks:		
- Current accounts	7.00	20.50
<b>Cash and cash equivalents at the end of the year</b>	<b>7.52</b>	<b>21.00</b>

Note: Statement of Cash Flows has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows".  
The accompanying notes are an integral part of these standalone financial statements

As per our report of even date.

**For S S Kothari Mehta & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No.: 000756N/ N500441

For and on behalf of the Board of Directors of DCM Limited

**Amit Goel**  
Partner  
Membership No.: 500607

**Bipin Maira**  
Chairman  
DIN: 05127804

**Jitendra Tuli**  
Managing Director  
DIN: 00272930

**Dr. Kavita A Sharma**  
Director  
DIN: 07080946

Place : Delhi  
Date : May 27, 2024

**Ashwani Singhal**  
Chief Financial Officer

**Yadvinder Goyal**  
Company Secretary

Place : Delhi  
Date : May 27, 2024

1. **Company overview and basis of preparation and presentation**

1.1. **Company overview**

DCM Limited (the 'Company') is a public limited company incorporated in India in the name and style of Delhi Cloth & General Mills Co. Limited herein after DCM Limited with registered office at Unit Nos. 2050 to 2052, 2nd Floor, Plaza - II, Central Square, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi – 110006, India (CIN number L74899DL1889PLC000004). The Company is listed on two stock exchanges in India namely National Stock Exchange of India Limited and BSE Limited. The Company is engaged in the business of Textiles, Grey iron casting, IT Infrastructure Services and Real Estate.

1.2. **Basis of preparation and presentation**

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The standalone financial statements were authorised for issue by the Company's Board of Directors on May 27, 2024. Details of the Company's accounting policies are included in Note 2.

a. **Functional and presentation currency**

These standalone financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest lakh, unless otherwise indicated.

b. **Basis of measurement**

The standalone financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities (including derivative instruments)	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations
Other financial assets and liabilities	Amortized cost

**Use of estimates and judgements**

In preparing these standalone financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual result may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

**Judgements**

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

Note 2 (f) - classification of financial assets: assessment of business model within which the assets are held and assessment of whether the contractual terms of the financial asset are solely payments of principal and interest on the principal amount outstanding.

**Assumptions and estimation uncertainties**

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending March 31, 2024 is included in the following notes:

Note 2 (c) - measurement of useful lives and residual values to property, plant and equipment

Note 2 (d) - measurement of useful lives of intangible assets

Note 2 (f) - fair value measurement of financial instruments

Note 2 (i) - measurement of defined benefit obligations: key actuarial assumptions

Note 2 (j) - recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of outflow of resources

Note 2 (l) - recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used

## 2. Material accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these Standalone financial statements.

### a. Current and non-current classification

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

#### Assets

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

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

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

#### Liabilities

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

- It is expected to be settled in the Company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is due to be settled within 12 months after the reporting date; or
- The Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Terms of a

liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include the current portion of financial liabilities some part of which may be non-current. All other liabilities are classified as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

#### Operating cycle

Based on the nature of products/ activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

### b. Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. This includes the corporate finance team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the board of directors.

The corporate finance team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Significant valuation issues are reported to the Company's audit committee.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

**c. Property, Plant and equipment**

*Recognition and measurement*

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

When parts of an item of property, plant and equipment having significant cost have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Gains or losses on disposal of an item of property, plant and equipment is recognised in the statement of profit or loss.

All spare parts which are expected to be used for more than one accounting period are capitalised as property, plant and equipment.

Capital work-in-progress is stated at cost, net of impairment loss, if any. The cost of self-constructed assets includes the cost of materials, direct labour, and any other costs directly attributable to bringing the assets to a working condition and location for their intended use, the initial estimate of dismantling and removing the items and restoring the site on which they are located.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in the statement of profit and loss as incurred.

Depreciation is provided on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives.

- (i) The Company follows straight-line method of depreciation in respect of buildings, plant and machinery, all assets of Engineering Division and written down value method in respect of other assets.
- (ii) The depreciation charged on all property, plant and equipment is on the basis of useful life specified in Part "C" of Schedule II to the Companies Act, 2013 which represents useful lives of the assets.
- (iii) On assets sold, discarded, etc., during the year, depreciation is provided up to the date of sale/discard.
- (iv) Depreciation has been calculated on a pro-rata basis in respect of acquisition/installation during the year.
- (v) Leasehold improvements are amortised over the balance of the primary lease period or the useful lives of assets, whichever is shorter.
- (vi) Freehold land is not depreciated.

Depreciation methods, useful lives and residual values are reviewed at each financial year, and changes, if any, are accounted for prospectively. Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (up to) the date on which asset is ready for use (disposed of).

**d. Intangible assets**

*Recognition and measurement*

Intangible assets comprise computer software. Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the tax authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the statement of profit and loss when the asset is derecognised.

*Amortisation*

The management's estimates of the useful lives of the Software are 3-5 years.

Amortisation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

**e. Inventories**

- (i) Stores, spares and components are valued at cost or under.
- (ii) Raw materials, process stocks, finished goods and stock in trade are valued at lower of cost and net realisable value.
- (iii) Land (for development) on conversion into inventory from fixed assets is valued at the lower of its historical cost and net realisable value, and includes appropriate share of land development expenses and finance cost of borrowed funds relating thereto.



Cost of inventories, other than land (for development), is ascertained on the weighted average basis in textiles division and moving weighted average basis in engineering division. Further, in respect of the manufactured inventories, i.e., process stocks and finished goods, appropriate share of manufacturing expenses are included on absorption costing basis. Work in process relating to software contracts includes salary and other directly identifiable expenses incurred on fixed price contracts, till the completion of specified deliverables, and are valued at cost or net realisable value, whichever is lower.

**f. Financial instruments**

*Recognition and initial measurement*

**(i) Financial assets**

Trade receivables issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provision of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of financial asset or financial liabilities, as appropriate, on initial recognition.

**Classification and subsequent measurement**

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI-equity investment). The election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

**Impairment**

The Company recognizes loss allowance using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all financial assets with contractual cash flows other than trade receivable, ECLs are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised as an impairment gain or loss in the Statement of Profit and Loss.

**(ii) Financial liabilities**

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for- trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit and loss. Any gain or loss on derecognition is also recognised in profit or loss.

**(iii) Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the assets and settle the liabilities simultaneously.

**(iv) Investment in Subsidiaries**

Investments in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

*Derecognition***(i) Financial assets**

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

**(ii) Financial liabilities**

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in statement of profit or loss.

**g. Impairment of non-financial assets**

The Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

**h. Non-current assets held for sale**

Non-current assets, or disposal groups comprising assets and liabilities are classified as held for sale if it is highly probable that they recovered primarily through sale rather than through continuing use.

Such assets, or disposal groups, are generally measured at the lower of their carrying amount and fair value less costs to sell. Any resultant loss on a disposal group is allocated first to goodwill, and then to remaining assets and liabilities on pro rata basis, except that no loss is allocated to inventories, financial assets, deferred tax assets and employee benefit assets, which continue to be measured in accordance with the Company's other accounting policies. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in profit or loss.

Once classified as held-for-sale, intangible assets and property, plant and equipment are no longer amortised or depreciated.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the financial statement.

**i. Employee benefits*****Short-term employee benefits:***

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. Employee benefit liabilities such as salaries, wages, casual leave allowance and bonus, etc. that are expected to be settled wholly within twelve months after the end of the year in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting year and are measured at an undiscounted amount expected to be paid when the liabilities are settled.

***Defined contribution plans***

Provident Fund: A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts.

The Company makes specified monthly contributions towards employee provident fund and employee state insurance to Government administered fund which is a defined contribution plan. The Company's contribution is recognised as an expense in the statement of profit or loss during the period in which the employee renders the related service and also includes contribution to national pension scheme and overseas social security contribution.

Superannuation fund of the Company is managed by the Life Insurance Corporation of India ("LIC").

**Defined benefit plans**

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The Company has following defined benefit plans:

**Gratuity:** The Company's gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation carried out by an independent actuary, using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured as the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans is based on the market yields on Government securities as at the balance sheet date for the estimated term of the obligation.

Remeasurements of the defined benefit liability, which comprise actuarial gains and losses are recognized in OCI.

**Other long-term employee benefits**

Benefits under the Company's compensated absences are other long term employee benefits. The Company's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method. Remeasurements gains or losses are recognised in statement of profit or loss in the period in which they arise.

**j. Provisions and contingent liabilities**

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost. Expected future operating losses are not provided for.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the possibility of an outflow of economic benefits is remote.

**k. Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

However Goods and Services Tax (GST)/ sales tax/ value added tax (VAT) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognized.

**i. Sale of goods**

The Company recognized revenue when (or as) a performance obligation was satisfied, i.e. when 'control' of the goods underlying the particular performance obligation were transferred to the customer.

Further, revenue from sale of goods is recognized based on a 5-Step Methodology which is as follows:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned or deferred revenue is recognised when there is billings in excess of revenues.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

**ii. Other income**

- a. Dividend income is recognised in statement of profit or loss on the date on which the Company's right to receive payment is established.
- b. Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset ; or
- the amortised cost of the financial liability

When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

**I. Income tax**

Income tax comprises current and deferred tax. Current tax expense is recognized in statement of profit or loss except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which case it is recognized in other comprehensive income or equity.

**i. Current tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

**ii. Deferred tax**

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognized in respect of carried forward tax losses and tax credits. Deferred tax is not recognized for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to investments in subsidiaries to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognizes a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realized. Deferred tax assets – unrecognized or recognized, are reviewed at each reporting date and are recognized/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be real.

Minimum Alternative Tax ("MAT") expense under the provisions of the Income-tax Act, 1961 is recognised as an asset when it is probable that future economic benefit associated with it in the form of adjustment of future income tax liability, will flow to the Company and the asset can be measured reliably. MAT credit entitlement is set off to the extent allowed in the year in which the Company becomes liable to pay income taxes at the enacted tax rates. MAT credit entitlement is reviewed at each reporting date and is written down to reflect the amount that is reasonably certain to be set off in future years against the future income tax liability. MAT Credit Entitlement is presented as part of deferred tax in the balance sheet.

**m. Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

In accordance with Ind AS 108 – Operating Segments, the operating segments used to present segment information are identified on the basis of internal reports used by the Company's Management to allocate resources to the segments and assess their performance.

The Board of Directors is collectively the Company's 'Chief Operating Decision Maker' or 'CODM' within the meaning of Ind AS 108.

In addition to the significant accounting policies applicable to the segments as set out in note 2 of notes forming part of the financial statement, the accounting policies in relation to segment accounting are as under :-

**i) Segment assets and liabilities**

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

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

**ii) Segment revenue and expenses**

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

**iii) Inter segment sales**

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

**n. Cash and cash equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

**o. Earnings per share**

Basic earnings per equity share is computed by dividing:

- the net profit attributable to equity shareholders of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.
- Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:
- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**p. Borrowing cost**

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

**q. Recent pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

## 3. Property, plant and equipment :

(Rupees in lakh)

Particulars	Freehold land	Buildings	Plant and equipment	Furniture and fittings	Office equipment	Vehicles	Total
<b>Gross carrying value at cost</b>							
<b>As at April 01, 2022</b>	<b>506.15</b>	<b>1,278.25</b>	<b>9,680.74</b>	<b>30.42</b>	<b>98.99</b>	<b>109.45</b>	<b>11,704.00</b>
Add: Additions made during the year	-	-	1.86	0.23	1.21	-	3.30
Less: Disposals / adjustments during the year	-	-	(16.97)	-	(0.23)	(33.95)	(51.15)
Less: Land Transfer to inventory *	(175.83)	-	-	-	-	-	(175.83)
<b>As at March 31, 2023</b>	<b>330.32</b>	<b>1,278.25</b>	<b>9,665.63</b>	<b>30.65</b>	<b>99.97</b>	<b>75.50</b>	<b>11,480.32</b>
Add: Additions made during the year	-	-	0.30	-	0.25	-	0.55
Add: Adjustments during the year **	205.05	-	-	-	-	-	205.05
Less: Disposals / adjustments during the year	-	-	(105.57)	(0.05)	(17.51)	-	(123.13)
<b>As at March 31, 2024</b>	<b>535.37</b>	<b>1,278.25</b>	<b>9,560.36</b>	<b>30.60</b>	<b>82.71</b>	<b>75.50</b>	<b>11,562.79</b>
<b>Accumulated depreciation</b>							
<b>As at April 01, 2022</b>	<b>-</b>	<b>244.25</b>	<b>7,139.97</b>	<b>19.45</b>	<b>77.20</b>	<b>79.39</b>	<b>7,560.26</b>
Add: Depreciation expense for the year	-	43.79	569.15	2.49	7.04	4.96	627.42
Less: On disposals / adjustments during the year	-	-	(14.17)	-	(0.19)	(27.58)	(41.94)
<b>As at March 31, 2023</b>	<b>-</b>	<b>288.04</b>	<b>7,694.95</b>	<b>21.94</b>	<b>84.05</b>	<b>56.77</b>	<b>8,145.74</b>
Add: Depreciation expense for the year	-	43.79	336.08	2.06	3.47	2.22	387.62
Less: On disposals / adjustments during the year	-	-	(66.62)	-	(14.57)	-	(81.19)
<b>As at March 31, 2024</b>	<b>-</b>	<b>331.83</b>	<b>7,964.41</b>	<b>24.00</b>	<b>72.95</b>	<b>58.99</b>	<b>8,452.17</b>
<b>Net carrying value</b>							
<b>As at March 31, 2024</b>	<b>535.37</b>	<b>946.42</b>	<b>1,595.95</b>	<b>6.60</b>	<b>9.76</b>	<b>16.51</b>	<b>3,110.62</b>
<b>As at March 31, 2023</b>	<b>330.32</b>	<b>990.21</b>	<b>1,970.68</b>	<b>8.71</b>	<b>15.92</b>	<b>18.73</b>	<b>3,334.58</b>

\* Pursuant to the receipt of licence from the Haryana Government for the development of the Company's land at Hisar (Project land), during the quarter ended 31st December 2022, the Company has converted its said Project land admeasuring 68.35 acres from capital asset viz. property, plant and equipment, into stock in trade during the quarter ended 31st December 2022. (refer note 36).

\*\* The Board of Directors of the Company in its meeting held on May 27, 2024, have decided not to sell and continue to hold its Land/Building located in Kodukanthangal Village and Serkadu Village, Katpadi Sub-Registration District, Vellore Registration District, Vellore District, Tamil Nadu as the requirements for which it was decided to sell the said pieces of land had already been met out of alternate source of funds. Accordingly the said pieces of Land/Building have been regrouped from Asset held for sale to viz. property, plant and equipment as on March 31, 2024.

## 4. Intangible assets and right of use assets

(Rupees in lakh)

Particulars	Software	Total
<b>Gross carrying value at cost</b>		
<b>As at April 01, 2022</b>	129.39	129.39
Add: Additions during the year	0.77	0.77
Less: Disposals / adjustments during the year	(1.12)	(1.12)
<b>As at March 31, 2023</b>	129.04	129.04
Add: Additions during the year	0.48	0.48
Less: Disposals / adjustments during the year	(1.50)	(1.50)
<b>As at March 31, 2024</b>	128.02	128.02
<b>Accumulated amortisation/depreciation</b>		
<b>As at April 01, 2022</b>	121.93	121.93
Add: Amortisation/depreciation expense for the year	3.20	3.20
Less: On disposals/adjustments during the year	(1.12)	(1.12)
<b>As at March 31, 2023</b>	124.01	124.01
Add: Amortisation/depreciation expense for the year	3.20	3.20
Less: On disposals/adjustments during the year	(1.50)	(1.50)
<b>As at March 31, 2024</b>	125.71	125.71
<b>Net carrying value</b>		
<b>As at March 31, 2024</b>	<b>2.31</b>	<b>2.31</b>
As at March 31, 2023	5.03	5.03

## 5. Investments - Non-current

(Rupees in lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Investment in equity instruments (fully Paid up)</b>		
<b>Subsidiary Companies/Joint Venture Company measured at cost</b>		
<b>Unquoted</b>		
<b>(a) In wholly owned subsidiaries measured at cost</b>		
DCM Landmark Estates Limited (Formerly known as DCM Textiles Limited) 50,000 (March 31, 2023: 50,000 ) equity shares of face value of Rs. 10 each	5.00	5.00
DCM Infinity Realtors Limited (Formerly known as DCM Data Systems Limited) 50,000 (March 31, 2023: 50,000) equity shares of face value of Rs. 10 each	5.00	5.00
DCM Infotech Limited (Formerly known as DCM Realty Investment & Consulting Limited) 2,550,020 (March 31, 2023: 2,550,020) equity shares of face value of Rs. 10 each	255.00	255.00
DCM Engineering Limited (Formerly DCM Tools & Dies Limited) 50,000 (March 31, 2023: 50,000) equity shares of face value of Rs. 10 each	5.00	5.00
DCM Realty and Infrastructure Limited 50,000 (March 31, 2023: 50,000) equity shares of face value of Rs. 10 each	5.00	5.00
Less: Aggregate amount of provision for impairment in value of Investments	(15.00)	(15.00)
<b>Subtotal</b>	<b>260.00</b>	<b>260.00</b>
<b>(b) In Joint venture company measured at cost</b>		
Purearth Infrastructure Limited (Refer note: 34 & 35A) 1,71,21,608 (March 31, 2023: 1,78,53,605) equity shares of face value of Rs. 10 each	2,912.99	2,986.18
<b>Subtotal</b>	<b>2,912.99</b>	<b>2,986.18</b>
<b>Total Non-Current Investments (a+b)</b>	<b>3,172.99</b>	<b>3,246.18</b>
<b>Aggregate carrying value of unquoted investments</b>	<b>3,172.99</b>	<b>3,246.18</b>
<b>Aggregate amount of provision for impairment in value of Investments</b>	<b>15.00</b>	<b>15.00</b>

Notes to the Standalone financial statements for the year ended March 31, 2024 continued

**6. Other financial assets - Non-current** **(Rupees in lakh)**

Particulars	As at March 31, 2024	As at March 31, 2023
<i>(Unsecured, considered good)</i>		
Security deposits for utilities	176.31	181.55
<b>Total</b>	<b>176.31</b>	<b>181.55</b>

The Company's exposure to credit and currency risks, and loss allowance related to non-current financial assets are disclosed in Note 44 (b)

**7. Non-current tax assets (net)** **(Rupees in lakh)**

Particulars	As at March 31, 2024	As at March 31, 2023
Advance income tax (net of provision)	410.32	400.64
<b>Total</b>	<b>410.32</b>	<b>400.64</b>

**8. Other non-current assets** **(Rupees in lakh)**

Particulars	As at March 31, 2024	As at March 31, 2023
<i>(Unsecured, considered good)</i>		
Capital advances		
To related party (Refer note 41)	9.00	9.00
Others (Refer note 37)	420.00	420.00
Balances with government authorities	135.35	135.35
Other advances		
To related party (Refer note 41)	179.89	179.89
Others	3.81	3.81
<i>Considered doubtful</i>		
Other advances	100.00	502.18
	<b>848.05</b>	1,250.23
Less: Loss allowance for doubtful advances	100.00	502.18
<b>Total</b>	<b>748.05</b>	<b>748.05</b>

**9. Inventories** **(Rupees in lakh)**

Particulars	As at March 31, 2024	As at March 31, 2023
<i>(Valued at cost or net realisable value, whichever is lower)</i>		
Raw materials	15.24	153.95
Work-in-progress	-	22.19
Stores and spares	822.39	877.72
Less: Loss on valuation of inventory	93.75	55.33
Land for development*	175.83	175.83
<b>Total</b>	<b>919.71</b>	<b>1,174.36</b>

\* Pursuant to the receipt of licence from the Haryana Government for the development of the Company's land at Hisar (Project land), during the quarter ended 31st December 2022, the Company has converted its said Project land admeasuring 68.35 acres from capital asset viz. property, plant and equipment, into stock in trade (refer note 36).



## 10. Trade receivables

(Rupees in lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
<i>(Unsecured)</i>		
Considered good	13.52	13.52
Considered doubtful	-	-
	<u>13.52</u>	<u>13.52</u>
Less : Allowance for doubtful trade receivables	-	-
<b>Total</b>	<b><u>13.52</u></b>	<b><u>13.52</u></b>

## Trade receivable ageing schedule

Particulars	Outstanding for following periods from due date of payments					Total
	Less than 6 months	6 months 1 year	1-2 years	2-3 years	More than 3 years	
<b>As at March 31, 2024</b>						
(i) Undisputed Trade receivables-Considered Good	-	-	-	-	13.52	13.52
(ii) Undisputed Trade receivables which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade receivables -credit impaired	-	-	-	-	-	-
<b>Total</b>	-	-	-	-	<b>13.52</b>	<b>13.52</b>
Less: Allowance for doubtful trade receivables	-	-	-	-	-	-
<b>Total</b>	-	-	-	-	<b>13.52</b>	<b>13.52</b>
<b>As at March 31, 2023</b>						
(i) Undisputed Trade receivables-Considered Good	-	-	-	-	13.52	13.52
(ii) Undisputed Trade receivables which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade receivables -credit impaired	-	-	-	-	-	-
<b>Total</b>	-	-	-	-	13.52	13.52
Less: Allowance for doubtful trade receivables	-	-	-	-	-	-
<b>Total</b>	-	-	-	-	13.52	13.52

The Company's exposure to liquidity risks are disclosed in note 44 (b)

## 11. Cash and cash equivalents

(Rupees in lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with banks		
- In current accounts	7.00	20.50
Cash on hand	0.52	0.50
<b>Total</b>	<b><u>7.52</u></b>	<b><u>21.00</u></b>

Notes to the Standalone financial statements for the year ended March 31, 2024 continued

**12. Bank balances other than cash and cash equivalents (Rupees in lakh)**

Particulars	As at March 31, 2024	As at March 31, 2023
Bank deposits with maturity between 3 to 12 months *	497.22	188.55
<b>Total</b>	<b>497.22</b>	<b>188.55</b>

\* Bank Deposits includes margin money of Rs. 89.80 lacs (March 31, 2023: Rs.87.20 lacs) deposits with bank/earmarked for specific use

Note: As per the requirement, the unclaimed fixed deposits, debentures, or interest thereon have already been transferred to the Investor Education and protection Fund (IEPF) established by the Central Govt.

The Company's exposure to credit risk, liquidity risks and currency risk are disclosed in note 44 (b)

**13. Loans - Current (Rupees in lakh)**

Particulars	As at March 31, 2024	As at March 31, 2023
<i>(Unsecured, considered good)</i>		
Loans to employees	6.67	15.52
<b>Total</b>	<b>6.67</b>	<b>15.52</b>

No loans are due from directors or other officers of the Company or any of them either severally or jointly with any other persons or amounts due by firms or private companies respectively in which any director is a partner or director or a member.

The Company's exposure to credit and currency risks, and loss allowance related to current financial assets are disclosed in Note 44 (b)

**14. Other financial assets - Current (Rupees in lakh)**

Particulars	As at March 31, 2024	As at March 31, 2023
<i>(Unsecured, considered good)</i>		
Interest receivable on fixed deposits	0.52	0.46
Interest receivable on security deposit	28.67	28.67
Other receivable		
From Related party	0.09	-
From others for sale of rights in flats	1.42	35.92
<b>Total</b>	<b>30.70</b>	<b>65.05</b>

Notes to the Standalone financial statements for the year ended March 31, 2024 continued

15. Other current assets (Rupees in lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
<i>(Unsecured, considered good)</i>		
Right in flats	-	123.50
Advances to suppliers	6.53	11.04
Prepaid expenses	3.59	11.87
Advance for Conversion Charges	31.35	-
Balance with statutory/government authorities	98.72	143.78
Other receivables	-	0.63
<b>Total</b>	<b>140.19</b>	<b>290.82</b>

16. Equity share capital (Rupees in lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>a) Authorised</b>		
6,39,99,000 (March 31, 2023: 6,39,99,000) equity shares of Rs. 10 each	6,399.90	6,399.90
100 (March 31, 2023: 100) 13.5% redeemable cumulative preference shares of Rs. 100 each	0.10	0.10
3,20,000 (March 31, 2023: 3,20,000) 6th cumulative redeemable cumulative preference shares of Rs. 25 each	80.00	80.00
36,80,000 (March 31, 2023: 36,80,000) preference shares of Rs. 25 each	920.00	920.00
10,00,000 (March 31, 2023: 10,00,000) cumulative preference shares of Rs. 100 each	1,000.00	1,000.00
	<b>8,400.00</b>	<b>8,400.00</b>
<b>b) Issued, subscribed and fully paid-up</b>		
1,86,77,749 (March 31, 2023: 1,86,77,749) equity shares of Rs. 10 each fully paid-up	1,867.77	1,867.77
	<b>1,867.77</b>	<b>1,867.77</b>

c) Reconciliation of the number of shares outstanding and the amount of equity share capital

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of shares	Amount	Number of shares	Amount
Balance as at the beginning of the year	1,86,77,749	1,867.77	1,86,77,749	1,867.77
Add: Shares issued during the year	-	-	-	-
<b>Balance at the end of the year</b>	<b>1,86,77,749</b>	<b>1,867.77</b>	<b>1,86,77,749</b>	<b>1,867.77</b>

**d) Terms, rights, preferences and restrictions attached to equity shares:**

The Company has issued one class of equity shares having at face value of Rs. 10 each per share. Each holder of equity shares is entitled to one vote per share with a right to receive per share dividend declared by the Company. In the event of liquidation of the Company, holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amount. The distribution will be in proportion to the number of shares held by shareholder.

**e) Details of shareholders holding more than 5% of equity shares**

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of shares	% of holding	Number of shares	% of holding
Mr. Sumant Bharat Ram	90,56,932	48.49%	90,56,932	48.49%

**(f) In the period of five years immediately preceding March 31, 2024**

(i) Calls in arrears of Rs. 0.31 lakh written off during the financial year ended March 31, 2020 as part of the implementation of Scheme of Arrangement of demerger of textile business undertaking of the Company into DCM Nouvelle Limited approved by hon'ble NCLT vide the order dated May 01, 2019

(ii) There were no buy back or issue of shares pursuant to contract without payment being received in cash during the previous 5 years.

**g) Details of Promoters' Shareholding and changes during the year**

Promoter Name	As at March 31, 2024		As at March 31, 2023		% change during the year
	Number of shares	% of holding	Number of shares	% of holding	
Mr. Sumant Bharat Ram	90,56,932	48.49%	90,56,932	48.49%	NIL
Mr. Yuv Bharat Ram	4,800	0.03%	4,800	0.03%	NIL
Mr. Rahil Bharat Ram	4,852	0.03%	4,852	0.03%	NIL
Mr. Hemant Bharat Ram	50	0.00%	50	0.00%	NIL

**17. Other equity**

(Rupees in lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Securities premium	1,061.19	1,061.19
Capital reserve	25.40	25.40
Capital redemption reserve	130.10	130.10
Retained Earnings	(2,304.81)	(2,294.97)
<b>Total</b>	<b>(1,088.12)</b>	<b>(1,078.28)</b>

Refer Statement of changes in other equity for movement during the year

**Nature and purpose of reserve:**

**(a) Capital redemption reserve**

Capital redemption reserve was created on account of buyback of shares as per the requirements of Companies Act, 1956.

**(b) Securities Premium**

Securities premium account represent the recovery of premium on issue of shares. This amount is to be utilised in accordance with the provisions of the Companies Act, 2013.

Notes to the Standalone financial statements for the year ended March 31, 2024 continued

(c) **Capital reserve**

Capital reserve pertains to government grants received in earlier years for plant and equipment. The assets against the said grant have been fully depreciated.

(d) **Retained Earnings**

Retained Earnings are the balance of profit/(loss) that the Company has earned till date, less, any transfer to general reserve, any transfer from or to other comprehensive income, dividend or other distribution paid to shareholders.

**18. Other financial liabilities - Non-current** **(Rupees in lakh)**

Particulars	As at March 31, 2024	As at March 31, 2023
Other deposits	0.73	0.73
Other Liabilities		
- Payable to related party (including interest) (Refer note 41) *	2,466.64	2,288.18
- Payable to others	-	527.44
<b>Total</b>	<b>2,467.37</b>	<b>2,816.35</b>

\* The Company has entered into agreements dated 27 March 2021 and 17 April 2021 for purchase of residential units in the project "Amaryllis" being developed by Purearth Infrastructure Limited (Joint Controlled Entity) under joint development agreement with Basant Projects Limited. Payment for the said purchase of residential units along with interest is to be made on deferred payment basis within the period of four years and six months (54 months) from the date of the agreement of these residential units. The arrangement carries interest ranging between 10.00% - 10.35% per annum and is secured by equitable mortgage of 43.65 acres of Company's land situated near Mela Ground Hissar - 125001, Haryana, India.

The Company's exposure to interest, currency and liquidity risks related to financial liabilities is disclosed in Note 44 (b)

**19. Provisions - Non-current** **(Rupees in lakh)**

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Provision for employee benefits</b>		
Gratuity (Refer note 40)	297.12	471.08
Compensated absences	36.59	56.45
<b>Total</b>	<b>333.71</b>	<b>527.53</b>

**20. Trade payables - Current** **(Rupees in lakh)**

Particulars	As at March 31, 2024	As at March 31, 2023
Dues to micro and small enterprises**	87.52	80.97
Dues to others	90.21	124.35
<b>Total</b>	<b>177.73</b>	<b>205.32</b>

## Trade payables ageing schedule

(Rupees in lakh)

Particulars	Outstanding for following periods from due date of payments				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>As at March 31, 2024</b>					
(i) MSME	6.55	-	-	-	6.55
(ii) Others	21.71	6.94	-	61.56	90.21
(iii) Disputed dues-MSME	-	-	-	80.97	80.97
<b>Total</b>	<b>28.26</b>	<b>6.94</b>	<b>-</b>	<b>142.53</b>	<b>177.73</b>
<b>As at March 31, 2023</b>					
(i) MSME	-	-	-	-	-
(ii) Others	42.03	9.96	5.53	66.83	124.35
(iii) Disputed dues-MSME	-	-	-	80.97	80.97
Total	42.03	9.96	5.53	147.80	205.32

The Company's exposure to currency and liquidity risks related to financial liabilities is disclosed in Note 44 (b)

## \*\* Due to Micro, Small and Medium Enterprises:

(Rupees in lakh)

Particulars	As at	As at
	March 31, 2024	March 31, 2023
(a) The principal amount remaining unpaid to any supplier as at the end of each accounting year	87.52*	80.97*
(b) The interest due thereon remaining unpaid to any supplier as at the end of each accounting year	0.08	-
(c) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, during each accounting year	-	-
(d) The amount of the payments made to the suppliers beyond the appointed day during each accounting year.	0.99	-
(e) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under Micro Small and Medium Enterprises Development Act, 2006.	0.02	-
(f) The amount of interest accrued and remaining unpaid at the end of each accounting year and	0.10	-
(g) The amount of further interest remaining due and payable even in the succeeding periods, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro Small and Medium Enterprises Development Act, 2006.	-	-

\* Includes Rs.80.97 lacs disputed dues -MSME

Notes to the Standalone financial statements for the year ended March 31, 2024 continued

21. Other financial liabilities - Current (Rupees in lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Unclaimed matured debentures and interest accrued thereon *	2.65	2.65
Employee related payable	326.12	324.44
Advance received under Joint development Agreement (Refer note 47)	5,000.00	5,000.00
Book Overdraft	28.78	-
<b>Other payable</b>		
- to others	-	16.44
<b>Total</b>	<b>5,357.55</b>	<b>5,343.53</b>

\* There is no unclaimed amount due and outstanding to be credited to Investor Education and Protection Fund as at March 31, 2024 in view of Scheme of restructuring and arrangement (SORA), pursuant to which certain past dues have been rescheduled for payment.

The Company's exposure to currency and liquidity risks related to financial liabilities is disclosed in Note 44 (b)

22. Other liabilities - Current (Rupees in lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Advance from customers	3.70	3.70
Statutory dues payables	10.49	15.49
Other payables	90.01	128.20
<b>Total</b>	<b>104.20</b>	<b>147.39</b>

23. Provisions - Current (Rupees in lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Provision for employee benefits</b>		
Gratuity (Refer note 40)	12.51	55.34
Compensated absences	3.44	4.94
<b>Total</b>	<b>15.95</b>	<b>60.28</b>

**24. Revenue from operations** (Rupees in lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Sale of products</b>		
Manufactured goods		
Pattern, Jigs & Fixture	-	6.00
<b>Other operating revenue</b>		
Scrap sales	357.78	-
<b>Total</b>	<u>357.78</u>	<u>6.00</u>

(Rupees in lakh)

Contract Balances	As at March 31, 2024	As at March 31, 2023
<b>Contract Assets</b>		
Trade receivable (refer note 10)	13.52	13.52
<b>Contract Liability</b>		
Advance from Customer (refer note 22)	3.70	3.70

**Reconciliation of revenue recognised with the contracted price is as follows:**

(Rupees in lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Contracted price	357.78	6.00
Revenue recognised	<u>357.78</u>	<u>6.00</u>

**25. Other income**

(Rupees in lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Interest income on financial assets at amortised cost</b>		
- Deposits with bank	7.88	10.35
- Other interest income #	-	0.68
Dividend income from equity investment measured at cost	76.50	76.50
Profit on sale of property, plant and equipment (net)	-	1.34
Income from transfer of rights in flats	1.50	41.38
Profit on sale of long term investments under buy back scheme	358.68	-
Liabilities/provisions no longer required written back	567.31	927.14
Miscellaneous income	0.66	30.27
<b>Total</b>	<u>1,012.53</u>	<u>1,087.66</u>

# Interest received on income tax refund of Rs. Nil lakh (March 31, 2023: 0.68 lakhs)



Notes to the Standalone financial statements for the year ended March 31, 2024 continued

**26. Cost of material consumed** **(Rupees in lakh)**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening stock	153.95	153.95
Add: Purchase	-	-
	<u>153.95</u>	<u>153.95</u>
Less: Closing stock	15.24	153.95
	<u><u>138.71</u></u>	<u><u>-</u></u>

**27. Changes in inventories of finished goods and work-in-progress** **(Rupees in lakh)**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<u>Inventories at the end of the year:</u>		
Finished goods	-	-
Work-in-progress	-	22.19
<b>Total</b>	<u>-</u>	<u>22.19</u>
<u>Inventories at the beginning of the year:</u>		
Finished goods	-	-
Work-in-progress	22.19	22.19
<b>Total</b>	<u>22.19</u>	<u>22.19</u>
<b>Net (increase)/decrease</b>	<u><u>22.19</u></u>	<u><u>-</u></u>

**28. Employee benefits expense** **(Rupees in lakh)**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, bonus and other allowances	260.49	279.53
Contribution to provident and other funds	12.36	10.75
Gratuity expense (refer note 40)	57.09	80.54
Staff welfare expenses	5.71	37.80
<b>Total</b>	<u><u>335.65</u></u>	<u><u>408.62</u></u>

**29. Finance costs** **(Rupees in lakh)**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest expense on :		
- Borrowings	-	-
- Others *	198.45	210.17
Other borrowing costs	0.04	1.32
<b>Total</b>	<u><u>198.49</u></u>	<u><u>211.49</u></u>

\* Others includes interest cost to related party of Rs. 198.29 Lakhs (March 31, 2023 Rs. 207.45 Lakhs) (refer note 41)

**30. Depreciation and amortisation expense (Rupees in lakh)**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation on property, plant and equipment	387.62	627.42
Amortisation of intangible assets	3.20	3.20
<b>Total</b>	<b>390.82</b>	<b>630.62</b>

**31. Other expenses (Rupees in lakh)**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Power, fuel, etc.	15.59	15.43
Rent	2.31	1.16
Repair and maintenance		
- Buildings	9.12	11.80
- Machinery	2.12	8.08
- Others	5.79	35.66
Insurance	12.22	23.95
Security Charges	49.41	46.83
Rates and taxes	12.47	10.78
Directors' fees	5.70	6.20
Legal and professional fees (refer note (i) below)	54.75	188.40
Travelling and conveyance	19.00	15.27
Asset written off	41.94	-
Inventory store and spares written off	-	4.31
Loss on valuation of Inventories	93.75	55.33
Miscellaneous expenses	28.18	35.99
<b>Total</b>	<b>352.35</b>	<b>459.19</b>
<b>(i) Includes auditors remuneration (excluding taxes)</b>		
For audit fee and limited review	9.50	9.50
Certificates	0.10	0.10
Reimbursement of expenses	0.10	0.08
<b>Total</b>	<b>9.70</b>	<b>9.68</b>

## 32. Tax expense

(Rupees in lakh)

## (a) Income tax expenses in the statement of Profit and loss consists of:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Current income tax	-	-
Tax adjustment relating to prior years	-	-
Deferred tax	-	-
<b>Income tax expense recognised in the Statement of Profit and loss</b>	<b>-</b>	<b>-</b>

## (b) The reconciliation between the provision of income tax of the Company and the amount computed by applying the statutory income tax rate to profit before tax is as follows:

(Rupees in lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Loss before tax	(67.90)	(616.26)
Applicable income tax rate (in %)	31.20%	31.20%
Computed expected tax expense	(21.18)	(192.27)
<b>Effect of:</b>		
Expenses (net) that are not deductible in determining taxable profit	-	(2.35)
Unrecognised tax asset	21.18	194.62
<b>Tax as per books</b>	<b>-</b>	<b>-</b>

## (c) Unrecognised tax asset

As at March 31, 2024, the Company has unabsorbed depreciation and business losses under the provisions of the Income-tax Act, 1961. Consequent to the provisions of Ind AS 12 - "Income Taxes", in the absence of reasonable certainty of taxable profits in future years, deferred tax assets have been recognised only to the extent of deferred tax liability. The Company reassess the unrecognised deferred tax assets at each reporting period and recognise the deferred tax assets over its deferred tax liability when it has become probable that future taxable profits will allow the deferred tax assets to be recovered.

Deferred tax assets and liabilities are attributable to the following:

Deferred tax assets	(Rupees in lakh)	
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Property, plant and equipment	42.57	74.45
Provision for gratuity and compensated absences	109.09	183.40
Unabsorbed depreciation	3,627.15	3,513.32
Business loss	505.93	251.61
Deferred tax assets	<b>4,284.75</b>	<b>4,022.78</b>

**33. Earnings per share****(Rupees in lakh)**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Net profit/(loss) attributable to equity shareholders (Rs. In lakh)	(67.90)	(616.26)
Weighted average number of equity shares in calculating Basic EPS	1,86,77,749	1,86,77,749
Weighted average number of equity shares in calculating Diluted EPS	1,86,77,749	1,86,77,749
Basic and Diluted earnings per share in rupees (Rs.) (face value per equity share Rs. 10 each)	(0.36)	(3.30)

**34. Restructuring**

After considering the effect of Scheme of Restructuring and Arrangement approved by the Delhi High Court vide its order dated October 29, 2003 under section 391-394 of the Companies Act, 1956 (Act) and subsequent modification there to vide Delhi High Court order dated April 28, 2011 (hereinafter referred to as SORA), the Company had complied with the debt repayment obligations including in respect of debentures, deposits, loans and related interest and where such amount has not been claimed by the concerned party, deposited an equivalent amount into a 'No Lien /Designated Account' with scheduled banks. Aggregate of amount so deposited as at the year-end is Rs. 2.65 lakh (March 31, 2023: Rs. 2.65 lakh). In terms of SORA, the Company will not dispose off its shareholding in Purearth Infrastructure Limited until the completion of the land development project at Bara Hindu Rao Kishan Ganj, Delhi.

As per the requirement, the unclaimed fixed deposits, debentures, or interest thereon have been transferred to the Investor Education and protection Fund (IEPF) established by the Central Govt.

**35. Amalgamation and demerger Scheme**

Due to payment of dues of creditors including banks pertaining to the Engineering Business Undertaking, the section II relating to restructuring of outstanding loans and liabilities of Engineering Business Undertaking (referred as Engineering Business) of the Composite Scheme of Arrangement approved by the Board on November 28, 2019 for restructuring of its Engineering Business, has become infructuous.

Pursuant to the above, as decided by the Board in its meeting held on May 29, 2023, the Company has withdrawn the said Composite Scheme of Arrangement and proposes to make a fresh proposal for restructuring of its said Engineering Business in consultation with Legal and Tax Consultant after its approval by the Board.

The Company is evaluating and pursuing all options concerning its Engineering business and operations. In the interim, the Company has been continuously working for better upkeep of factory and to rationalize the workmen cost.

**35A. The Holding Company holds 1,78,53,605 equity shares in Purearth Infrastructure Limited (PIL), a Joint Venture Company which constitute 16.56% holding of paid up equity share capital of PIL.**

The shareholders of PIL in their Extra-Ordinary General Meeting held on 20.02.2024 approved the buy-back of upto 44,19,800 equity shares equivalent to 4.10% of shareholding of PIL at Rs.59/- per equity share.

The Holding Company tendered its shareholding in PIL to the extent of 7,31,997 equity shares as eligible under the said buy-back scheme and received Rs.431.88 lakh during the month of March, 2024 towards the consideration for tendering the said 7,31,997 shares of PIL.

**36. The Company is in process of developing its 68.35 acres of land situated in the revenue state of Village Bir Hisar, Sector-23, Hisar, Haryana (referred as Hisar land). The Company has signed a joint development agreement in this regard on 11th August, 2022 with a party which is subject to fulfilment of certain terms and conditions by the said party as well as receipt of regulatory approvals. In this connection, the Company has received a license no.179 of 2022 in joint development with the said party on November 10, 2022 in respect of 67.275 acres of said Hisar land (referred as Project land) under Regulation of Urban Area Act, 1975 for setting up of affordable residential plotted colony under Deen Dayal Jan Awas Yojana-2016 (referred as Project). Following the receipt of said License, the Company has converted its said Project land from capital asset viz. property, plant and equipment, into stock in trade during the quarter ended 31st December 2022.**

The Director General, Town and Country Planning, Haryana however suspended the said licensee no.179 of 2022 in April-2023 taking a note that an enquiry has been initiated against the Company by Deputy Commissioner in respect of the Company's land at Hisar.

As per said order, the licensee is directed not to carry out any development work in the Colony and also not to create another third party rights unless the said suspension is revoked. The Company along with the Developer is putting in earnest efforts to take up the matter with the concerned authorities. However the said matter of revocation of the license remains pending. The Company as well as the Developer are hopeful that the requested revocation of the suspension order will be acceded to by the authorities and that the development work on the land shall start soon thereafter and both parties are making endeavors to have this matter resolved at the earliest.

The matter remains pending as on date of approval of these audited financial statements.

**37. Capital advances include Rs. 420.00 lakh (March 31, 2023: Rs. 420.00 lakh) (net of refund of Rs.450.00 lakh) to acquire certain property under construction at New Delhi. The construction was a matter of litigation between the builder and the local authorities. The Company has invoked the arbitration clause of the agreement with the builder and file the arbitration petition. In the said arbitration proceeding the Company had received back the said principal amount of Rs.450.00 lakh from the builder. The management is confident that remaining balance amount paid to acquire the property is good and fully recoverable.**

38. Contingent liabilities, contingent assets and commitments

a) Commitments

(Rupees in lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Capital commitments	-	-

b) Contingent liabilities not provided for:

(Rupees in lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Claims not acknowledged as debts: *		
- Excise claims	0.50	8.94
- Sales tax matters/ VAT	618.03	618.03
- Income-tax matters	508.56	508.56
- Employees' claims (to the extent ascertained)	54.00	44.11
- Others	63.87	63.87

\* All the above matters are subject to legal proceedings in the ordinary course of business. The legal proceedings, when ultimately concluded in the opinion of management, will not have any material effect on the results of operations or financial position of the Company.

(i) There are no undisputed dues of wealth tax and service tax which have not been deposited by the Company. The details of disputed dues as of March 31, 2024 in respect of customs duty, income tax, excise duty and sales tax/ PVAT that have not been deposited by the Company, are as follows:

Name of the statute	Nature of dues	Amount Involved * (Rs. in lakh)	Amount paid under protest (Rs. in lakh)	Period to which amount relates	Forum where dispute is pending
Central Excise Act, 1944	Excise duty	0.50	-	2002-03, 2003-04,	Supreme court
Punjab VAT Act, 2005	Sales tax	218.17	15.50	Financial Year 2012-13	Punjab VAT Appellate Tribunal
		146.96	36.75	Financial Year 2011-12	
		130.25	35.09	Financial Year 2010-11	
		122.65	12.27	Financial Year 2013-14	Deputy Commissioner (Appeals)

\*amount as per demand orders including interest and penalty wherever indicated in the demand.

For the above purposes, statutory dues payable in India have been considered. Further, the demands raised and already set off by the Income-tax Authorities against the carried forward losses of the Company, being no longer due for payment, have not been considered.

(ii) The following matters have been decided in favour of the Company, although the concerned regulatory authority has preferred an appeal at a higher level:

Name of the statute	Nature of dues	Amount involved (Rs. in lakh)	Period to which amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income tax	442.48	Financial Year 1982-83 to 1989-90	ITAT refer back to AO
		66.08	Financial Year 2011-12	High court

39. As per MCA, notification dated August 5, 2022, the central government has notified the Companies (Accounts) fourth Amendment Rule 2022. As per the amendmend rules the Companies are required to maintain the back up of the books of account and other relevant books and papers in electronic mode that should be accessible in India at all the time. Also the Companies are required to creat back up of accounts on servers physically located in India on daily basis. The books of account along with other relevant records and papers of the Company are maintained in electronic mode. These are readily available in India at all the times.

40. Employee benefits

A Defined contribution plans

Contributions to defined contribution plans charged off for the year are as under:

(Rupees in lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Company's contribution to provident fund	7.96	7.33
Company's contribution to superannuation fund	4.39	3.28
Company's contribution to employees' state insurance	0.01	0.14
<b>Total</b>	<b>12.36</b>	<b>10.75</b>

B Defined benefit plans

The Company operates the following post-employment defined benefit plans:-

The Company operates gratuity plan wherein every employee is entitled to the benefit equivalent to 15 days of total basic salary last drawn for each completed year of service. Gratuity is payable to all eligible employees of the Company on retirement, separation, death or permanent disablement, in terms of the provisions of the Payment of Gratuity Act.

Liability with regards to Gratuity is accrued based on actuarial valuation at the balance sheet date, carried out by independent actuary. For details about the related employee benefits plan, refer accounting policies on employee benefits.

The following table set out the status of the defined benefit obligation

(Rupees in lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Defined benefit liability- Gratuity	309.63	526.42
<b>Total employee benefit liabilities</b>		
Non-current	297.12	471.08
Current	12.51	55.34
<b>Total</b>	<b>309.63</b>	<b>526.42</b>

For details about the related employee benefit expenses, refer note 30.

i) Reconciliation of the defined benefit liability :

The following table shows a reconciliation from the opening balances to the closing balances for the defined benefit liability and its components

(Rupees in lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Balance at the beginning of the year	526.42	721.83
Current service cost	18.29	29.07
Interest cost	38.80	51.47
Actuarial (gains)/losses recognised in other comprehensive income/(expense)	(58.06)	(63.95)
Benefits paid	(215.82)	(212.00)
<b>Balance at the end of the year</b>	<b>309.63</b>	<b>526.42</b>
Non-current	297.12	471.08
Current	12.51	55.34

ii) *Expense recognized in Statement of profit and loss :*

(Rupees in lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Current service cost	18.29	29.07
Interest cost	38.80	51.47
<b>Net cost</b>	<b>57.09</b>	<b>80.54</b>

iii) *Remeasurements recognized in other comprehensive income/(expense) :*

(Rupees in lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Actuarial gain/( loss) on defined benefit obligation	58.06	63.95
	<b>58.06</b>	<b>63.95</b>

iv) *Actuarial assumptions :*

Principal actuarial assumptions at the reporting date (expressed as weighted averages) :

(Rupees in lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Financial assumptions</b>		
Discount rate	7.23%	7.37%
Future salary growth	6%	6%
Retirement age	58 Years	58 Years
Mortality table	IALM (2012-14)	IALM (2012-14)
Withdrawal rate		
Upto 30 years	3%	3%
From 31 to 44 years	2%	2%
Above 44 years	1%	1%

As at March 31, 2024, the weighted average duration of the defined benefit obligation was 12.44 - 15.24 year (March 31, 2023 : 11.82 - 12.44 year)

Expected contributions to post-employment benefit plans for the year ending March 31, 2024 are Rs. 42.92 lakh. (March 31, 2023 : 70.41 lakh)

v) *Sensitivity analysis :*

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

(Rupees in lakh)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Increase	Decrease	Increase	Decrease
Discount rate (0.50%)	(14.41)	15.46	(21.99)	23.58
Future salary growth (0.50%)	15.57	(14.64)	23.78	(22.37)

Although the analysis does not take into account of the full distribution of cash flows expected under the plan, it does not provide an approximation of the sensitivity of the assumptions shown.

**vi) Maturity profile :**

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date:

(Rupees in lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Year 1	12.51	55.34
Year 2	17.61	35.33
Year 3	13.10	28.02
Year 4	8.89	26.09
Year 5	16.64	21.19
Next 6	11.79	29.42
Next to 6 years	229.11	331.03

**vii) Description of Risk Exposures:**

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Company is exposed to various risks as follow-

- Interest risk: The present value of the defined benefit plan liability (denominated in Indian Rupee) is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.
- Longevity risk: The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
- Salary Risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

**41. Related party disclosures:**

In accordance with the requirements of Ind AS 24 on Related Party Disclosures, the names of the related parties where control exists and/or with whom transactions have taken place during the year and description of relationships, as identified and certified by the management are:

**A. Name and description of relationship of the related party****Subsidiaries**

- DCM Landmark Limited (Formerly known as DCM Textiles Limited)
- DCM Infotech limited (Formerly known as DCM Realty Investment & Consulting Limited)
- DCM Engineering Limited (Formerly known as DCM Tools & Dies Limited)
- DCM Infinity Realtors Limited (Formerly known as DCM Data Systems Limited)
- DCM Realty and Infrastructure Limited

**Joint controlled entity**

- Purearth Infrastructure Limited

**Subsidiaries of Joint controlled entity**

- Kalptru Realty Private Limited
- Kamayani Facility Management Private Limited
- Viganharta Estates Private Limited



**Key management personnel, directors and/or individuals having direct or indirect control or significant influence, and their relatives:**

10. Mr. Sumant Bharat Ram - Promoter and Director
11. Mr. Yuv Bharat Ram - Promoter
12. Mr. Rahil Bharat Ram - Promoter
13. Mr. Hemant Bharat Ram - Promoter
14. Mr. Yadvinder Goyal - Company Secretary
15. Mr. Ashwani Singhal – Chief Financial Officer
16. Mr. Jitendra Tuli –Managing Director
17. Mr. Bipin Maira - Independent Director
18. Mr. Vinay Sharma - Whole Time Director
19. Dr. Kavita A. Sharma - Independent Director
20. Mr. Sudhir Kumar Jain - Independent Director
21. Mr. Shyam Sunder Sharma - Non-Executive Director

**Other Entities**

22. DCM Engineering Products Educational Society
23. DCM Limited Superannuation Trust
24. DCM Employees Welfare Trust
25. DCM Nouvelle Limited

**Other Entities in which Individuals described in Sr. 10 above have direct or indirect control**

26. Juhi Developers Private Limited
27. Teak Farms Private Limited
28. Unison International IT Services Limited
29. Aggresar Leasing and Finance Private Limited
30. Atlantic Commercial Company Limited
31. Calipro Real Estates Private Limited
32. Shreshtha Real Estates Private Limited

**B. Transactions with related parties:**

(Rupees in lakh)

Name of Related Party and Nature of Relationship	Nature of Transaction	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Subsidiary</b>			
DCM Engineering Limited	Amount paid on behalf of Holding Company - DCM Limited to Subsidiary	-	4,590.87
	Amount received on behalf of Holding Company - DCM Limited by Subsidiary	0.09	4,225.84
DCM Infotech Limited	Dividend received	76.50	76.50
	Balance return for reimbursement of expense	-	42.12
<b>Joint Controlled Entity</b>			
Purearth Infrastructure Limited	Building Maintenance, Electricity and other expenses (net)	12.87	12.82
	Paid balance amount against building	-	-
	Advance for conversion charges	31.01	-
	Purchase of rights in Residential Flats	-	185.85
	Interest payable for purchase of rights in flats	198.29	207.45
	Amount received against buy back scheme	431.88	-

Name of Related Party and Nature of Relationship	Nature of Transaction	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Key Management Personnel *</b>			
Mr. Yadvinder Goel	Short term employee benefits	23.55	23.56
Mr. Ashwani Singhal	Short term employee benefits	44.28	40.96
Mr. Vinay Sharma	Short term employee benefits	19.74	11.51
Mr. Jitendra Tuli	Sitting Fees	0.90	1.00
Dr. Kavita A. Sharma	Sitting Fees	1.00	1.25
Mr. Sudhir Kumar Jain	Sitting Fees	1.20	1.50
Mr. Shyam Sunder Sharma	Sitting Fees	0.70	0.60
Mr. Bipin Maira	Sitting Fees	1.40	1.65
Mr. Sumant Bharat Ram	Sitting Fees	0.50	0.20
<b>Other Entities</b>			
DCM Nouvelle Limited	Reimbursement of property tax	-	5.15

\* Provision for contribution to gratuity fund, leave encashment on retirement and other defined benefits which are made based on actuarial valuation on an overall company basis are not included in the remuneration of existing key management personnel.

The Company maintains superannuation trust for the purpose of administering the superannuation payment to its employees.

C. **Balance Outstanding in Balance Sheet:**

(Rupees in lakh)

Name of Related Party and Nature of Relationship	Nature of Transaction	As at March 31, 2024	As at March 31, 2023
<b>Joint Controlled Entity</b>			
Purearth Infrastructure Limited	Advance for purchase of rights in Residential Flats	9.00	9.00
	Payable for purchase of rights in flats (including Interest)	2,466.64	2,288.18
<b>Other Entities</b>			
DCM Engineering Products Educational Society	Balance payable	7.38	7.38
DCM Engineering Limited	Balance receivable	0.09	-
DCM Employees Welfare Trust	Balance receivable (Net of provision)	179.89	179.89
<b>Key Management Personnel</b>			
Mr. Ashwani Singhal	Balance payable	20.29	1.75
Mr. Sanjeev Kumar	Balance payable	-	0.32
Mr. Yadvinder Goyal	Balance payable	10.92	1.36
Mr. Vinay Sharma	Balance payable	15.58	4.21
<b>Other Entities</b>			
DCM Nouvelle Limited	Balance payable	5.15	5.15

42. The Board of Directors of the Company in its meeting held on May 27, 2024, have decided not to sell and continue to hold its Land/Building located in Kodukanthangal Village and Serkadu Village, Katpadi Sub-Registration District, Vellore Registration District, Vellore District, Tamil Nadu as the requirements for which it was decided to sell the said pieces of land had already been met out of alternate source of funds. Accordingly the said pieces of Land/Building have been regrouped from Asset held for sale to viz. property, plant and equipment as on March 31, 2024.

**43. Operating segments****A. Basis for segmentation**

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. All operating segment's operating results are reviewed regularly by the Chief operating decision maker (CODM) to make decisions about resources to be allocated to the segments and assess their performance.

In accordance with Ind AS 108 'Segment Reporting' as specified in section 133 of the Companies act, 2013 read with Rule 7 of the Companies (Accounts) Rule, 2014, the Company has identified two reportable segments, as described below, which are the Company's strategic business units. These business units offer different products and services, and are managed separately because they require different technology and marketing strategies. For each of the business units, the Chief operating decision maker (CODM) reviews internal management reports on a periodic basis.

The following summary describes the operations in each of the Company's reportable segments:

**Reportable segments**

Real estate

Grey iron casting

**Operations**

Development at the Company's real estate site at Bara Hindu Rao / Kishan Ganj, Delhi and at Hisar, Haryana

Grey iron casting manufacturing

**B. Information about operating segments**

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit (before tax), as included in the internal management reports that are reviewed by the Board of Directors of the company. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing is determined on an arm's length basis.

Particulars	Reportable Segment						DCM Limited	
	Real Estate		Grey iron casting		Unallocated		Total	
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
	(Rupees in lakh)							
<b>Segment revenue</b>								
- External revenues	-	6.00	357.78	6.00	-	-	357.78	6.00
- Other operating revenue	-	-	-	-	-	43.00	-	43.00
<b>Total segment revenue</b>	-	6.00	357.78	6.00	-	43.00	357.78	49.00
<b>Segment profit/(loss) before tax</b>	-	41.38	(576.23)	(135.47)	-	-	(576.23)	(94.09)
Unallocated corporate expenses/ income (net of unallocated income/ expenses)	-	-	-	-	706.82	(310.68)	706.82	(310.68)
<b>Profit before finance costs and tax</b>	-	-	-	-	-	-	130.59	(404.77)
Finance costs	-	-	-	-	198.49	211.49	198.49	211.49
<b>Profit/(loss) before tax</b>	-	-	-	-	-	-	(67.90)	(616.26)
Provision for taxation	-	-	-	-	-	-	-	-
<b>Profit/(loss) after taxation</b>	-	-	-	-	-	-	(67.90)	(616.26)
Depreciation and amortization	-	619.70	380.23	619.70	10.59	10.92	390.82	630.62
Capital expenditure during the year	-	-	-	-	-	-	-	-
Non-cash expense other than depreciation	-	59.64	93.75	59.64	-	-	93.75	59.64

Particulars	Reportable Segment						DCM Limited	
	Real Estate		Grey iron casting		Unallocated		Total	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
	(Rupees in lakh)							
Segment assets	175.82	299.33	3,750.01	4,305.66	-	-	3,925.83	4,604.99
Assets held for sale	-	-	-	205.05	-	-	-	205.05
Unallocated assets	-	-	-	-	5,310.29	5,079.85	5,310.29	5,079.85
<b>Total assets</b>	175.82	299.33	3,750.01	4,510.71	5,310.29	5,079.85	9,236.12	9,889.89
Segment liabilities	7,466.64	7,288.34	774.39	1,139.57	215.44	672.49	8,456.47	9,100.40
Share capital and reserves	-	-	-	-	779.65	789.49	779.65	789.49
Loan funds	-	-	-	-	-	-	-	-
<b>Total liabilities</b>	7,466.64	7,288.34	774.39	1,139.57	995.09	1,461.99	9,236.12	9,889.89

**C. Geographical information**

The geographical information analyses the Company's revenues and non-current assets by the Company's country of domicile (i.e. India) and other countries. In presenting the geographical information, segment revenue has been based on the geographic location of customers and segment assets which have been based on the geographical location of the assets.

**i. Revenues****(Rupees in lakh)**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
India (a)	357.78	6.00
Outside India (b)	-	-
<b>Total (a+b)</b>	<b>357.78</b>	<b>6.00</b>

**ii. Non current assets\*****(Rupees in lakh)**

Particulars	As At March 31, 2024	As At March 31, 2023
India	3,860.97	4,087.65
Outside India	-	-
<b>Total</b>	<b>3,860.97</b>	<b>4,087.65</b>

\* Non-current assets exclude financial instrument, deferred tax assets and post-employment benefit assets.

**D. Major customers**

There is no single customer who contributed 10% or more of the Company's revenue during the year ended March 31, 2024 and March 31, 2023.

**44. Fair value measurement and financial instruments****a. Financial instruments – by category and fair values hierarchy**

The following table shows the carrying amounts and fair value of financial assets and financial liabilities, including their levels in the fair value hierarchy.

**i. As at March 31, 2024**

Particulars	Carrying value				Fair value measurement using		
	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3
<b>Financial assets</b>							
<b>Non-current</b>							
Other financial assets *	-	-	176.31	176.31	-	-	176.31
<b>Current</b>							
Trade receivables *	-	-	13.52	13.52	-	-	13.52
Cash and cash equivalents *	-	-	7.52	7.52	-	-	7.52
Bank Balances other than cash and cash equivalents	-	-	497.22	497.22	-	-	497.22
Loans *	-	-	6.67	6.67	-	-	6.67
Other financial assets *	-	-	30.70	30.70	-	-	30.70
<b>Total</b>	-	-	<b>731.94</b>	<b>731.94</b>	-	-	731.94
<b>Financial liabilities</b>							
<b>Non-current</b>							
Other financial liabilities *	-	-	2,467.33	2,467.33	-	-	2,467.33
<b>Current</b>							
Trade payables *	-	-	177.73	177.73	-	-	177.73
Other current financial liabilities *	-	-	5,357.55	5,357.55	-	-	5,357.55
<b>Total</b>	-	-	<b>8,002.61</b>	<b>8,002.61</b>	-	-	8,002.61

## ii. As at March 31, 2023

(Rupees in lakh)

Particulars	Carrying value				Fair value measurement using		
	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3
<b>Financial assets</b>							
<b>Non-current</b>							
Other financial assets *	-	-	181.55	181.55	-	-	181.55
<b>Current</b>				-			
Trade receivables *	-	-	13.52	13.52	-	-	13.52
Cash and cash equivalents *	-	-	21.00	21.00	-	21.00	-
Bank Balances other than cash and cash equivalents	-	-	188.55	188.55	-	188.55	-
Loans *	-	-	15.52	15.52	-	-	15.52
Other financial assets *	-	-	65.05	65.05	-	-	65.05
<b>Total</b>	-	-	<b>485.19</b>	<b>485.19</b>	-	<b>209.55</b>	<b>275.64</b>
<b>Financial liabilities</b>							
<b>Non-current</b>							
Other financial liabilities *	-	-	2,816.35	2,816.35	-	-	2,816.35
<b>Current</b>							
Trade payables *	-	-	205.32	205.32	-	-	205.32
Other current financial liabilities *	-	-	5,343.53	5,343.53	-	-	5,343.53
<b>Total</b>	-	-	<b>8,365.20</b>	<b>8,365.20</b>	-	-	<b>8,365.20</b>

\*The carrying amounts of trade receivables, trade payables, cash and cash equivalents, bank balances other than cash and cash equivalents and other financial assets and liabilities, approximates the fair values, due to their short-term nature. The loans, other non-current financial assets and bank deposits (due for maturity after twelve months from the reporting date), and other non-current financial liabilities, the carrying value of which approximates the fair values as on the reporting date.

There have been transfers from Level 2 to Level 3 of cash and cash equivalent & bank balances other than cash and cash equivalent for the year ended March 31, 2024. There have been no transfer between Level 1, Level 2 and Level 3 for the year ended March 31, 2023.

**Valuation technique used to determine fair value**

Specific valuation techniques used to value non-current financial assets and liabilities for whom the fair values have been determined based on present values and the appropriate discount rates of the Company at each balance sheet date. The discount rate is based on the weighted average cost of borrowings of the Company at each balance sheet date.

**b. Financial risk management**

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

**Risk management framework**

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors have authorized senior management to establish the processes, who ensures that executive management controls risks through the mechanism of properly defined framework.

The Company has in place Risk Management Process for identifying / managing risks. The Company's Risk Management Framework helps in identifying risks and opportunities that may have a bearing on the organization's objectives, assessing them in terms of likelihood and magnitude of impact and determining a response strategy. The risk management process consists of risk identification, risk assessment, risk monitoring & risk mitigation.

**(i) Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers.

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Trade receivables are generally unsecured and are derived from revenue earned from customers primarily located in India. The Company continuously monitors the economic environment in which it operates. The Company manages its Credit risk through credit approvals, establishing credit limits and continuously monitoring credit worthiness of customers to which the Company grants credit terms in the normal course of business.

During the period of operation of engineering business before lockout dated October 22, 2019. The average credit period on sales of goods and services (other than moulds) within India is 30 to 60 days, sale of moulds is 180 days and sales of goods and services outside India is 30 to 90 days. Majority of trade receivables are from customers, which are fragmented and are not concentrated to individual customers. Trade receivables are generally realised within the credit period.

(Rupees in lakh)

Particulars	Gross carrying amount	
	As at March 31, 2024	As at March 31, 2023
Not due	-	-
1-90 days past due	-	-
91 to 180 days past due	-	-
More than 180 days past due #	13.52	13.52
Other receivables having negligible credit risk	-	-
<b>Total</b>	<b>13.52</b>	<b>13.52</b>

# The Company believes that the unimpaired amounts that are past due by more than 180 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk.

**(ii) Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's liquidity management process as monitored by management, includes the following:

- Day to day funding, managed by monitoring future cash flows to ensure that requirements can be met.
- Maintaining rolling forecasts of the Company's liquidity position on the basis of expected cash flows.
- Maintaining diversified credit lines.

**I. Maturities of financial liabilities**

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted:

(Rupees in lakh)

As at March 31, 2024	Carrying amount	Contractual cash flows			
		Less than one year	Between one year and five years	More than 5 years	Total
<b>Non-current liabilities</b>					
Other financial liabilities	2,467.33	-	2,466.60	0.73	2,467.33
<b>Current liabilities</b>					
Trade payables	177.73	177.73	-	-	177.73
Other financial liabilities *	5,357.55	5,357.55	-	-	5,357.55
<b>Total</b>	<b>8,002.61</b>	<b>5,535.28</b>	<b>2,466.60</b>	<b>0.73</b>	<b>8,002.61</b>

(Rupees in lakh)

As at March 31, 2023	Carrying amount	Contractual cash flows			
		Less than one year	Between one year and five years	More than 5 years	Total
<b>Non-current liabilities</b>					
Other financial liabilities	2,816.35	-	2,288.18	528.17	2,816.35
<b>Current liabilities</b>					
Trade payables	205.32	205.32	-	-	205.32
Other financial liabilities *	5,343.53	5,343.53	-	-	5,343.53
<b>Total</b>	<b>8,365.20</b>	<b>5,548.85</b>	<b>2,288.18</b>	<b>528.17</b>	<b>8,365.20</b>

Note: The contractual maturity of financial liabilities includes the interest accrued as on the reporting date.

\*It includes Rs. 5,000/- lakh received by the Company under joint development agreement dated 11th August, 2022. (Refer note 36).

### (iii) Market risk

Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

#### Currency risk

Currency risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is exposed to the effects of fluctuation in the prevailing foreign currency exchange rates on its financial position and cash flows. Exposure arises primarily due to exchange rate fluctuations between the functional currency and other currencies from the Company's operating, investing and financing activities.

Company is not dealing in foreign currency then not exposure to foreign currency

#### Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

The Company's investment in fixed deposits are all at fixed rate and are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates. Further, there are no borrowing outstanding as on the balance sheet date, which has interest rate risk.

### 45. Capital management

For the purpose of the Company's capital management, capital includes issued equity share capital, securities premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the management of the Company's capital structure is to maintain an efficient mix of debt and equity in order to achieve a low cost of capital, while taking into account the desirability of retaining financial flexibility to pursue business opportunities and adequate access to liquidity to mitigate the effect of unforeseen events on cash flows.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may return capital to shareholders, raise new debt or issue new shares.

The Company monitors capital on the basis of the debt to capital ratio, which is calculated as interest-bearing debts adjusted with available cash and bank balances divided by total capital (equity attributable to owners of the Company). Since the Company does not have borrowing as on 31.03.2024 as well as 31.03.2023, the working of adjustable net debts to the total equity is not required to be given.

46. In view of the continued situation of industrial unrest at Engineering Business Undertaking (refer as Engineering Division) of the Company, situated at Village Ason, District Shaheed Bhagat Singh Nagar (Punjab), the management of the Engineering Division had recommended declaration of lockout. The Board of Directors of the Company in their meeting held on October 21, 2019 had accordingly approved the declaration of lockout at the Engineering Division w.e.f. October 22, 2019.



## Notes to the Standalone financial statements for the year ended March 31, 2024 continued

The lockout was opposed by the workmen of said Engineering Division before the Labour Authorities and presently the matter remains sub-judice before the labour authorities. Based on the legal advice received by the Company, the management is of the view that the present lockout is legal and justified. Therefore, the Company has not made any provision for wages pertaining to the lockout period i.e., October 22, 2019 to March 31, 2024 of the workmen dues aggregating to Rs. 6776 lakh. (F.Y. 2022-23 Rs. 5847 lakh)

The Company is evaluating and pursuing various options concerning its Engineering business/ operations. As and when anything is finalized, it shall seek requisite approvals from the Board and other stakeholders and make requisite intimations as required under applicable laws. In the interim, the Company is continuing with its endeavors to upkeep the factory and to rationalize the workmen force.

47. Pending revocation of suspension of license no.179 of 2022 by Director General, Town and Country Planning, Haryana (refer note 36 ), the advance of Rs. 5,000 lakh received under the JDA has been shown under the current liabilities. Pursuant to above, the current liabilities of the Company including the said advance of Rs. 5,000 lakh under JDA, exceed the current assets by Rs. 4039.90 lakh as at March 31, 2024.

The management believes that with the revocation of said suspension order of license no.179 of 2022 and infusion of liquidity by focusing /managing of its real estate operations and/or the Company's plans of restructuring of its Engineering Business Undertaking as well as other interim measures to improve liquidity, the Company will be able to continue its operations for the foreseeable future.

Accordingly, the financial statement of the Company have been prepared on a going concern basis.

48. The Company is listed on stock exchange in India, the Company has prepared consolidated financial statements as required under Ind As 110, Section 129 of Companies Act 2013 and listing requirements. The consolidated financial statements is available on Company's website for public use.

### 49. Corporate Social Responsibility

The Company has incurred losses during the immediately preceding financial year, therefore, there is no corporate social responsibility liability for the current year as per the provision relating to corporate social responsibility under section 135 of the Companies Act, 2013.

### 50. Financial Ratios

Ratios	Numerator	Denominator	Proposed for results/ Annual account	For the year ended March 31, 2024	For the year ended March 31, 2023	% Variance	Reason for variance
Current Ratio	Current Assets	Current Liabilities	Current ratio = Current Assets/ Current Liabilities	0.29	0.34	16.69%	No significant change
Debt Service Coverage Ratio	Earning Available for Debt = Net Profit after taxes + depreciation and other amortizations + Interest + other Non cash adjustments like loss on discard of C-WIP	Debt service = Interest & Lease Payments + repayment of borrowings	Debt Service Coverage Ratio = Earning available for debt / Debt Service	2.63	0.38	585.63%	Improvement primarily due to significant reduction in payment of borrowings and finance cost during the FY 2023-24 as compare to P.Y. 2022-23 as well as increase in profit before finance cost and depreciation (EBID) during the F.Y. 2023-24 as compare to P.Y. 2022-23.
Return on Equity Ratio	Return = Net Profits after taxes	Equity = Total average Equity	Return on Equity Ratio = Profit After Tax / Total average Equity	-0.09%	-0.58%	85.03%	Improvement due to reduction in losses during the F.Y. 2023-24 as compare to P.Y. 2022-23.
Inventory turnover Ratio	Sales	Average Inventory	Inventory turnover Ratio = Sales / Average Inventory	0.34	0.01	6259.55%	Improvement due to increase in revenue from operation during the F.Y. 2023-24 as compare to P.Y. 2022-23.

Ratios	Numerator	Denominator	Proposed for results/ Annual account	For the year ended March 31, 2024	For the year ended March 31, 2023	% Variance	Reason for variance
Trade receivables turnover Ratio	Revenue from operations	Average trade Receivables	Trade receivables turnover Ratio = Revenue from operations / Average trade Receivables	26.46	0.44	5944.59%	Improvement due to increase in revenue from operation during the F.Y. 2023-24 as compare to P.Y. 2022-23.
Net Profit Ratio	Net Profit	Net Sales = Revenue from operation	Net Profit Ratio = Net Profit / Net Sales	-0.19%	-102.71%	99.82%	Improvement due to reduction in losses during the F.Y. 2023-24 as compare to P.Y. 2022-23.
Return on capital employed Ratio	Earning before interest and taxes	Capital Employed = Tangible Net Worth (Total equity - Intangible assets) + Total Debt + Deferred Tax Liability	ROCP = EBIT / Capital Employed	0.17%	-0.52%	132.56%	Improvement due to achieving profit before finance cost in F.Y. 2023-24 as compare to losses in P.Y. 2022-23

**51. Additional regulatory information required by Schedule III of Companies Act, 2013**

(i) **Details of Benami property:**

No proceedings have been initiated or are pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder

(ii) **Utilisation of borrowed funds and share premium:**

The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries

(iii) **Compliance with number of layers of companies:**

The Company has complied with the number of layers prescribed under the Companies Act, 2013.

(iv) **Undisclosed income:**

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(v) **Details of crypto currency or virtual currency:**

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(vi) **Valuation of PP&E, intangible asset and investment property:**

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

(vii) **The company has not granted any loans or advances in the nature of loans either repayable on demand.**

**52. Events occurring after the Balance Sheet Date -**

No adjusting of significant non- adjusting events have occurred between the reporting date and date of authorization of these standalone financial statements.

- 53.** The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of accounts, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of accounts along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The company uses accounting software i.e. Tally Prime for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting software, however, there is some inherent limitations of this accounting software like i) user creation and deletion log not maintained ii) User Identification issue after deletion of User ID iii) tally uses user's system date and time instead of actual time & etc.

- 54.** Previous year figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification/disclosure.

---

As per our report of even date.

**For S S Kothari Mehta & Co. LLP**  
Chartered Accountants  
ICAI Firm Registration No.: 000756N/ N500441

For and on behalf of the Board of Directors of DCM Limited

**Amit Goel**  
Partner  
Membership No.: 500607

**Bipin Maira**  
Chairman  
DIN: 05127804

**Jitendra Tuli**  
Managing Director  
DIN: 00272930

**Dr. Kavita A Sharma**  
Director  
DIN: 07080946

**Place :** Delhi  
**Date :** May 27, 2024

**Ashwani Singhal**  
Chief Financial Officer

**Yadvinder Goyal**  
Company Secretary

**Place :** Delhi  
**Date :** May 27, 2024

### INDEPENDENT AUDITORS' REPORT

To the Members of DCM Limited

#### Report on the Audit of the Consolidated Financial Statements

##### Opinion

We have audited the consolidated financial statements of **DCM Limited** ("the Company" or "Holding Company"), and its subsidiaries (the Company and its subsidiaries referred to as "the Group") and its joint venture (including its subsidiary companies together referred to as "jointly controlled entities"), which comprise the consolidated balance sheet as at March 31, 2024, and the consolidated statement of profit and loss including other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors on separate financial statements of subsidiaries and its jointly controlled entities and information provided by the management referred to in the other matter section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Group and its jointly controlled entities as at March 31, 2024, and consolidated profit and other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

##### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the consolidated Financial Statements section of our report. We are independent of the Group and jointly controlled entities in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in 'Other Matter' paragraph below is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

##### Material uncertainty relating to Going Concern

We draw attention to Note 38 and 49 of the Consolidated Financial Statements highlighting that the holding Company has entered into a Joint Development Agreement (JDA) with a party for development of its Land situated at Hisar. The JDA is subject to fulfilment of certain terms and conditions by the said party as well as receipt of regulatory approvals. The JDA has become effective pursuant to compliance of certain terms and conditions in terms of said JDA.

The Director General, Town and Country Planning, Haryana has suspended the license for development of the said land taking a note that an enquiry has been initiated against the Holding Company in respect of the Holding Company's land at Hisar. As per the said Order, the licensee is directed not to carry out any development work on the above-mentioned land at Hisar and also not to create any third party rights unless the said suspension is revoked. The Holding Company is taking appropriate action in the matter for the revocation of said suspension Order.

Pending revocation of said suspension of license, the advance of Rs. 5,000 lakh received by the Holding Company under the said JDA, has been shown under the current liabilities. Pursuant to above, the current liabilities of the Group and jointly controlled entities including the said advance of Rs. 5,000 lakh received under JDA exceed the current assets by Rs 1,125.96 lakh as at March 31, 2024. The management of the holding company holds the view that the Company has merits in the case and is confident to get favourable order in the said matter of revocation of suspension order.

The management of the holding company believes that with the revocation of said suspension Order of license and infusion of liquidity by focusing /managing of its real estate operation and/or the Company's plans of restructuring of its Engineering Business Undertaking as well as other interim measures to improve liquidity, the Company will be able to continue its operation for the foreseeable future. Accordingly, the Consolidated Financial Statements of the Group and its joint venture company has been prepared on a going concern basis.

Our opinion is not modified in respect of this matter.

##### Emphasis of Matter

We draw attention to Note 48 to the Consolidated Financial Statements, during the earlier year in view of continued situation of industrial unrest, Holding Company has declared lockout at its engineering business undertaking. On the basis of legal advice, Management of the Holding Company is of the view that the present lockout is legal and justified and therefore, the Holding Company has not made any provision for wages pertaining to the lockout period from October 22, 2019, to March 31, 2024, aggregating to Rs. 6,776 lakhs.

Our opinion is not modified in respect of this matter.

##### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in Auditor's responsibilities for the audit of Consolidated Financial Statements section of our report, including in relation to these matters.

Key Audit Matters	How are audit addressed the key audit matters
<p>As at March 31, 2024, the Holding Company's balance sheet includes property, plant and equipment amounting to Rs. 3110.61 lakhs. The Engineering Division has continuous losses and accordingly, the management has assessed it for impairment.</p> <p>The assessment of the recoverable value of the assets of the Engineering Division aggregating Rs. 2657.13 lakhs, incorporates significant judgement in respect of factors such as valuation of land, future production levels, sales prices, operating/capital costs and economic assumptions such as discount rates, inflation rates etc.</p> <p>We identified assessing impairment of property, plant and equipment of Engineering Division as a key audit matter, considering it to be significant to the Company's total assets, involving significant judgement and estimation in determining the recoverable amount.</p>	<p>Our procedures in relation to management's impairment assessment included, but not limited to, the following procedures:</p> <ul style="list-style-type: none"> <li>• testing the design and implementation of controls in place;</li> <li>• obtaining and reviewing management assessment whether there were any indicators of impairment of property, plant and equipment as at March 31, 2024;</li> <li>• obtaining valuation report in respect of land and plant &amp; equipment carried out by external valuer;</li> <li>• assessing appropriateness of impairment assessment and methodologies used;</li> <li>• evaluating reasonableness of key assumptions used in the valuation;</li> <li>• assessing the adequacy of disclosures in the consolidated financial statements, in respect of the property, plant and equipment.</li> </ul>

**Other Information**

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report but does not include the Consolidated Financial Statements and our auditors' report thereon. The Annual Report is expected to be made available to us after the date of this Auditors' Report. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. When we read the Annual Report, If we conclude that there is a material misstatement of this other information, we are required to communicate the matter to those charge with governance.

**Management's and Board of Directors' Responsibility for the Consolidated Financial Statements**

The Holding Company's Management are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the consolidated state of affairs, consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act.

The respective Board of Directors of the companies included in the Group and of its jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds

and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group and its jointly controlled entities are responsible for assessing the ability of the Group and its jointly controlled entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group and its jointly controlled entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and its jointly controlled entities are also responsible for overseeing the financial reporting process of the Group and of its jointly controlled entities.

**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company, its subsidiary companies and its jointly controlled entities incorporated in India has adequate internal financial controls in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the Consolidated Financial Statements made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its jointly controlled entities to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate,

to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its jointly controlled entities to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the subsidiary included in the Consolidated Financial Statements, which has been administrated by the Official Liquidator in Singapore remains responsible for the direction, supervision and performance of the management of the subsidiary carried out by him. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the year ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Other Matters

- i. We did not audit the financial statements/information of four (4) subsidiaries whose financial statements/information reflect total assets of Rs. 6.27 lakhs as at March 31, 2024; as well as the total revenue of Rs. 0.17 lakhs, total loss after tax of Rs. 0.95 lakhs, total comprehensive loss of Rs. 0.95 lakhs and net cash outflow amounting to Rs. 0.30 lakhs for the year ended March 31, 2024, as considered in these Consolidated Financial Statements. These financial statements and other financial information of these subsidiaries have been audited by other auditors whose audit reports for the year ended March 31, 2024 have been furnished to us by the management, and our opinion on the Consolidated Financial Statements, in so far as it relates to the amount and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries, is based solely on the report of the other auditors.
- ii. The Consolidated financial statements includes the unaudited financial statements of one subsidiary, whose financial statements reflects total assets of Rs 12.33 lakhs as on March 31, 2024, total revenue of Rs Nil and total net loss after tax of Rs 0.01 lakhs, total comprehensive loss of Rs 0.01 lakhs and net cash (outflow) amounting to Rs. Nil lakh for the year ended

March 31, 2024. Our report to the extent it concerns this subsidiary is based solely on the management certified financial statement/information. This subsidiary is not material to the Group.

- iii. The Consolidated Financial Statements also include the Group's share of loss including other comprehensive loss of Rs. (50.46) lakhs for the year ended March 31, 2024, in respect of one joint venture Company and its three subsidiaries. The financial statements of these jointly controlled entities have been audited by other auditors whose audit reports for the year ended March 31, 2024, have been furnished to us by the management. Our opinion on these Consolidated Financial Statements, to the extent it concerns these jointly controlled entities, for the year ended March 31, 2024, is based solely on the report of the other auditors.

Our opinion on the Consolidated Financial Statements above and our report on the Other Legal and Regulatory Requirement below, is not modified in respect of above matters with respect to our reliance on the work done and the reports of the other auditors and the financial information certified by the Management.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2020 (the 'Order' or 'CARO'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiaries and its joint venture (including its subsidiary companies together referred to as "jointly controlled entities"), incorporated in India and management certified accounts of one of the subsidiary, we give in the "Annexure A" a statement on the matters specified in paragraphs 3(xxi) of the Order.
2. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries and its jointly controlled entities and management certified account of one of the subsidiary as referred to in the Other Matters paragraph, 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 relating to preparation of Consolidated Financial Statements have been kept so far as it appears from our examination of those books except for the matters stated in paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014;
  - c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Ind AS specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors of the Company and its subsidiaries and jointly controlled entities incorporated in India and the report of the statutory auditors of its subsidiary Companies and jointly controlled entities incorporated in India and management certified financial statements of one of the subsidiary Company incorporated in India, none of the directors of the Group and its jointly controlled entities is disqualified as on

March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act;

- f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in the paragraph 2(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- g) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" which is based on the auditor's reports of the Group and its jointly controlled entities incorporated in India;
- h) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries, and joint controlled entities incorporated in India, the managerial remuneration for the year ended March 31, 2024, has been paid / provided by the Holding Company, its subsidiaries and joint controlled entities incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;
  - i) With respect to the other matters to be included in the Auditors' 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 Group and its jointly controlled entities has disclosed the impact of pending litigations as at March 31, 2024, on its financial position in its Consolidated Financial Statements - Refer Note 40 to the Consolidated Financial Statements.
    - ii. The Group and its jointly controlled entities 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 Group and its jointly controlled entities incorporated in India.
    - iv. a) The respective managements of the Holding Company, its subsidiary company and jointly controlled entities incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, and joint controlled entities respectively that, to the best of their knowledge and belief, as disclosed in Note 52 to the Consolidated Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies or its joint controlled entities to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company, or any such subsidiary companies, or its joint controlled entities ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - b) The respective managements of the Holding Company, its subsidiary company and jointly controlled entity

incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, and joint controlled entities respectively that, to the best of their knowledge and belief, as disclosed in the Note 52 to the accompanying Consolidated Financial Statements, no funds have been received by the Holding Company or its subsidiary companies, or its joint controlled entities from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiary companies, or its joint controlled entities shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- c) Based on such audit procedures performed by us and that performed by the auditors of the subsidiaries and joint controlled entities as considered reasonable and appropriate in the circumstances, nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
- v. The Parent Company has not declared or paid any dividend during the year and has not proposed final dividend for the year. The dividend declared or paid during the year by the subsidiary company incorporated in India, is in compliance with section 123 of the Act.
- vi. The Group and Jointly controlled entities had made the assessment for books of account as per definition in the Act and identified tally as an accounting software used for the creation and maintenance of books of accounts which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded. Further, in case of the Company, audit trail (edit log) facility was enabled and operated throughout the year, we did not come across any instance of the audit trail feature being tampered with except some of the inherent limitations in tally prime used by Group Companies (refer note 54 of the standalone financial statements).

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable to the Company from April 1, 2023, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is on the preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

**For S.S. Kothari Mehta & Co. LLP**  
Chartered Accountants  
Firm Registration No. 000756N/N500441

**Amit Goel**  
Partner

Place: New Delhi  
Date: May 27, 2024

Membership No: 500607  
UDIN: 24500607BKEIVT1217

**Annexure A to the independent auditors report on the Consolidated Financial Statements of DCM Limited for the year ended 31 March 2024**

(Referred to in our report of even date)

In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the Consolidated Financial Statements, have unfavorable remarks, qualifications or adverse remarks given by the respective auditors in their reports under the companies (Auditor's Report) Order, 2020 (CARO):

Sr. No.	Name of the entities	CIN	Holding/ Subsidiary/ JV/ Associate	Clause No. of CARO report which is unfavourable or qualified or adverse
1	DCM Limited	L74899DL1889PLC000004	Holding Company	xix
2	DCM Infotech Limited	U72100DL1992PLC047018	Wholly Owned Subsidiary	I(C)

**For S.S. Kothari Mehta & Co. LLP**  
Chartered Accountants  
Firm Registration No. 000756N/N500441

**Amit Goel**  
Partner

Place: New Delhi  
Date: May 27, 2024

Membership No: 500607  
UDIN: 24500607BKEIVT1217

**Annexure B to the Independent Auditor's Report to the Members of DCM Limited on its Consolidated Financial Statements dated May 27, 2024.**

**Report on the internal financial controls with reference to the aforesaid Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013.**

(Referred to in paragraph 1 (g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

**Opinion**

In conjunction with our audit of the Consolidated Financial Statements of **DCM Limited** as of and for the year ended March 31, 2024, we have audited the Internal Financial Controls over Financial Reporting of **DCM Limited** (hereinafter referred to as "the Company" or "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its joint venture (including its subsidiary companies together referred to as "jointly controlled entities") incorporated in India, for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding Company, its subsidiaries and its jointly controlled entities which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company, its subsidiaries and its jointly controlled entities considering the essential components of internal control stated in the Guidance Note on Audit

of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective companies 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 Group and its jointly controlled entities internal financial controls over financial reporting based on our audit.

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

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in term of their report referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting with reference to these Consolidated Financial Statements.

**Meaning of Internal Financial controls with Reference to Consolidated Financial Statements**

A Company's internal financial controls with reference to Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls with reference to Consolidated Financial Statements 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 Consolidated Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures



of the Company are being made only in accordance with authorizations of management and directors of the Company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Consolidated Financial Statements.

**Inherent Limitations of Internal Financial controls with Reference to Financial Statements**

Because of the inherent limitations of internal financial Controls with reference to Consolidated Financial Statements, 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 with reference to Consolidated Financial Statements to future periods are subject to the risk that the internal financial controls with reference to Consolidated Financial Statements 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 Group and its jointly controlled entities incorporated in India have maintained, in all material respects, adequate internal financial controls over financial reporting with reference to these Consolidated Financial Statements and such internal financial controls over financial reporting with reference to these Consolidated Financial Statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Group and its jointly controlled entities 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.

**Other Matters**

- a. Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these Consolidated Financial Statements insofar as it relates to four subsidiaries and four jointly controlled entities, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies.
- b. Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal controls over financial reporting does not cover in so far as it relates to one subsidiary company, which is incorporated in India, as the financial statements of this subsidiary Company is management certified. This subsidiary company is not considered material to the Group.

**For S.S. Kothari Mehta & Co. LLP**

Chartered Accountants

Firm Registration No. 000756N/N500441

**Amit Goel**

Partner

Membership No: 500607

**UDIN:** 24500607BKEIVT1217

Place: New Delhi  
Date: May 27, 2024

Consolidated Balance Sheet as at March 31, 2024

(Rupees in lakh)

Particulars	Note	As at	
		March 31, 2024	March 31, 2023
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	3,239.37	3,433.41
Right of use assets	4	169.39	48.46
Intangible assets	4	2.31	5.03
Financial assets			
Investments	5	1,091.99	1,215.65
Other financial assets	6	551.40	943.21
Deferred tax assets (net)	34	49.60	53.31
Non-current tax assets (net)	7	410.32	400.64
Other non-current assets	8	741.88	742.12
<b>Total non-current assets</b>		<b>6,256.26</b>	<b>6,841.83</b>
<b>Current assets</b>			
Inventories	9	919.71	1,174.36
Financial assets			
Trade receivables	10	1,598.17	1,490.81
Cash and cash equivalents	11	807.98	801.66
Bank balances other than cash and cash equivalents	12	1,411.04	405.21
Loans	13	13.03	19.21
Other financial assets	14	104.26	83.71
Other current assets	15	204.43	376.17
Current tax assets (net)	16	16.56	-
Assets held for sale	44	-	205.05
<b>Total current assets</b>		<b>5,075.18</b>	<b>4,556.18</b>
<b>Total assets</b>		<b>11,331.44</b>	<b>11,398.01</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	17	1,867.77	1,867.77
Other equity	18	209.29	(372.29)
<b>Total equity</b>		<b>2,077.06</b>	<b>1,495.48</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
Lease liabilities	4	123.82	12.34
Other financial liabilities	19	2,467.33	2,816.35
Provisions	20	462.09	666.29
<b>Total non-current liabilities</b>		<b>3,053.24</b>	<b>3,494.98</b>
<b>Current liabilities</b>			
Financial liabilities			
Lease liabilities	4	45.50	44.58
Trade payables	21		
Dues to micro and small enterprises		108.58	103.52
Dues to others		253.89	337.75
Other financial liabilities	22	5,587.90	5,573.89
Other current liabilities	23	148.19	215.13
Provisions	24	57.08	96.41
Current tax liabilities (net)	25	-	36.27
<b>Total current liabilities</b>		<b>6,201.14</b>	<b>6,407.55</b>
<b>Total equity and liabilities</b>		<b>11,331.44</b>	<b>11,398.01</b>
<b>Material accounting policies</b>	2		

The accompanying notes are an integral part of these consolidated financial statements

As per our report of even date.

For S S Kothari Mehta & Co. LLP  
Chartered Accountants  
ICAI Firm Registration No.: 000756N/ N500441

For and on behalf of the Board of Directors of DCM Limited

Amit Goel  
Partner  
Membership No.: 500607

Bipin Maira  
Chairman  
DIN: 05127804

Jitendra Tuli  
Managing Director  
DIN: 00272930

Dr. Kavita A Sharma  
Director  
DIN: 07080946

Place : Delhi  
Date : May 27, 2024

Ashwani Singhal  
Chief Financial Officer

Yadvinder Goyal  
Company Secretary

Place : Delhi  
Date : May 27, 2024

**DCM**

Consolidated Statement of Profit and Loss for the year ended March 31, 2024

(Rupees in lakh)

Particulars	Note	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Income</b>			
Revenue from operations	26	7,084.57	6,944.78
Other income	27	1,098.61	1,175.80
<b>Total income</b>		<b>8,183.18</b>	<b>8,120.58</b>
<b>Expenses</b>			
Cost of material consumed	28	138.71	-
Changes in inventories of finished goods and work in progress	29	22.19	-
Employee benefits expense	30	3,844.34	4,030.08
Finance costs	31	204.89	219.09
Depreciation and amortisation expense	32	464.62	699.37
Other expenses	33	2,698.04	2,800.38
<b>Total expenses</b>		<b>7,372.79</b>	<b>7,748.92</b>
<b>Profit before tax and share of profit of equity accounted investee</b>		<b>810.39</b>	371.66
<b>Share of Profit of equity accounted investee</b>		<b>(49.93)</b>	117.42
<b>Profit before tax</b>		<b>760.46</b>	489.08
<b>Tax expense</b>	34		
Current tax expense		236.99	255.48
Tax adjustment relating to prior years		0.40	0.00
Deferred tax charge		2.53	0.34
		<b>239.92</b>	255.82
<b>Profit for the year</b>		<b>520.54</b>	<b>233.26</b>
<b>Other comprehensive income</b>			
<i>Items that will not be reclassified to profit or loss in subsequent year</i>			
Re-measurement gain of defined benefit plan		62.75	71.41
Income tax relating to remeasurement of defined benefit plan		(1.18)	(1.88)
Share in other comprehensive income/(expense) of joint venture (net of tax)		(0.52)	(1.12)
<i>Net other comprehensive income not to be reclassified in subsequent year</i>		<b>61.05</b>	68.41
<b>Total other comprehensive income net of tax</b>		<b>61.05</b>	68.41
<b>Total comprehensive income for the year</b>		<b>581.59</b>	<b>301.67</b>
<b>Earnings per equity share of Rs. 10 each</b>			
Basic and diluted earning per share	35	2.79	1.25
<b>Material accounting policies</b>	2		

The accompanying notes are an integral part of these consolidated financial statements

As per our report of even date.

For S S Kothari Mehta & Co. LLP  
Chartered Accountants  
ICAI Firm Registration No.: 000756N/ N500441

For and on behalf of the Board of Directors of DCM Limited

Amit Goel  
Partner  
Membership No.: 500607

Bipin Maira  
Chairman  
DIN: 05127804

Jitendra Tuli  
Managing Director  
DIN: 00272930

Dr. Kavita A Sharma  
Director  
DIN: 07080946

Place : Delhi  
Date : May 27, 2024

Ashwani Singhal  
Chief Financial Officer

Yadvinder Goyal  
Company Secretary

Place : Delhi  
Date : May 27, 2024

**DCM**

Statement of Consolidated changes in equity for the year ended March 31, 2024

A. Equity share capital

(Rupees in lakh)

Particulars	Note	Amount
<b>Balance as at April 1, 2022</b>	17	1,867.77
Changes in equity share capital during the financial year 2022-2023		-
<b>Balance as at March 31, 2023</b>		1,867.77
<b>Balance as at April 1, 2023</b>	17	1,867.77
Changes in equity share capital during the financial year 2023-2024		-
<b>Balance as at March 31, 2024</b>		1,867.77

B. Other equity

(Rupees in lakh)

Particulars	Reserve and surplus				Items of OCI	Total
	Securities premium	Capital redemption reserve	Capital reserves	Surplus in Statement of Profit or loss	Exchange difference on translation of foreign operation	
<b>Balance as at April 1, 2022</b>	1,061.19	130.10	25.40	(1,890.65)	-	(673.96)
Profit for the year	-	-	-	233.26	-	233.26
Other comprehensive income for the year	-	-	-	68.41	-	68.41
Total comprehensive income for the year	-	-	-	301.67	-	301.67
<b>Balance as at March 31, 2023</b>	1,061.19	130.10	25.40	(1,588.98)	-	(372.29)
<b>Balance as at April 1, 2023</b>	1,061.19	130.10	25.40	(1,588.98)	-	(372.29)
Profit for the year	-	-	-	520.54	-	520.54
Other comprehensive income for the year	-	-	-	61.05	-	61.05
Total comprehensive income for the year	-	-	-	581.59	-	581.59
<b>Balance as at March 31, 2024</b>	1,061.19	130.10	25.40	(1,007.39)	-	209.30

Refer Note 18 for nature and purpose of reserve

The accompanying notes are an integral part of these Consolidated financial statements.

As per our report of even date.

For S S Kothari Mehta & Co. LLP  
Chartered Accountants  
ICAI Firm Registration No.: 000756N/ N500441

For and on behalf of the Board of Directors of DCM Limited

Amit Goel  
Partner  
Membership No.: 500607

Bipin Maira  
Chairman  
DIN: 05127804

Jitendra Tuli  
Managing Director  
DIN: 00272930

Dr. Kavita A Sharma  
Director  
DIN: 07080946

Place : Delhi  
Date : May 27, 2024

Ashwani Singhal  
Chief Financial Officer

Yadvinder Goyal  
Company Secretary

Place : Delhi  
Date : May 27, 2024

## Consolidated Cash flow statement for the year ended March 31, 2024

(Rupees in lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Cash flow from operating activities</b>		
Profit before taxation	760.46	489.08
Adjustments for :		
Depreciation and amortisation expense	464.62	699.37
Profit on assets sold or discarded (Net)	(9.33)	(2.85)
Liabilities no longer required written back	(594.79)	(941.05)
Interest income	(98.39)	(57.48)
Impairment in the value of inventory	93.75	55.33
Finance costs	204.89	219.09
Unrealised foreign exchange loss/ (gain)	(2.32)	-
Doubtful advances recovery	(1.22)	-
Assets written off	41.94	-
Inventory of stores and spares written off	-	4.31
Share of profit in jointly controlled entity	49.93	(117.42)
Profit on sale of long term investment under buy back scheme	(358.68)	-
<b>Operating cash flow before working capital changes</b>	<b>550.86</b>	<b>348.38</b>
<b>Working capital changes</b>		
(Increase)/decrease in inventories	160.90	0.80
(Increase)/decrease in trade receivables	(77.55)	336.14
(Increase)/decrease in loans	7.40	(0.08)
(Increase)/ decrease in other financial assets	37.93	234.22
(Increase)/decrease in other assets	170.72	(150.68)
Increase/ (decrease) in trade payables	(78.44)	(739.85)
Increase/(decrease) in provisions	(180.78)	(146.04)
Increase/(decrease) in financial liabilities	34.33	2,244.53
Increase/(decrease) in other liabilities	(66.97)	(87.39)
<b>Cash (used in) / generated from operations</b>	<b>558.40</b>	<b>2,040.03</b>
Income tax paid (net of refund)	(299.87)	(261.50)
<b>Net cash generated from operating activities (A)</b>	<b>258.53</b>	<b>1,778.53</b>
<b>Cash flow from investing activities</b>		
Payment towards property, plant and equipment (including Capital Advances)	(72.88)	(44.22)
Payment towards purchase of rights in flats	-	13.75
Proceeds from disposal of Property, plant and equipment (including advance received)	23.98	-
Sale of Investment under buyback	431.87	-
Interest received on financial assets measured at amortised cost	43.19	44.24
Maturity of / (Investment in) bank deposits (net) not considered as cash and cash equivalents	(621.23)	(304.64)
<b>Net cash (used in) investing activities (B)</b>	<b>(195.07)</b>	<b>(290.87)</b>
<b>Cash flow from financing activities</b>		
Repayment of borrowings	-	(377.99)
Changes in working capital borrowings	-	(1,076.54)
Payment towards lease liability	(50.82)	(51.79)
Interest paid on lease liability	(6.32)	(7.60)
<b>Net cash (used in) financing activities (C)</b>	<b>(57.14)</b>	<b>(1,513.92)</b>
<b>Net cash flows [increase / (decrease)] during the year (A+B+C)</b>	<b>6.32</b>	<b>(26.26)</b>
Cash and cash equivalents at the beginning of the year	801.66	827.92
Cash and cash equivalents at the end of the year	<b>807.98</b>	<b>801.66</b>
<b>Components of cash and cash equivalents</b>		
Cash on hand	1.05	0.94
Balances with scheduled banks:		
- Current accounts	331.93	485.72
- Deposit accounts	475.00	315.00
<b>Cash and cash equivalents at the end of the year</b>	<b>807.98</b>	<b>801.66</b>

"Note: Statement of Cash Flows has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows".  
The accompanying notes are an integral part of these consolidated financial statements

As per our report of even date.

**For S S Kothari Mehta & Co. LLP**

Chartered Accountants

ICAI Firm Registration No.: 000756N/ N500441

For and on behalf of the Board of Directors of DCM Limited

**Amit Goel**  
Partner  
Membership No.: 500607

**Bipin Maira**  
Chairman  
DIN: 05127804

**Jitendra Tuli**  
Managing Director  
DIN: 00272930

**Dr. Kavita A Sharma**  
Director  
DIN: 07080946

Place : Delhi  
Date : May 27, 2024

**Ashwani Singhal**  
Chief Financial Officer

**Yadvinder Goyal**  
Company Secretary

Place : Delhi  
Date : May 27, 2024

**DCM**

**1. Corporate information and basis of preparation and presentation**

**1.1. Corporate information**

DCM Limited (the 'Holding Company') is a public limited company incorporated in India in the name and style of Delhi Cloth & General Mills Co. Limited (herein after D C M Limited) with registered office at Unit Nos. 2050 to 2052, 2nd Floor, Plaza II, Central Square, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi - 110006, India (CIN number L74899DL1889PLC000004). The Holding Company is listed on two stock exchanges in India namely National Stock Exchange of India Limited and BSE Limited. These consolidated financial statements comprise the Holding Company and its subsidiaries (referred to collectively as the 'Group') and the Group's interest in joint ventures. The Group is primarily engaged in the business of Textiles, Grey iron casting, IT Infrastructure Service and Real Estate.

**1.2. Basis of preparation and presentation**

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The consolidated financial statements were authorised for issue by the Holding Company's Board of Directors on May 27, 2024. Details of the Group's accounting policies are included in Note 2.

**a. Functional and presentation currency**

These consolidated financial statements are presented in Indian Rupees (INR), which is also the Holding Company's functional currency. All amounts have been rounded-off to the nearest lakh, unless otherwise indicated.

**b. Basis of measurement**

The consolidated financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities (including derivative instruments)	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations
Other financial assets and liabilities	Amortized cost

**Use of estimates and judgements**

In preparing these consolidated financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual result may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

**Judgements**

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

Note 2 (g) - classification of financial assets: assessment of business model within which the assets are held and assessment of whether the contractual terms of the financial asset are solely payments of principal and interest on the principal amount outstanding.

Note 2 (m) - lease classification

Note 2 (m) - leases: whether an arrangement contains a lease

**Assumptions and estimation uncertainties**

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending March 31, 2024 is included in the following notes:

Note 2 (d) - measurement of useful lives and residual values to property, plant and equipment

Note 2 (e) - measurement of useful lives of intangible assets

Note 2 (g) - fair value measurement of financial instruments

Note 2 (j) - measurement of defined benefit obligations: key actuarial assumptions

Note 2 (k) - recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of outflow of resources

Note 2 (n) - recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used.

## 2. Material accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

### a. Current and non-current classification

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

#### Assets

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

- It is expected to be realised in, or is intended for sale or consumption in, the Group's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is expected to be realised within 12 months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date. Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

#### Liabilities

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

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

Current liabilities include the current portion of financial liabilities some part of which may be non-current. All other liabilities are classified as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

#### Operating cycle

Based on the nature of products/ activities of the Group and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

### b. Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values. This includes the corporate finance team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the board of directors.

The corporate finance team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Significant valuation issues are reported to the Holding Company's audit committee.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

### c. Basis of Consolidation

#### Subsidiaries

The consolidated financial statements incorporate the financial statements of the Holding Company and entities (including structured entities) controlled by the Holding Company and its subsidiaries. Control is achieved when the Holding Company:

has power over the investee;

is exposed, or has rights, to variable returns from its involvement with the investee; and

has the ability to use its power to affect its returns.

The Holding Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Holding Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Holding Company considers all relevant facts and circumstances in assessing whether or not the Holding Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Holding Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Holding Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Holding Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit and loss from the date the Holding Company gains control until the date when the Holding Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Holding Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Holding Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

**Equity Accounted investees**

The Group's interests in equity accounted investees comprise interests in joint ventures.

A joint venture is an arrangement in which the Group has joint control and has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

Interests in joint ventures are accounted for using the equity method. They are initially recognised at cost which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and OCI of equity-accounted investees until the date on which joint control ceases.

**Transactions eliminated on consolidation**

Intragroup balances and transactions, and any unrealized income and expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

The details of the companies included in the consolidation and the Parent Company's holding therein is as under:

S. No	Name of the subsidiary/JV company	Nature of relation	Ownership in% either directly or through subsidiary*		Country of incorporation
			2023-24	2022-23	
1.	DCM Landmark Estates Limited (Formerly known as DCM Textiles Limited)	Subsidiary	100%	100%	India
2.	DCM Realty and Infrastructure Limited	Subsidiary	100%	100%	India
3.	DCM Engineering Limited (Formerly DCM Tools & Dies Limited)	Subsidiary	100%	100%	India
4.	DCM Infotech Limited (Formerly DCM Realty Investment & Consulting Limited)	Subsidiary	100%	100%	India
5.	DCM Infinity Realtors Limited (Formerly known as DCM Data Systems Limited)	Subsidiary	100%	100%	India
6.	DCM Engineering Products Educational Society	Society	100%	100%	India
7.	Purearth Infrastructure Limited	Joint venture	16.56%	16.56%	India

\* Includes shares held by nominee shareholders

**d. Property, Plant and equipment**

*Recognition and measurement*

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.



When parts of an item of property, plant and equipment having significant cost have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Gains or losses on disposal of an item of property, plant and equipment is recognised in the statement of profit or loss.

All spare parts which are expected to be used for more than one accounting period are capitalised as property, plant and equipment.

Capital work-in-progress is stated at cost, net of impairment loss, if any. The cost of self-constructed assets includes the cost of materials, direct labour, and any other costs directly attributable to bringing the assets to a working condition and location for their intended use, the initial estimate of dismantling and removing the items and restoring the site on which they are located.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in the statement of profit and loss as incurred.

Depreciation is provided on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives.

- (i) The Group follows straight-line method of depreciation in respect of buildings, plant and machinery, all assets of IT Division, all assets of Engineering Division and written down value method in respect of other assets.
- (ii) The depreciation charged on all property, plant and equipment is on the basis of useful life specified in Part "C" of Schedule II to the Companies Act, 2013 which represents useful lives of the assets.
- (iii) On assets sold, discarded, etc., during the year, depreciation is provided up to the date of sale/discard.
- (iv) Depreciation has been calculated on a pro-rata basis in respect of acquisition/installation during the year.
- (v) Leasehold improvements are amortised over the balance of the primary lease period or the useful lives of assets, whichever is shorter.
- (vi) Freehold land is not depreciated

Depreciation methods, useful lives and residual values are reviewed at each financial year, and changes, if any, are accounted for prospectively. Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (up to) the date on which asset is ready for use (disposed of).

**e. Intangible assets**

*Recognition and measurement*

Intangible assets comprise computer software. Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the tax authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the statement of profit and loss when the asset is derecognised.

*Amortisation*

The management's estimates of the useful lives of the Software are 3-5 years.

Amortisation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

**f. Inventories**

- (i) Stores, spares and components are valued at cost or under.
- (ii) Raw materials, process stocks, finished goods and stock in trade are valued at lower of cost and net realisable value.
- (iii) Land (for development) on conversion into inventory from fixed assets is valued at the lower of its historical cost and net realisable value, and includes appropriate share of land development expenses and finance cost of borrowed funds relating thereto.

Cost of inventories, other than land (for development), is ascertained on the weighted average basis in textiles division and moving weighted average basis in engineering division. Further, in respect of the manufactured inventories, i.e., process stocks and finished goods, appropriate share of manufacturing expenses are included on absorption costing basis. Work in process relating to software contracts includes salary and other directly identifiable expenses incurred on fixed price contracts, till the completion of specified deliverables, and are valued at cost or net realisable value, whichever is lower.

**g. Financial instruments***Recognition and initial measurement***(i) Financial assets**

Trade receivables issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the **Group** becomes a party to the contractual provision of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of financial asset or financial liabilities, as appropriate, on initial recognition.

**Classification and subsequent measurement**

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI-equity investment). The election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

**Impairment**

The Group recognizes loss allowance using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all financial assets with contractual cash flows other than trade receivable, ECLs are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised as an impairment gain or loss in the Statement of Profit and Loss.

**(ii) Financial liabilities**

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for- trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit and loss. Any gain or loss on derecognition is also recognised in profit or loss.

**(iii) Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the assets and settle the liabilities simultaneously.

**(iv) Investment in Subsidiaries**

Investments in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

*Derecognition***(i) Financial assets**

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

(ii) **Financial liabilities**

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in statement of profit or loss.

**h. Impairment of non-financial assets**

The Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

**i. Non-current assets held for sale**

Non-current assets, or disposal groups comprising assets and liabilities are classified as held for sale if it is highly probable that they recovered primarily through sale rather than through continuing use.

Such assets, or disposal groups, are generally measured at the lower of their carrying amount and fair value less costs to sell. Any resultant loss on a disposal group is allocated first to goodwill, and then to remaining assets and liabilities on pro rata basis, except that no loss is allocated to inventories, financial assets, deferred tax assets and employee benefit assets, which continue to be measured in accordance with the Group's other accounting policies. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in profit or loss.

Once classified as held-for-sale, intangible assets and property, plant and equipment are no longer amortised or depreciated.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the financial statement.

**j. Employee benefits**

**Short-term employee benefits**

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. Employee benefit liabilities such as salaries, wages, casual leave allowance and bonus, etc. that are expected to be settled wholly within twelve months after the end of the year in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting year and are measured at an undiscounted amount expected to be paid when the liabilities are settled.

**Defined contribution plans**

Provident Fund: A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts.

The Group makes specified monthly contributions towards employee provident fund and employee state insurance to Government administered fund which is a defined contribution plan. The Group's contribution is recognised as an expense in the statement of profit or loss during the period in which the employee renders the related service and also includes contribution to national pension scheme and overseas social security contribution.

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

**Defined benefit plans**

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The Group has following defined benefit plans:

Gratuity: The Group's gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation carried out by an independent actuary, using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured as the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans is based on the market yields on Government securities as at the balance sheet date for the estimated term of the obligation.

Remeasurements of the defined benefit liability, which comprise actuarial gains and losses are recognized in OCI.

***Other long-term employee benefits***

Benefits under the Group's compensated absences are other long term employee benefits. The Group's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method. Remeasurements gains or losses are recognised in statement of profit or loss in the period in which they arise.

**k. Provisions and contingent liabilities**

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost. Expected future operating losses are not provided for.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the possibility of an outflow of economic benefits is remote.

**l. Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

However, sales tax/ value added tax (VAT)/ Goods and Services Tax (GST) is not received by the Group on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognized.

**i. Sale of goods**

The Group recognized revenue when (or as) a performance obligation was satisfied, i.e. when 'control' of the goods underlying the particular performance obligation were transferred to the customer.

Further, revenue from sale of goods is recognized based on a 5-Step Methodology which is as follows:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned or deferred revenue is recognised when there is billings in excess of revenues.

Contracts are subject to modification to account for changes in contract specification and requirements. The Group reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

**ii. Rendering of services**

Revenue from sale of services is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Use of significant judgements in revenue recognition:

- a) The Group's contracts with customers could include promises to transfer products to a customer. The Group assesses the products promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
- b) Judgment is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct

product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Group allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

- c) The Group uses judgment to determine an appropriate standalone selling price for a performance obligation. The Group allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract.
- d) The Group exercises judgment in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Group considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

### iii. **Other income**

- a. Dividend income is recognised in statement of profit or loss on the date on which the Group's right to receive payment is established.
- b. Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset ; or
- the amortised cost of the financial liability

When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

### m. **Leases**

#### **Policy applicable after April 1, 2019**

The Group has adopted Ind AS 116 effective from April 1, 2019 using modified retrospective approach. For the purpose of preparation of Consolidated Financial Information, management has evaluated the impact of change in accounting policies required due to adoption of Ind AS 116 for year ended March 31, 2020.

The Group has used number of practical expedients when applying Ind AS 116: - Short-term leases, leases of low-value assets and single discount rate. The Group applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date. The Group's leases mainly comprise land and buildings.

#### **i. Determining whether an arrangement contains a lease**

The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified assets, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the assets.

#### **ii. Assets held under leases**

As a lessee, the Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The **right-of-use asset** is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

#### **iii. Lease liabilities**

The **lease liability** is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate. Lease payments included in the measurement of the lease liability comprise the fixed payments, including in substance fixed payments. The lease liability is measured at amortised cost using the effective interest method.

#### **iv. Short term leases and low value leases**

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense on a straight line basis over the lease term.

#### **v. Assets given on lease**

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

**n. Income tax**

Income tax comprises current and deferred tax. Current tax expense is recognized in statement of profit or loss except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which case it is recognized in other comprehensive income or equity.

**i. Current tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

**ii. Deferred tax**

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognized in respect of carried forward tax losses and tax credits. Deferred tax is not recognized for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to investments in subsidiaries to the extent that the Holding Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognizes a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realized. Deferred tax assets – unrecognized or recognized, are reviewed at each reporting date and are recognized/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be real.

Minimum Alternative Tax ('MAT') expense under the provisions of the Income-tax Act, 1961 is recognised as an asset when it is probable that future economic benefit associated with it in the form of adjustment of future income tax liability, will flow to the Group and the asset can be measured reliably. MAT credit entitlement is set off to the extent allowed in the year in which the Group becomes liable to pay income taxes at the enacted tax rates. MAT credit entitlement is reviewed at each reporting date and is written down to reflect the amount that is reasonably certain to be set off in future years against the future income tax liability. MAT Credit Entitlement is presented as part of deferred tax in the balance sheet.

**o. Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

In accordance with Ind AS 108 – Operating Segments, the operating segments used to present segment information are identified on the basis of internal reports used by the Group's Management to allocate resources to the segments and assess their performance.

The Board of Directors is collectively the Holding Company's 'Chief Operating Decision Maker' or 'CODM' within the meaning of Ind AS 108.

In addition to the significant accounting policies applicable to the segments as set out in note 2 of notes forming part of the financial statement, the accounting policies in relation to segment accounting are as under :-

**i) Segment assets and liabilities**

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

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

ii) **Segment revenue and expenses**

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

iii) **Inter segment sales**

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

p. **Cash and cash equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

q. **Earnings per share**

Basic earnings per equity share is computed by dividing:

- the net profit attributable to equity shareholders of the Group
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.
- Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:
- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

r. **Borrowing cost**

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

s. **Foreign currency transactions and translation**

Transactions in foreign currencies are translated into the respective functional currencies of the Group at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. The resulting difference is recorded in the Statement of Profit and Loss.

Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in statement of profit or loss.

The Group uses derivative financial instruments such as forward exchange contracts to hedge its risk associated foreign currency fluctuations. Such derivatives are stated at fair value. Any gains or losses arising from changes in fair value are taken directly to statement of profit or loss.

t. **Foreign operations**

The assets and liabilities of foreign operations are translated into INR, the functional currency of the Group, at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into INR at the exchange rates at the dates of the transaction or an average rate if the average rate approximates the actual rate at the date of the transaction.

In accordance with Ind AS 101, the Group has elected to deem foreign currency translation differences that arose prior to the date of transition to Ind AS, i.e. April 1, 2016, in respect of all foreign operations to be nil at the date of transition. From April 1, 2016 onwards, such exchange differences are recognised in OCI and accumulated in equity (as exchange differences on translating the financial statements of a foreign operation).

u. **Recent pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

## 3. Property, plant and equipment and capital work-in-progress: (Rupees in lakh)

Particulars	Freehold land	Buildings *	Lease hold improvements	Plant and equipment	Furniture and fittings	Office equipment	Vehicles	Total
<b>Gross carrying value at cost</b>								
As at April 01, 2022	506.15	1,313.99	18.45	9,759.40	41.56	119.20	147.87	11,906.62
Add: Additions made during the year	-	-	-	21.36	0.23	1.21	20.65	43.45
Less: Disposals / adjustments during the year	-	-	-	(17.32)	(0.27)	(0.41)	(37.64)	(55.64)
Less: Land transfer to inventory #	(175.83)	-	-	-	-	-	-	(175.83)
<b>As at March 31, 2023</b>	<b>330.32</b>	<b>1,313.99</b>	<b>18.45</b>	<b>9,763.44</b>	<b>41.52</b>	<b>120.00</b>	<b>130.88</b>	<b>11,718.60</b>
Add: Additions made during the year	-	-	-	2.78	0.43	26.48	42.72	72.41
Add: Adjustments during the year # #	205.05	-	-	-	-	-	-	205.05
Less: Disposals / adjustments during the year	-	-	-	(106.08)	(0.05)	(18.07)	(29.24)	(153.44)
<b>As at March 31, 2024</b>	<b>535.37</b>	<b>1,313.99</b>	<b>18.45</b>	<b>9,660.14</b>	<b>41.90</b>	<b>128.41</b>	<b>144.36</b>	<b>11,842.62</b>
<b>Accumulated depreciation</b>								
As at April 01, 2022	-	262.19	16.60	7,189.70	22.36	92.17	96.33	7,679.35
Add: Depreciation expense for the year	-	46.78	-	580.78	2.89	8.88	11.27	650.59
Less: On disposals / adjustments during the year	-	-	-	(14.24)	-	(0.27)	(30.24)	(44.75)
<b>As at March 31, 2023</b>	<b>-</b>	<b>308.97</b>	<b>16.60</b>	<b>7,756.24</b>	<b>25.25</b>	<b>100.78</b>	<b>77.36</b>	<b>8,285.19</b>
Add: Depreciation expense for the year	-	46.78	-	349.69	2.49	6.96	8.99	414.91
Less: On disposals / adjustments during the year	-	-	-	(66.90)	-	(14.57)	(15.38)	(96.85)
<b>As at March 31, 2024</b>	<b>-</b>	<b>355.75</b>	<b>16.60</b>	<b>8,039.03</b>	<b>27.74</b>	<b>93.17</b>	<b>70.97</b>	<b>8,603.25</b>
<b>Net carrying value</b>								
<b>As at March 31, 2024</b>	<b>535.37</b>	<b>958.24</b>	<b>1.85</b>	<b>1,621.11</b>	<b>14.16</b>	<b>35.24</b>	<b>73.39</b>	<b>3,239.37</b>
<b>As at March 31, 2023</b>	<b>330.32</b>	<b>1,005.02</b>	<b>1.85</b>	<b>2,007.20</b>	<b>16.26</b>	<b>19.22</b>	<b>53.52</b>	<b>3,433.41</b>

# Pursuant to the receipt of licence from the Haryana Government for the development of the Holding Company's land at Hisar (Project land), during the quarter ended 31st December 2022, the Holding Company has converted its said Project land admeasuring 68.35 acres from capital asset viz. property, plant and equipment, into stock in trade during the quarter ended 31st December 2022. (refer note 38).

## The Board of Directors of the Holding Company in its meeting held on May 27, 2024, have decided not to sell and continue to hold its Land/Building located in Kodukanthangal Village and Serkadu Village, Katpadi Sub-Registration District, Vellore Registration District, Vellore District, Tamil Nadu as the requirements for which it was decided to sell the said pieces of land had already been met out of alternate source of funds. Accordingly the said pieces of Land/Building have been regrouped under fixed assets viz. property, plant and equipment as on March 31, 2024.

Description of Property*	Gross carrying value	Held in name of	Whether promoter, director or their relative or employee	Period held – indicate range, where appropriate	Reason for not being held in the name of Company
Building	21.39 lacs	DCM Data Systems Limited	Not applicable	Since 1996	It was earlier pledged with the bank

\* The Title deed in respect of office building of the subsidiary company DCM Infotech Limited situated at Flat No 607,608 and 609 in Navketan Complex, Secundrabad is in the name of DCM Data Systems Limited. Steps are in process to get the title deed transferred in Company's name.



## 4. Intangible assets and Right to use assets :

(Rupees in lakh)

Particulars	Software	Right of use assets	Total
<b>Gross carrying value at cost</b>			
<b>As at April 01, 2022</b>	130.04	178.89	308.93
Add: Additions during the year	0.77	36.83	37.60
Less: Disposals / adjustments during the year	(1.12)	-	(1.12)
<b>As at March 31, 2023</b>	129.69	215.72	345.41
Add: Additions during the year	0.48	171.55	172.03
Less: Disposals / adjustments during the year	(1.50)	(188.30)	(189.80)
<b>As at March 31, 2024</b>	<b>128.67</b>	<b>198.97</b>	<b>327.64</b>
<b>Accumulated amortisation/depreciation</b>			
<b>As at April 01, 2022</b>	122.58	121.68	244.26
Add: Amortisation expense for the year	3.20	45.58	48.78
Less: On disposals/adjustments during the year	(1.12)	-	(1.12)
<b>As at March 31, 2023</b>	124.66	167.26	291.92
Add: Amortisation/depreciation expense for the year	3.20	46.51	49.71
Less: On disposals/adjustments during the year	(1.50)	(184.19)	(185.69)
<b>As at March 31, 2024</b>	<b>126.36</b>	<b>29.58</b>	<b>155.94</b>
<b>Net carrying value</b>			
<b>As at March 31, 2024</b>	<b>2.31</b>	<b>169.39</b>	<b>171.70</b>
As at March 31, 2023	5.03	48.46	53.49

## Ind AS 116 Disclosure

The right of use of assets during the year represent the Group's lease assets primarily consisted of leases for land and buildings for offices and warehouses having various lease terms . The Group also has certain leases with lease term of 12 months or less. The Group applies the short-term lease recognition exemption for these leases.

## Set out below are the carrying amounts of lease liabilities and the movements thereof:

(Rupees in lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance	56.92	71.87
Acquisition*	167.34	36.84
Accretion of interest	5.47	6.82
Deletions	(4.11)	-
Payments	(56.30)	(58.61)
Closing Balance	169.32	56.92
Current	45.50	44.58
Non-current	123.82	12.34

The maturity analysis of lease liabilities are disclosed in note 46

The effective interest rate for lease liabilities is 8% with maturity between 2022-25

\* Represents lease liabilities created during the year as per Ind AS 116, on right to use assets post renewal of Office lease deed

The following are the amounts recognised in the statement of profit and loss:

(Rupees in lakh)

Leases under Ind AS 116	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation expense of right of use assets	46.51	45.58
Interest expense on lease liabilities	5.47	6.82
Expense relating to leases of short-term / low value assets (included in other expenses)	27.17	35.32
<b>Total amount recognised in statement of profit and loss</b>	<b>79.15</b>	<b>87.72</b>

Amounts recognised in statement of cash flows:

(Rupees in lakh)

Right of use assets separate disclosure	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Financing activities</b>		
Repayment of principal	50.83	51.79
Repayment of interest	6.32	7.60
<b>Operating activities</b>		
Short term / low value assets lease payment	27.17	35.32
<b>Total cash outflow for leases</b>	<b>84.32</b>	<b>94.71</b>

## 5. Investments - Non-current

(Rupees in lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Investments in equity shares of Joint venture using equity method of accounting (unquoted)</b>		
Purearth Infrastructure Limited \$ (Refer note 36 & 37A)	1,091.99	1,215.65
1,71,21,608 (March 31, 2023: 17,853,605) equity shares of face value of Rs. 10 each, fully paid up		
<b>Total Non- Current Investments</b>	<b>1,091.99</b>	<b>1,215.65</b>
<b>Aggregate carrying value of unquoted investment</b>	<b>1,091.99</b>	<b>1,215.65</b>
<b>Aggregate cost of unquoted investments</b>	<b>2,912.99</b>	<b>2,986.18</b>
\$ Net of profit/loss accounted as per equity method.		

## 6. Other financial assets - Non-current

(Rupees in lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
<i>(Unsecured, considered good)</i>		
Deposits with maturity for more than twelve months including interest	359.59	744.19
Security deposits for utilities	191.81	199.02
<b>Total</b>	<b>551.40</b>	<b>943.21</b>

## Note:

- (i) Bank deposits include Rs.19.59 lakh (March 31, 2023: Rs. 4.19 Lakh) held as margin money
- (ii) The Group's exposure to credit and currency risks, and loss allowance related to non-current financial assets are disclosed in note 46 (b)

Notes to the consolidated financial statements for the year ended March 31, 2024 continued

7. Non-current tax assets (net) (Rupees in lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Advance income tax (net of provision)	410.32	400.64
<b>Total</b>	<b>410.32</b>	<b>400.64</b>

8. Other non-current assets (Rupees in lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
<i>(Unsecured, considered good)</i>		
<b>Capital advances</b>		
To related party (Refer note 43)	2.84	2.84
Others (Refer note 39)	420.00	420.00
Deferred rent	-	0.24
Balances with government authorities	135.35	135.35
Other advances		
To related party (Refer note 43)	179.89	179.89
Others	3.80	3.80
<i>(Unsecured, Considered doubtful)</i>		
Other advances	100.00	502.18
	<b>841.88</b>	<b>1,244.30</b>
Less: Loss allowance for doubtful advances	100.00	502.18
<b>Total</b>	<b>741.88</b>	<b>742.12</b>

9. Inventories (Rupees in lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
<i>(Valued at cost or net realisable value, whichever is lower)</i>		
Raw materials	15.24	153.95
Work-in-progress	-	22.19
Stores and spares	822.39	877.72
Less: Loss on valuation of inventory	93.75	55.33
Land for development *	175.83	175.83
<b>Total</b>	<b>919.71</b>	<b>1,174.36</b>

\* Pursuant to the receipt of licence from the Haryana Government for the development of the Company's land at Hisar (Project land), during the quarter ended 31st December 2022, the Company has converted its said Project land admeasuring 68.35 acres from capital asset viz. property, plant and equipment, into stock in trade (refer note 38).

## 10. Trade receivables

(Rupees in lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
<i>(Unsecured)</i>		
Considered good	1,329.99	1,200.50
Unbilled Debtors	268.18	290.31
<b>Total</b>	<b>1,598.17</b>	<b>1,490.81</b>

## Trade receivable ageing schedule

Particulars	Outstanding for following periods from due date of payments							Total
	Unbilled	Not Due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
<b>As at March 31, 2024</b>								
(i) Undisputed Trade receivables-Considered Good	268.18	1,001.95	311.17	-	-	1.28	15.59	1,598.17
(ii) Undisputed Trade receivables which have significant increase in credit risk			-	-	-	-	-	-
(iii) Undisputed Trade receivables -credit impaired			-	-	-	-	-	-
<b>Total</b>	<b>268.18</b>	<b>1,001.95</b>	<b>311.17</b>	<b>-</b>	<b>-</b>	<b>1.28</b>	<b>15.59</b>	<b>1,598.17</b>
Less: Allowance for doubtful trade receivables			-	-	-	-	-	-
<b>Total</b>	<b>268.18</b>	<b>1,001.95</b>	<b>311.17</b>	<b>-</b>	<b>-</b>	<b>1.28</b>	<b>15.59</b>	<b>1,598.17</b>
<b>As at March 31, 2023</b>								
(i) Undisputed Trade receivables-Considered Good	290.31	1,052.80	126.29	1.95	3.91	2.03	13.52	1,490.81
(ii) Undisputed Trade receivables which have significant increase in credit risk			-	-	-	-	-	-
(iii) Undisputed Trade receivables -credit impaired			-	-	-	-	-	-
<b>Total</b>	<b>290.31</b>	<b>1,052.80</b>	<b>126.29</b>	<b>1.95</b>	<b>3.91</b>	<b>2.03</b>	<b>13.52</b>	<b>1,490.81</b>
Less: Allowance for doubtful trade receivables			-	-	-	-	-	-
<b>Total</b>	<b>290.31</b>	<b>1,052.80</b>	<b>126.29</b>	<b>1.95</b>	<b>3.91</b>	<b>2.03</b>	<b>13.52</b>	<b>1,490.81</b>

The Group's exposure to credit and currency risks, and loss allowance related to trade receivables are disclosed in note 46 (b)

## 11. Cash and cash equivalents

(Rupees in lakh)

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with banks		
- In current accounts	331.93	485.72
Bank deposits with original maturity of three months or less	475.00	315.00
Cash on hand	1.05	0.94
<b>Total</b>	<b>807.98</b>	<b>801.66</b>

**12. Bank balances other than cash and cash equivalents above** **(Rupees in lakh)**

Particulars	As at March 31, 2024	As at March 31, 2023
Bank deposit with maturity between 3 to 12 months*	1,411.04	405.21
<b>Total</b>	<b>1,411.04</b>	<b>405.21</b>

\* Bank deposits includes margin money of Rs. 93.88 lacs (March 31, 2023: Rs.97.40 lacs ) deposits with bank/earmarked for specific use

Note: As per the requirement, the unclaimed fixed deposits, debentures, or interest thereon have already been transferred to the Investor Education and protection Fund (IEPF) established by the Central Govt.

The Group's exposure to credit risk, liquidity risks and currency risk are disclosed in note 46 (b)

**13. Loans - Current** **(Rupees in lakh)**

Particulars	As at March 31, 2024	As at March 31, 2023
<i>(Unsecured, considered good)</i>		
Loans to employees		
Good	13.03	19.21
Doubtful	2.01	3.23
	<u>15.04</u>	<u>22.44</u>
Less: Impairment allowance	2.01	3.23
<b>Total</b>	<b>13.03</b>	<b>19.21</b>

No loans are due from directors or other officers of the Group Company or any of them either severally or jointly with any other persons or amounts due by firms or private companies respectively in which any director is a partner or director or a member.

The Group's exposure to credit and currency risks, and loss allowance related to current financial assets are disclosed in Note 46 (b).

The Group's exposure to currency and liquidity risks related to financial liabilities is disclosed in Note 46(b).

**14. Other financial assets - Current** **(Rupees in lakh)**

Particulars	As at March 31, 2024	As at March 31, 2023
Interest receivable on fixed deposits	74.17	19.11
Interest receivable on security deposit	28.67	28.68
Other receivable		
- From others on sale of rights in flats	1.42	35.92
<b>Total</b>	<b>104.26</b>	<b>83.71</b>

The Group's exposure to credit and currency risks, and loss allowance related to current financial assets are disclosed in Note 46 (b).

**15. Other current assets** **(Rupees in lakh)**

Particulars	As at March 31, 2024	As at March 31, 2023
<i>(Unsecured, considered good)</i>		
Right in flats	-	123.50
Advances to suppliers	7.49	11.54
Prepaid expenses	36.55	52.03
Advance for Conversion Charges	31.35	-
Balance with statutory/government authorities	110.47	168.99
Deferred rent	-	0.90
Other receivables*	18.57	19.21
<b>Total</b>	<b>204.43</b>	<b>376.17</b>

\* Include amount pertaining to railway dispute against High court order of Rs 18.57 lakh (March 31, 2023 Rs 18.57 lakh) (Refer note 40 b)

**16. Current tax assets (net)**

Particulars	As at March 31, 2024	As at March 31, 2023
Advance tax paid & TDS receivable	253.55	-
Less: Provision for Income Tax	236.99	-
<b>Total</b>	<b>16.56</b>	<b>-</b>

**17. Equity share capital** **(Rupees in lakh)**

Particulars	As at March 31, 2024	As at March 31, 2023
<b>a) Authorised</b>		
63,999,000 (March 31, 2023: 63,999,000) equity shares of Rs. 10 each	6,399.90	6,399.90
100 (March 31, 2023: 100) 13.5% redeemable cumulative preference shares of Rs. 100 each	0.10	0.10
320,000 (March 31, 2023: 320,000) 6th cumulative redeemable cumulative preference shares of Rs. 25 each	80.00	80.00
3,680,000 (March 31, 2023: 3,680,000) preference shares of Rs. 25 each	920.00	920.00
1,000,000 (March 31, 2023: 1,000,000) cumulative preference shares of Rs. 100 each	1,000.00	1,000.00
	<b>8,400.00</b>	<b>8,400.00</b>
<b>b) Issued, subscribed and fully paid-up</b>		
18,677,749 (March 31, 2023: 18,677,749) equity shares of Rs. 10 each fully paid-up	1,867.77	1,867.77
	<b>1,867.77</b>	<b>1,867.77</b>

**c) Reconciliation of the number of shares outstanding and the amount of equity share capital**

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of shares	Amount	Number of shares	Amount
<b>Equity shares</b>				
At the commencement of the year	1,86,77,749	1,867.77	1,86,77,749	1,867.77
Add: Shares issued during the year	-	-	-	-
<b>At the end of the year</b>	<b><u>1,86,77,749</u></b>	<b><u>1,867.77</u></b>	<b><u>1,86,77,749</u></b>	<b><u>1,867.77</u></b>

**d) Terms, rights, preferences and restrictions attached to equity shares:**

The Holding Company has issued one class of equity shares having at face value of Rs. 10 each per share. Each holder of equity shares is entitled to one vote per share with a right to receive per share dividend declared by the Holding Company. In the event of liquidation of the Holding Company, holder of equity shares will be entitled to receive remaining assets of the Holding Company after distribution of all preferential amount. The distribution will be in proportion to the number of shares held by shareholder.

**e) Details of shareholders holding more than 5% of equity shares**

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of shares	% of holding	Number of shares	% of holding
Mr. Sumant Bharat Ram	90,56,932	48.49%	90,56,932	48.49%

**(f) In the period of five years immediately preceeding March 31, 2024**

- (i) Calls in arrears of Rs. 0.31 lakh written off during the financial year ended March 31, 2020 as part of the implementation of Scheme of Arrangement of demerger of textile business undertaking of the Company into DCM Nouvelle Limited approved by hon'ble NCLT vide the order dated May 01, 2019.
- (ii) There were no buy back or issue of shares pursuant to contract without payment being received in cash during the previous 5 years.

**g) Details of Promoters' Shareholding and changes during the year**

Promoter Name	As at March 31, 2024		As at March 31, 2023		% change during the year
	Number of shares	% of holding	Number of shares	% of holding	
Mr. Sumant Bharat Ram	90,56,932	48.49%	90,56,932	48.49%	NIL
Mr. Yuv Bharat Ram	4,800	0.03%	4,800	0.03%	NIL
Mr. Rahil Bharat Ram	4,852	0.03%	4,852	0.03%	NIL
Mr. Hemant Bharat Ram	50	0.00%	50	0.00%	NIL

**18. Other equity** **(Rupees in lakh)**

Particulars	As at March 31, 2024	As at March 31, 2023
Securities premium	1,061.19	1,061.19
Capital reserve	25.40	25.40
Capital redemption reserve	130.10	130.10
Deficit in statement of profit and loss	(1,007.39)	(1,588.98)
	<b>209.30</b>	<b>(372.29)</b>
<b>Securities premium</b>		
As at beginning and end of the year	1,061.19	1,061.19
<b>Capital reserve</b>		
As at beginning and end of the year	25.40	25.40
<b>Capital redemption reserve</b>		
As at beginning and end of the year	130.10	130.10
<b>Surplus in Statement of Profit and Loss</b>		
As at beginning of the year	(1,588.98)	(1,890.65)
Add: Other comprehensive income for the year	61.05	68.41
Add: Profit for the year	520.54	233.26
As at end of the year	<b>(1,007.39)</b>	<b>(1,588.98)</b>

**Nature and purpose of reserve:**

- a) **Capital redemption reserve**  
Capital redemption reserve was created on account of buyback of shares as per the requirements of Companies Act, 1956.
- b) **Securities Premium reserve**  
Securities premium account represent the recovery of premium on issue of shares. This amount is to be utilised in accordance with the provisions of the Companies Act, 2013.
- c) **Capital reserve**  
Capital reserve pertains to government grants received in earlier years for Plant and equipment. The assets against the said grant have been fully depreciated.
- d) **Retained Earnings**  
Retained Earnings are the balance of profit/(loss) that the Group has earned till date, less, any transfer to general reserve, any transfer from or to other comprehensive income, dividend or other distribution paid to shareholders.

**19. Other financial liabilities - Non-current** **(Rupees in lakh)**

Particulars	As at March 31, 2024	As at March 31, 2023
Other deposits	0.73	0.73
Other Liabilities		
- Payable to related party (including interest) (Refer note 43) *	2,466.64	2,288.18
- Payable to others	-	527.44
<b>Total</b>	<b>2,467.37</b>	<b>2,816.35</b>

\* The Holding Company has entered into agreements dated 27 March 2021 and 17 April 2021 for purchase of residential units in the project "Amaryllis" being developed by Purearth Infrastructure Limited (Joint Controlled Entity) under joint development agreement with Basant Projects Limited. Payment for the said purchase of residential units along with interest is to be made on deferred payment basis within the period of four years and six months (54 months) from the date of the agreement of these residential units. The arrangement carries interest ranging between 10.00% - 10.35% per annum and is secured by equitable mortgage of 43.65 acres of Company's land situated near Mela Ground Hissar - 125001, Haryana, India.

The Group's exposure to interest, currency and liquidity risks related to non-current financial liabilities is disclosed in **Note 46 (b)**



**20. Provisions - Non-current** **(Rupees in lakh)**

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Provision for employee benefits</b>		
Gratuity (Refer note 42)	375.69	559.00
Compensated absences	86.39	107.29
<b>Total</b>	<b>462.08</b>	<b>666.29</b>

**21. Trade payables - Current** **(Rupees in lakh)**

Particulars	As at March 31, 2024	As at March 31, 2023
Dues to micro and small enterprises**	108.58	103.52
Dues to others	253.89	337.75
	<u>362.47</u>	<u>441.27</u>

**Trade payables ageing schedule** **(Rupees in lakh)**

Particulars	Outstanding for following periods from due date of payments					Total
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>As at March 31, 2024</b>						
(i) MSME	20.70	6.81	-	-	0.10	27.61
(ii) Others	162.43	23.09	9.76	0.80	57.81	253.89
(iii) Disputed dues-MSME	-	-	-	-	80.97	80.97
<b>Total</b>	<b>183.13</b>	<b>29.90</b>	<b>9.76</b>	<b>0.80</b>	<b>138.88</b>	<b>362.47</b>
<b>As at March 31, 2023</b>						
(i) MSME	22.55	-	-	-	-	22.55
(ii) Others	210.44	45.22	10.69	9.22	62.18	337.75
(iii) Disputed dues-MSME	-	-	-	-	80.97	80.97
<b>Total</b>	<b>232.99</b>	<b>45.22</b>	<b>10.69</b>	<b>9.22</b>	<b>143.15</b>	<b>441.27</b>

The Group's exposure to currency and liquidity risks related to financial liabilities is disclosed in **Note 46(b)**.

Notes to the consolidated financial statements for the year ended March 31, 2024 continued

**\*\* Due to Micro, Small and Medium Enterprises:**

**(Rupees in lakh)**

<b>Particulars</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>
(a) The principal amount remaining unpaid to any supplier as at the end of each accounting year	<b>108.58*</b>	103.52*
(b) The interest due thereon remaining unpaid to any supplier as at the end of each accounting year	<b>0.08</b>	-
(c) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, during each accounting year	-	-
(d) The amount of the payments made to the suppliers beyond the appointed day during each accounting year.	<b>0.99</b>	-
(e) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under Micro Small and Medium Enterprises Development Act, 2006.	<b>0.02</b>	-
(f) The amount of interest accrued and remaining unpaid at the end of each accounting year and	<b>0.10</b>	-
(g) The amount of further interest remaining due and payable even in the succeeding periods, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro Small and Medium Enterprises Development Act, 2006.	-	-

\* Includes Rs.80.97 lacs disputed dues - MSME

**22. Other financial liabilities - Current**

**(Rupees in lakh)**

<b>Particulars</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>
Unclaimed matured debentures and interest accrued thereon *	<b>2.65</b>	2.65
Employee related payable	<b>556.47</b>	554.79
Advance received under Joint development Agreement ( <b>Refer note 49</b> )	<b>5,000.00</b>	5,000.00
Other payable	-	16.45
Book Overdraft	<b>28.78</b>	-
<b>Total</b>	<b><u>5,587.90</u></b>	<b><u>5,573.89</u></b>

\* There is no amount due and outstanding to be credited to Investor Education and Protection Fund as at March 31, 2024 in view of Scheme of restructuring and arrangement (SORA), pursuant to which certain past dues have been rescheduled for payment.

The Group's exposure to currency and liquidity risks related to financial liabilities is disclosed in **Note 46(b)**.

**23. Other liabilities - Current (Rupees in lakh)**

Particulars	As at March 31, 2024	As at March 31, 2023
Advance from customers	3.70	17.45
Statutory dues payables	54.48	69.48
Other payables	90.01	128.20
<b>Total</b>	<b><u>148.19</u></b>	<b><u>215.13</u></b>

**24. Provisions - Current (Rupees in lakh)**

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Provision for employee benefits</b>		
- Gratuity (Refer note 42)	45.46	88.58
- Compensated absences	11.62	7.83
<b>Total</b>	<b><u>57.08</u></b>	<b><u>96.41</u></b>

**25. Current tax liabilities (net) (Rupees in lakh)**

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for income tax (net of advance tax)	-	36.27
<b>Total</b>	<b><u>-</u></b>	<b><u>36.27</u></b>

**26. Revenue from operations (Rupees in lakh)**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Sale of products</b>		
Manufactured goods		
Pattern, Jigs & Fixture	-	6.00
Sale of product license	60.40	85.32
Sale of services	6,666.39	6,853.46
	<b><u>6,726.79</u></b>	<b><u>6,944.78</u></b>
<b>Other operating revenue</b>		
Scrap sales	357.78	-
<b>Total</b>	<b><u>7,084.57</u></b>	<b><u>6,944.78</u></b>

Notes to the consolidated financial statements for the year ended March 31, 2024 continued

(Rupees in lakh)

<b>Contract Balances</b>	As at March 31, 2024	As at March 31, 2023
<b>Contract Assets</b>		
Trade receivable (refer note 10)	1,598.17	1,490.81
<b>Contract Liability</b>		
Advance from Customer (refer note 23)	3.70	17.45

Reconciliation of revenue recognised with the contracted price is as follows:

(Rupees in lakh)

<b>Particulars</b>	For the year ended March 31, 2024	For the year ended March 31, 2023
Contracted price	7,084.57	6,944.78
Revenue recognised	<u>7,084.57</u>	<u>6,944.78</u>

27. Other income

(Rupees in lakh)

<b>Particulars</b>	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Interest income on financial assets at amortised cost</b>		
Deposits with bank*	98.56	58.51
Net gain on foreign currency transactions	29.64	100.29
Profit on sale of property, plant and equipment (net)	9.33	2.85
Income from transfer of rights in flats	1.50	41.38
Profit on sale of long term investments under buy back scheme	358.68	-
Liabilities/provisions no longer required written back	594.79	941.05
Miscellaneous income	6.11	31.72
<b>Total</b>	<u>1,098.61</u>	<u>1,175.80</u>

\* Interest received on income tax refund Rs.Nil lakh (March 31, 2023: 0.68 Lakh)

28. Cost of material consumed

(Rupees in lakh)

<b>Particulars</b>	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening stock	153.95	153.95
Add: Purchase	-	-
	<u>153.95</u>	<u>153.95</u>
Less: Closing stock	15.24	153.95
	<u>138.71</u>	<u>-</u>

## 29. Changes in inventories of finished goods and work-in-progress

(Rupees in lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<u>Inventories at the end of the year:</u>		
Finished goods	-	-
Work-in-progress	-	22.19
<b>Total</b>	<u>-</u>	<u>22.19</u>
<u>Inventories at the beginning of the year:</u>		
Finished goods	-	-
Work-in-progress	22.19	22.19
<b>Total</b>	<u>22.19</u>	<u>22.19</u>
<b>Net (increase)/decrease</b>	<u>22.19</u>	<u>-</u>

## 30. Employee benefits expense

(Rupees in lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, bonus and other allowances	3,550.69	3,664.99
Contribution to provident and other funds	179.43	204.98
Gratuity expense (refer note 42)	88.64	107.96
Staff welfare expenses	25.58	52.15
<b>Total</b>	<u>3,844.34</u>	<u>4,030.08</u>

## 31. Finance costs

(Rupees in lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<u>Interest expense on :</u>		
Lease Liabilities (refer note 4)	5.47	6.82
Others *	198.50	210.17
Interest on Income tax payment	0.85	0.78
Other borrowing costs	0.07	1.32
<b>Total</b>	<u>204.89</u>	<u>219.09</u>

\* Others includes interest cost from related party of Rs. 198.29 Lakhs (March 31, 2023 Rs. 207.45 Lakhs) (refer note 43)

## 32. Depreciation and amortisation expense

(Rupees in lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation on property, plant and equipment (refer Note 3)	414.91	650.59
Amortisation of intangible assets (refer note 4)	3.20	3.20
Depreciation of right of use asset (refer note 4)	46.51	45.58
<b>Total</b>	<u>464.62</u>	<u>699.37</u>

## 33. Other expenses

(Rupees in lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Purchase of licence	57.05	80.88
Power, fuel, etc.	39.20	37.60
Rent	27.17	35.32
Repair and maintenance		
- Buildings	9.32	12.80
- Machinery	16.33	18.79
- Others	49.54	76.38
Subcontracting charges	1,830.43	1,852.91
Insurance	57.23	63.52
Security Charges	49.41	46.83
Rates and taxes	39.77	13.46
Directors' fees	9.30	11.60
Legal and professional fees (refer note (i) below)	156.37	291.08
Travelling and conveyance	67.96	45.23
Expenditure on corporate social responsibility (Refer note 51)	16.43	15.40
Bad trade and other receivables, loans and advances written off	-	0.68
Less: Provision already held	-	0.68
Assets written off	41.94	-
Inventory store and spares written off	-	4.31
Loss on valuation of Inventory	93.75	55.33
Miscellaneous expenses	136.84	138.26
<b>Total</b>	<b><u>2698.04</u></b>	<b><u>2,800.38</u></b>

The Group's exposure to currency and liquidity risks related to financial liabilities is disclosed in Note 46(b).

## (i) Includes auditors remuneration (excluding taxes) \*\*

For audit fee and limited review	16.24	15.00
Certificate	0.10	0.10
Reimbursement of expenses	0.72	0.28
<b>Total</b>	<b><u>17.06</u></b>	<b><u>15.38</u></b>

\*\* Excluding remuneration of other auditors of subsidiaries Rs. 0.20 lakh (March 2023 : Rs. 0.78 lakh) and audit fee paid by jointly controlled entity Purearth Infrastructure Limited.

## 34. Tax expense

(a) Income tax expenses in the Statement of Profit and loss consists of: (Rupees in lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Current income tax	236.99	255.48
Tax adjustment relating to prior years	0.40	-
Deferred tax	2.53	0.34
<b>Income tax expense recognised in the Statement of Profit and loss</b>	<b>239.92</b>	<b>255.82</b>

(b) Amount recognised in other comprehensive income/(expense) (Rupees in lakh)

	For the year ended March 31, 2024		
	Before tax	Tax (expense) benefit	Net of tax
<b>Items that will not be reclassified to profit or loss</b>			
Remeasurements of defined benefit obligations	62.75	(1.18)	61.57
Share in other comprehensive income/(expense) of joint venture (net of tax)	(0.53)	-	(0.53)
	<u>62.22</u>	<u>(1.18)</u>	<u>61.04</u>

	For the year ended March 31, 2023		
	Before tax	Tax (expense) benefit	Net of tax
<b>Items that will not be reclassified to profit or loss</b>			
Remeasurements of defined benefit obligations	71.41	(1.88)	69.53
Share in other comprehensive income/(expense) of joint venture (net of tax)	(1.12)	-	(1.12)
	<u>70.29</u>	<u>(1.88)</u>	<u>68.41</u>

(c) The reconciliation between the provision of income tax of the Group and the amount computed by applying the statutory income tax rate to profit before tax is as follows:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit for the year	810.39	371.66
Applicable income tax rate (in %)	31.2% & 25.17%	31.2% & 25.17%
Tax Expense should be	258.17	447.75
Unrecognised tax asset	(21.18)	(194.62)
Earlier year tax provision	0.40	2.35
Others	2.53	0.34
<b>Tax as per books</b>	<b>239.92</b>	<b>255.82</b>

(d) **Unrecognised tax asset**

As at March 31, 2024, the Holding Company has unabsorbed depreciation and business losses under the provisions of the Income-tax Act, 1961. Consequent to the provisions of Ind AS 12 - "Income Taxes", in the absence of reasonable certainty of taxable profits in future years, deferred tax assets have been recognised only to the extent of deferred tax liability. The Company reassesses the unrecognised deferred tax assets at each reporting period and recognises the deferred tax assets over its deferred tax liability when it has become probable that future taxable profits will allow the deferred tax assets to be recovered.

**Deferred tax assets and liabilities (other than holding Company) are attributable to the following:**

<b>Deferred tax (assets)</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>
Provision for gratuity and compensated absences	51.05	52.28
Provision for trade receivables and other advances	0.51	0.81
Other items	0.78	2.14
<b>Total</b>	<b>52.34</b>	<b>55.23</b>
<b>Deferred tax liabilities</b>		
Property, plant and equipment	2.74	(1.92)
<b>Total</b>	<b>2.74</b>	<b>(1.92)</b>
<b>Net deferred tax (asset) liabilities</b>		
Property, plant and equipment	(2.74)	(1.92)
Provision for gratuity and compensated absences	51.05	52.28
Provision for trade receivables and other advances	0.51	0.81
Other items	0.78	2.14
<b>Total</b>	<b>49.60</b>	<b>53.31</b>

35. **Earnings per share**

(Rupees in lakh)

<b>Particulars</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>
Net profit/(loss) attributable to equity shareholders (Rs. in lakh)	520.54	233.26
Weighted average number of equity shares in calculating Basic EPS	1,86,77,749	1,86,77,749
Weighted average number of equity shares in calculating Diluted EPS	1,86,77,749	1,86,77,749
Basic and Diluted earning per share in rupees (face value per equity share Rs. 10 each)	2.79	1.25

36. **Restructuring**

After considering the effect of Scheme of Restructuring and Arrangement approved by the Delhi High Court vide its order dated October 29, 2003 under section 391-394 of the Companies Act, 1956 (Act) and subsequent modification there to vide Delhi High Court order dated April 28, 2011 (hereinafter referred to as SORA), the Holding Company had complied with the debt repayment obligations including in respect of debentures, deposits, loans and related interest and where such amount has not been claimed by the concerned party, deposited an equivalent amount into a 'No Lien /Designated Account' with scheduled banks. Aggregate of amount so deposited as at the year-end is Rs. 2.65 lakh (March 31, 2023: Rs. 2.65 lakh). In terms of SORA, the Company will not dispose off its shareholding in Purearth Infrastructure Limited until the completion of the land development project at Bara Hindu Rao Kishan Ganj, Delhi.

As per the requirement, the unclaimed fixed deposits, debentures, or interest thereon have already been transferred to the Investor Education and protection Fund (IEPF) established by the Central Govt.



**37. Amalgamation and demerger Scheme**

Due to payment of dues of creditors including banks pertaining to the Engineering Business Undertaking, the section II relating to restructuring of outstanding loans and liabilities of Engineering Business Undertaking (referred as Engineering Business) of the Composite Scheme of Arrangement approved by the Board on November 28, 2019 for restructuring of its Engineering Business, has become infructuous. Pursuant to the above, as decided by the Board in its meeting held on May 29, 2023, the Holding Company has withdrawn the said Composite Scheme of Arrangement and proposes to make a fresh proposal for restructuring of its said Engineering Business in consultation with Legal and Tax Consultant after its approval by the Board.

The Holding Company is evaluating and pursuing all options concerning its Engineering business and operations. In the interim, the Holding Company has been continuously working for better upkeep of factory and to rationalize the workmen cost.

**37A.** The Holding Company holds 1,78,53,605 equity shares in Purearth Infrastructure Limited (PIL), a Joint Venture Company which constitute 16.56% holding of paid up equity share capital of PIL.

The shareholders of PIL in their Extra-Ordinary General Meeting held on 20.02.2024 approved the buy-back of upto 44,19,800 equity shares equivalent to 4.10% of shareholding of PIL at Rs.59/- per equity share.

The Holding Company tendered its shareholding in PIL to the extent of 7,31,997 equity shares as eligible under the said buy-back scheme and received Rs.431.88 lakh during the month of March, 2024 towards the consideration for tendering the said 7,31,997 shares of PIL.

**38.** The Holding Company is in process of developing its 68.35 acres of land situated in the revenue state of Village Bir Hisar, Sector-23, Hisar, Haryana (referred as Hisar land). The Holding Company has signed a joint development agreement in this regard on 11th August, 2022 with a party which is subject to fulfilment of certain terms and conditions by the said party as well as receipt of regulatory approvals. In this connection, the Holding Company has received a license no.179 of 2022 in joint development with the said party on November 10, 2022 in respect of 67.275 acres of said Hisar land (referred as Project land) under Regulation of Urban Area Act, 1975 for setting up of affordable residential plotted colony under Deen Dayal Jan Awas Yojana-2016 (referred as Project). Following the receipt of said License, the Company has converted its said Project land from capital asset viz. property, plant and equipment, into stock in trade during the quarter ended 31st December 2022.

The Director General, Town and Country Planning, Haryana however suspended the said licensee no.179 of 2022 in April-2023 taking a note that an enquiry has been initiated against the Company by Deputy Commissioner in respect of the Company's land at Hisar.

As per said order, the licensee is directed not to carry out any development work in the Colony and also not to create another third party rights unless the said suspension is revoked. The Holding Company along with the Developer is putting in earnest efforts to take up the matter with the concerned authorities. However the said matter of revocation of the license remains pending. The Holding Company as well as the Developer are hopeful that the requested revocation of the suspension order will be acceded to by the authorities and that the development work on the land shall start soon thereafter and both parties are making endeavors to have this matter resolved at the earliest.

The matter remains pending as on date of approval of these consolidated financial statements.

**39.** Capital advances include Rs. 420.00 lakh (March 31, 2023: Rs. 420.00 lakh) (net of refund of Rs.450.00 lakh) to acquire certain property under construction at New Delhi. The construction was a matter of litigation between the builder and the local authorities. The Holding Company has invoked the arbitration clause of the agreement with the builder and file the arbitration petition. In the said arbitration proceeding the Holding Company had received back the said principal amount of Rs.450.00 lakh from the builder. The management is confident that remaining balance amount paid to acquire the property is good and fully recoverable.

**40. Contingent liabilities, contingent assets and commitments****a) Commitments****(Rupees in lakh)**

Particulars	As at March 31, 2024	As at March 31, 2023
Capital commitments	-	-

## b) Contingent liabilities not provided for:

(Rupees in lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Claims not acknowledged as debts: *		
- Excise claims	0.50	8.94
- Sales tax matters/ VAT	618.03	618.03
- Income-tax matters	508.56	508.56
- Customs duty	12.55	12.55
- Employees' claims (to the extent ascertained)	54.00	44.11
- Others #	91.73	91.73

\* All the above matters are subject to legal proceedings in the ordinary course of business. The legal proceedings, when ultimately concluded in the opinion of management, will not have a material effect on the results of operations or financial position of the Group.

# Includes deposit of Rs 18.57 Lacs (March 31,2023 : 18.57 lacs) paid vide High Court order pending settlement of dispute (refer note 15)

- (i) There are no undisputed dues of wealth tax and service tax which have not been deposited by the Group. The details of disputed dues as of March 31, 2024 in respect of customs duty, income tax, excise duty and sales tax/ PVAT that have not been deposited by the Group, are as follows:

Name of the statute	Nature of dues	Amount Involved * (Rs. in lakh)	Amount paid under protest (Rs. in lakh)	Period to which amount relates	Forum where dispute is pending
Central Excise Act, 1944	Excise duty	0.50	-	2002-03, 2003-04	Supreme court
Punjab VAT Act, 2005	Sales tax	218.17	15.50	Financial Year 2012-13	Punjab VAT Appellate Tribunal
		146.96	36.75	Financial Year 2011-12	
		130.25	35.09	Financial Year 2010-11	
		122.65	12.27	Financial Year 2013-14	Deputy Commissioner (Appeals)

\* amount as per demand orders including interest and penalty wherever indicated in the demand.

- (ii) The following matters have been decided in favour of the Holding Company, although the concerned regulatory authority has preferred an appeal at a higher level:

Name of the statute	Nature of dues	Amount involved (Rs. in lakh)	Period to which amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income tax	442.48	Financial Year 1982-83 to 1989-90	ITAT refer back to AO
		66.08	Financial Year 2011-12	High court

41. As per MCA, notification dated August 5, 2022, the central government has notified the Companies (Accounts) fourth Amendment Rule 2022. As per the amendmend rules the Companies are required to maintain the back up of the books of account and other relevant books and papers in electronic mode that should be accessible in India at all the time. Also the Companies are required to creat back up of accounts on servers physically located in India on daily basis. The books of account along with other relevant records and papers of the Company are maintained in electronic mode. These are readily available in India at all the times.

## 42. Employee benefits

## A Defined contribution plans

Contributions to defined contribution plans charged off for the year are as under:

(Rupees in lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Group's contribution to provident fund	72.62	66.31
Group's contribution to superannuation fund	4.39	3.28
Group's contribution to employees' state insurance	0.44	0.14
Group's contribution to social security	75.61	96.06
Group's contribution to Medicare	18.64	28.98
Group's contribution to NPS	6.91	6.33
<b>Total</b>	<b>178.61</b>	<b>201.10</b>

## B Defined benefit plans

The Group operates the following post-employment defined benefit plans:-

The Group operates gratuity plan wherein every employee is entitled to the benefit equivalent to 15 days of total basic salary last drawn for each completed year of service. Gratuity is payable to all eligible employees of the Group on retirement, separation, death or permanent disablement, in terms of the provisions of the Payment of Gratuity Act.

Liability with regards to Gratuity is accrued based on actuarial valuation at the balance sheet date, carried out by independent actuary. For details about the related employee benefits plan, refer accounting policies on employee benefits.

The following table set out the status of the defined benefit obligation

(Rupees in lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Defined benefit liability- Gratuity	421.15	647.58
<b>Total employee benefit liabilities</b>		
Non-current	375.69	559.00
Current	45.46	88.58
<b>Total</b>	<b>421.15</b>	<b>647.58</b>

For details about the related employee benefit expenses, refer note 31.

## i) Reconciliation of the defined benefit liability

The following table shows a reconciliation from the opening balances to the closing balances for the defined benefit liability and its components

(Rupees in lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Balance at the beginning of the year	647.58	839.22
Current service cost	40.92	48.06
Interest cost	47.72	59.90
Actuarial (gains)/losses recognised in other comprehensive income/(expense)	(62.76)	(71.41)
Benefits paid	(252.31)	(228.20)
<b>Balance at the end of the year</b>	<b>421.15</b>	<b>647.58</b>
Non-current	375.69	559.00
Current	45.46	88.58

ii) *Expense recognized in Statement of profit and loss*

(Rupees in lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Current service cost	40.92	48.06
Interest cost	47.72	59.90
<b>Net cost</b>	<b>88.64</b>	107.96

iii) *Remeasurements recognized in other comprehensive income/(expense)*

(Rupees in lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Actuarial gain/( loss) on defined benefit obligation	62.76	71.41
	<b>62.76</b>	71.41

iv) *Actuarial assumptions*

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Financial assumptions</b>		
Discount rate	7.37%	7.37%
Future salary growth	6%	6%
Retirement age	58 Years	58 Years
Mortality table	IALM (2012-14)	IALM (2012-14)
Withdrawal rate		
Upto 30 years	3%	3%
From 31 to 44 years	2%	2%
Above 44 years	1%	1%

As at March 31, 2024, the weighted average duration of the defined benefit obligation was 12.44 -15.24 year (March 31, 2023 : 11.82 - 12.44 year)

Expected contributions to post-employment benefit plans for the year ending March 31, 2024 are Rs. 42.92 lakh. (March 31, 2023 : 70.41 lakh)

v) *Sensitivity analysis*

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

(Rupees in lakh)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Increase	Decrease	Increase	Decrease
Discount rate (0.50%)	(20.29)	21.95	(26.97)	29.07
Future salary growth (0.50%)	22.11	(20.61)	29.32	(27.43)

Although the analysis does not take into account of the full distribution of cash flows expected under the plan, it does not provide an approximation of the sensitivity of the assumptions shown.

**vi) Maturity profile**

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date:

(Rupees in lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Year 1	45.46	88.57
Year 2	18.68	60.83
Year 3	14.30	29.00
Year 4	10.29	27.39
Year 5	18.09	22.55
Next 6	13.57	30.56
Next to 6 years	300.77	388.68

**vii) Description of Risk Exposures:**

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Group is exposed to various risks as follow -

- Interest risk: The present value of the defined benefit plan liability (denominated in Indian Rupee) is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.
- Longevity risk: The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
- Salary Risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

**43. Related party disclosures:**

In accordance with the requirements of Ind AS 24 on Related Party Disclosures, the names of the related parties where control exists and/or with whom transactions have taken place during the year and description of relationships, as identified and certified by the management are:

**A. Name and description of relationship of the related party****Joint controlled entity**

- Purearth Infrastructure Limited

**Subsidiaries of Joint controlled entity**

- Kalptru Realty Private Limited
- Kamayani Facility Management Private Limited
- Viganharta Estates Private Limited

**Key management personnel, directors and/or individuals having direct or indirect control or significant influence, and their relatives:**

- Mr. Sumant Bharat Ram - Promoter and Director
- Mr. Yuv Bharat Ram - Promoter
- Mr. Rahil Bharat Ram - Promoter
- Mr. Hemant Bharat Ram - Promoter
- Mr. Yadvinder Goyal - Company Secretary
- Mr. Ashwani Singhal – Chief Financial Officer
- Mr. Jitendra Tuli –Managing Director
- Mr. Bipin Maira - Independent Director
- Mr. Vinay Sharma - Whole Time Director
- Dr. Kavita A. Sharma - Independent Director
- Mr. Sudhir Kumar Jain - Independent Director
- Mr. Shyam Sunder Sharma - Non-Executive Director

**Other Entities**

17. DCM Engineering Products Educational Society
18. DCM Limited Superannuation Trust
19. DCM Employees Welfare Trust
20. DCM Nouvelle Limited

**Other Entities in which Individuals described in Sr. 5 above have direct or indirect control**

21. Juhi Developers Private Limited
22. Teak Farms Private Limited
23. Unison International IT Services Limited
24. Aggresar Leasing and Finance Private Limited
25. Atlantic Commercial Company Limited
26. Calipro Real Estates Private Limited
27. Shreshtha Real Estates Private Limited

**B. Transactions with related parties:****(Rupees in lakh)**

<b>Name of Related Party and Nature of Relationship</b>	<b>Nature of Transaction</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>
<b><u>Joint Controlled Entity</u></b>			
Purearth Infrastructure Limited	Building Maintenance, Electricity and other expenses (net)	<b>12.87</b>	13.42
	Advance for conversion charges	<b>31.01</b>	-
	Purchase of rights in Residential Flats	-	185.85
	Interest payable for purchase of rights in flats	<b>198.29</b>	207.45
	Amount received against buy back scheme	<b>431.88</b>	-
<b><u>Key Management Personnel *</u></b>			
Mr. Yadvinder Goel	Short term employee benefits	<b>23.55</b>	23.56
Mr. Ashwani Singhal	Short term employee benefits	<b>44.28</b>	40.96
Mr. Vinay Sharma	Short term employee benefits	<b>19.74</b>	11.51
Mr. Jitendra Tuli	Sitting Fees	<b>0.90</b>	1.00
Dr. Kavita A. Sharma	Sitting Fees	<b>1.00</b>	1.25
Mr. Sudhir Kumar Jain	Sitting Fees	<b>1.20</b>	1.50
Mr. Shyam Sunder Sharma	Sitting Fees	<b>0.70</b>	0.60
Mr. Bipin Maira	Sitting Fees	<b>1.40</b>	1.65
Mr. Sumant Bharat Ram	Sitting Fees	<b>0.50</b>	0.20
<b><u>Other Entities</u></b>			
DCM Nouvelle Limited	Reimbursement of property tax	-	5.15

\* Provision for contribution to gratuity fund, leave encashment on retirement and other defined benefits which are made based on actuarial valuation on an overall company basis are not included in the remuneration of existing key management personnel.

The Company maintains superannuation trust for the purpose of administering the superannuation payment to its employees.

## C. Balance Outstanding in Balance Sheet:

(Rupees in lakh)

Name of Related Party and Nature of Relationship	Nature of Transaction	As at March 31, 2024	As at March 31, 2023
<b>Joint Controlled Entity</b>			
Purearth Infrastructure Limited	Advance for purchase of rights in Residential Flats	9.00	9.00
	Payable for purchase of rights in flats (including Interest)	2,466.64	2,288.18
<b>Other Entities</b>			
DCM Employees Welfare Trust	Balance receivable (Net of provision)	179.89	179.89
DCM Nouvelle Limited	Balance payable	5.15	5.15
<b>Key Management Personnel</b>			
Mr. Ashwani Singhal	Balance payable	20.29	1.75
Mr. Sanjeev Kumar	Balance payable	-	0.32
Mr. Yadvinder Goyal	Balance payable	10.92	1.36
Mr. Vinay Sharma	Balance payable	15.58	4.21

44. The Board of Directors of the Company in its meeting held on May 27, 2024, have decided not to sell and continue to hold its Land/Building located in Kodukanthangal Village and Serkadu Village, Katpadi Sub-Registration District, Vellore Registration District, Vellore District, Tamil Nadu as the requirements for which it was decided to sell the said pieces of land had already been met out of alternate source of funds. Accordingly the said pieces of Land/Building have been regrouped under fixed assets viz. property, plant and equipment as on March 31, 2024.

## 45. Operating segments

## A. Basis for segmentation

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available. All operating segment's operating results are reviewed regularly by the Chief operating decision maker (CODM) to make decisions about resources to be allocated to the segments and assess their performance.

In accordance with Ind AS 108 'Segment Reporting' as specified in section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rule, 2014, the Group has identified four reportable segments, as described below, which are the Group's strategic business units. These business units offer different products and services, and are managed separately because they require different technology and marketing strategies. For each of the business units, the Chief operating decision maker (CODM) reviews internal management reports on a periodic basis.

The following summary describes the operations in each of the Group's reportable segments:

Reportable segments	Operations
IT services	IT Infrastructure services
Real estate	Development of the Group's real estate site.
Grey iron casting	Grey iron casting manufacturing
Others	Others

## B. Information about operating segments

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit (before tax), as included in the internal management reports that are reviewed by the Board of Directors of the holding company. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing is determined on an arm's length basis.

Particulars	Reportable Segment										DCM Limited	
	Real Estate		Grey iron casting		IT Services		Others		Unallocated		Total	
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
	(Rupees in lakh)	(Rupees in lakh)	(Rupees in lakh)	(Rupees in lakh)	(Rupees in lakh)	(Rupees in lakh)	(Rupees in lakh)	(Rupees in lakh)	(Rupees in lakh)	(Rupees in lakh)	(Rupees in lakh)	(Rupees in lakh)
<b>Segment revenue</b>	-	-	-	6.00	6,726.79	6,938.78	-	-	-	-	-	6,944.78
- External revenues	-	-	-	-	-	-	-	-	-	-	-	-
- Other operating revenue	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total segment revenue</b>	-	-	-	6.00	6,726.79	6,938.78	-	-	-	-	-	6,944.78
<b>Segment profit/(loss) before tax</b>	-	41.38	(576.23)	(135.47)	799.76	908.86	(0.96)	(1.38)	-	-	-	813.39
Unallocated corporate expenses/ income (net of unallocated income/ expenses)	-	-	-	-	-	-	-	-	694.15	(281.05)	-	(281.05)
Interest income	-	-	-	-	-	-	-	-	98.56	58.41	-	58.41
Profit before finance costs and tax	-	-	-	-	-	-	-	-	-	-	-	590.75
Finance costs	-	-	-	-	-	-	-	-	204.89	219.09	-	219.09
<b>Profit/(loss) before tax and share of profit/(loss) of associates</b>	-	-	-	-	-	-	-	-	-	-	-	371.66
Share of loss of equity accounted investee	-	-	-	-	-	-	-	-	(49.93)	117.42	-	117.42
Profit/(loss) before tax	-	-	-	-	-	-	-	-	-	-	-	489.08
Provision for taxation	-	-	-	-	-	-	-	-	239.92	255.82	-	255.82
<b>Profit/(loss) after taxation</b>	-	-	-	-	-	-	-	-	-	-	-	233.26
Depreciation and amortization	-	-	-	619.70	73.79	68.74	-	-	10.60	10.92	-	699.36
Capital expenditure during the year	-	-	-	-	71.86	40.15	-	-	-	-	-	40.15
Non-cash expense other than depreciation	-	-	-	59.64	-	-	-	-	-	-	-	59.64

Particulars	Reportable Segment										DCM Limited	
	Real Estate		Grey iron casting		IT Services		Others		Unallocated		Total	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
	(Rupees in lakh)	(Rupees in lakh)	(Rupees in lakh)	(Rupees in lakh)	(Rupees in lakh)	(Rupees in lakh)	(Rupees in lakh)	(Rupees in lakh)	(Rupees in lakh)	(Rupees in lakh)	(Rupees in lakh)	(Rupees in lakh)
Segment assets	169.67	293.17	3,750.19	4,305.66	4,171.28	3,533.33	18.60	18.83	-	-	8,109.73	8,151.01
Assets held for sale	-	-	-	205.05	-	-	-	-	-	-	-	205.05
Unallocated assets	-	-	-	-	-	-	-	-	3,221.71	3,041.95	-	3,041.95
<b>Total assets</b>	169.67	293.17	3,750.19	4,510.71	4,171.37	3,533.33	18.60	18.83	3,221.71	3,041.95	11,331.44	11,398.01
Segment liabilities	7,466.64	7,288.18	774.39	1,139.57	794.17	799.00	11.10	10.38	208.07	665.41	9,254.38	9,902.53
Share capital and reserves	-	-	-	-	-	-	-	-	2,077.06	1,495.48	-	1,495.48
Loan funds	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total liabilities</b>	7,466.64	7,288.18	774.39	1,139.57	794.26	799.00	11.10	10.38	2,285.13	2,160.89	11,331.44	11,398.01



**C. Geographical information**

The geographical information analyses the Group's revenues and non-current assets by the Group's country of domicile (i.e. India) and other countries. In presenting the geographical information, segment revenue has been based on the geographic location of customers and segment assets which have been based on the geographical location of the assets.

*i. Revenues*

(Rupees in lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
India (a)	1,670.19	1,280.28
Outside India (b)	5,414.38	5,664.50
<b>Total (a+b)</b>	<b>7,084.57</b>	<b>6,944.78</b>

*ii. Non current assets\**

(Rupees in lakh)

Particulars	As At March 31, 2024	As At March 31, 2023
India	4,148.48	4,225.57
Outside India	4.47	3.45
<b>Total</b>	<b>4,152.95</b>	<b>4,229.02</b>

\* Non-current assets exclude financial instrument, deferred tax assets, post-employment benefit assets and direct tax asset.

**D. Major customers**

Revenue of approximately Rs.3702.91 Lakhs from 3 customers (Year ended March 31, 2023 Rs. 3696.80 Lakhs from 4 customers ) are derived from three customers who contributed 10% or more.

**46. Fair value measurement and financial instruments**

**a. Financial instruments – by category and fair values hierarchy**

The following table shows the carrying amounts and fair value of financial assets and financial liabilities, including their levels in the fair value hierarchy.

*i. As at March 31, 2024*

(Rupees in lakh)

Particulars	Carrying value				Fair value measurement using		
	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3
<b>Financial assets</b>							
<b>Non-current</b>							
Other financial assets *	-	-	551.40	551.40	-	-	551.40
<b>Current</b>							
Trade receivables *	-	-	1,598.17	1,598.17	-	-	1,598.17
Cash and cash equivalents *	-	-	807.98	807.98	-	-	807.98
Bank Balances other than cash and cash equivalents	-	-	1,411.04	1,411.04	-	-	1,411.04
Loans *	-	-	13.03	13.03	-	-	13.03
Other financial assets *	-	-	104.26	104.26	-	-	104.26
<b>Total</b>	-	-	<b>4,485.88</b>	<b>4,485.88</b>	-	-	<b>4,485.88</b>
<b>Financial liabilities</b>							
<b>Non-current</b>							
Lease liability	-	-	123.82	123.82	-	-	123.82
Other financial liabilities *	-	-	2,467.33	2,467.33	-	-	2,467.33
<b>Current</b>							
Trade payables *	-	-	362.47	362.47	-	-	362.47
Lease liability	-	-	45.50	45.50	-	-	45.50
Other current financial liabilities *	-	-	5,587.90	5,587.90	-	-	5,587.90
<b>Total</b>	-	-	<b>8,587.02</b>	<b>8,587.02</b>	-	-	<b>8,587.02</b>

ii) As at March 31, 2023

(Rupees in lakh)

Particulars	Carrying value				Fair value measurement using		
	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3
<b>Financial assets</b>							
<b>Non-current</b>							
Other financial assets *	-	-	943.21	943.21	-	-	943.21
<b>Current</b>				-			
Trade receivables *	-	-	1,490.81	1,490.81	-	-	1,490.81
Cash and cash equivalents *	-	-	801.66	801.66	-	-	801.66
Bank Balances other than cash and cash equivalents	-	-	405.21	405.21	-	-	405.21
Loans *	-	-	19.21	19.21	-	-	19.21
Other financial assets *	-	-	83.71	83.71	-	-	83.71
<b>Total</b>	-	-	<b>3,743.81</b>	<b>3,743.81</b>	-	-	<b>3,743.81</b>
<b>Financial liabilities</b>							
<b>Non-current</b>							
Lease liability	-	-	12.34	12.34	-	-	12.34
Other financial liabilities *	-	-	2,816.35	2,816.35	-	-	2,816.35
<b>Current</b>							
Trade payables *	-	-	441.27	441.27	-	-	441.27
Lease liability	-	-	44.58	44.58	-	-	44.58
Other current financial liabilities *	-	-	5,573.89	5,573.89	-	-	5,573.89
<b>Total</b>	-	-	<b>8,888.43</b>	<b>8,888.43</b>	-	-	<b>8,888.43</b>

\* The carrying amounts of trade receivables, trade payables, cash and cash equivalents, bank balances other than cash and cash equivalents and other financial assets and liabilities, approximates the fair values, due to their short-term nature. The loans, investments and other non-current financial assets and bank deposits (due for maturity after twelve months from the reporting date), and other non-current financial liabilities, the carrying value of which approximates the fair values as on the reporting date.

There have been no transfer between Level 1, Level 2 and Level 3 for the year ended March 31, 2024.

#### b. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

#### Risk management framework

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors have authorized senior management to establish the processes, who ensures that executive management controls risks through the mechanism of properly defined framework.

The Group's has in place Risk Management Process for identifying / managing risks. The Group's Risk Management Framework helps in identifying risks and opportunities that may have a bearing on the Group's objectives, assessing them in terms of likelihood and magnitude of impact and determining a response strategy. The risk management process consists of risk identification, risk assessment, risk monitoring & risk mitigation.

(i) **Credit risk**

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers.

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Trade receivables are generally unsecured and are derived from revenue earned from customers primarily located in India and USA. The Group continuously monitors the economic environment in which it operates. The Group manages its Credit risk through credit approvals, establishing credit limits and continuously monitoring credit worthiness of customers to which the Group grants credit terms in the normal course of business.

The average credit period on sales of goods and services (other than moulds) within India is 30 to 60 days, sale of moulds is 180 days and sales of goods and services outside India is 30 to 90 days.

Majority of trade receivables are from customers, which are fragmented and are not concentrated to individual customers. Trade receivables are generally realised within the credit period.

The Group's exposure to credit risk for trade receivables are as follows: (Rupees in lakh)

Particulars	Gross carrying amount	
	As at March 31, 2024	As at March 31, 2023
Not due	1,270.13	1,343.11
1-90 days past due	254.21	111.19
91 to 180 days past due	56.96	15.10
More than 180 days past due #	16.86	21.41
Total	1,598.16	1,490.81

# The Group believes that the unimpaired amounts that are past due by more than 180 days are still collectible in full, based on historical payment behavior and extensive analysis of customer credit risk.

(ii) **Liquidity risk**

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group's liquidity management process as monitored by management, includes the following:

- Day to day funding, managed by monitoring future cash flows to ensure that requirements can be met.
- Maintaining rolling forecasts of the Group's liquidity position on the basis of expected cash flows.
- Maintaining diversified credit lines.

**I. Maturities of financial liabilities**

The Following are the remaining contractual maturities of financial liabilities at the reporting date. The amount of gross and undiscounted.

(Rupees in lakh)

As at March 31, 2024	Carrying amount	Contractual cash flows			Total
		Less than one year	Between one year and five years	More than 5 years	
<b>Non-current liabilities</b>					
Lease liability (Undiscounted)	123.82	-	123.82	-	123.82
Other financial liabilities	2,467.33	-	2,466.60	0.73	2,467.33
<b>Current liabilities</b>					
Lease liability (Undiscounted)	45.50	45.50	-	-	45.50
Trade payables	362.47	362.47	-	-	362.47
Other financial liabilities *	5,587.90	5,587.90	-	-	5,587.90
<b>Total</b>	<b>8,587.02</b>	<b>5,995.87</b>	<b>2,590.42</b>	<b>0.73</b>	<b>8,587.02</b>

As at March 31, 2023	Carrying amount	Contractual cash flows			Total
		Less than one year	Between one year and five years	More than 5 years	
<b>Non-current liabilities</b>					
Lease Liability	12.34	-	12.34	-	12.34
Other financial liabilities	2,816.35	-	2,288.18	528.17	2,816.35
<b>Current liabilities</b>					
Lease liability (Undiscounted)	44.58	44.58			44.58
Trade payables	441.27	441.27	-	-	441.27
Other financial liabilities *	5,573.89	5,573.89	-	-	5,573.89
<b>Total</b>	<b>8,888.43</b>	<b>6,059.74</b>	<b>2,300.52</b>	<b>528.17</b>	<b>8,888.43</b>

\* Contractual cash flow includes the interest to be incurred and paid in subsequent periods

(iii) **Market risk**

Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

**Currency risk**

Currency risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group is exposed to the effects of fluctuation in the prevailing foreign currency exchange rates on its financial position and cash flows. Exposure arises primarily due to exchange rate fluctuations between the functional currency and other currencies from the Group's operating, investing and financing activities.

**Exposure to currency risk**

The summary of quantitative data about the Group's exposure to currency risk, as expressed in Indian Rupees, as at March 31, 2024 and March 31, 2023 are as below:

(Rupees in lakh)

Particulars	Exposure in	As at March 31, 2024	As at March 31, 2023
<b>Financial assets</b>			-
Trade receivables	USD	1,296.68	1,144.34
Cash and cash equivalent	USD	304.16	381.17
Loans and advances	USD	5.05	2.84
		<b>1,605.89</b>	1,528.35
<b>Financial liabilities</b>			
Trade payables	USD	104.95	114.19
Other current liabilities	USD	44.68	42.87
<b>Total</b>		<b>149.63</b>	157.06

**Sensitivity analysis**

A reasonably possible strengthening (weakening) of the Indian Rupee against below currencies at March 31, 2024 (previous year ended as on March 31, 2023) would have affected the measurement of financial instruments denominated in functional currency and affected equity and profit or loss by the amounts shown below. This analysis is performed on foreign currency denominated monetary financial assets and financial liabilities outstanding as at the year end. This analysis is based on a change (depreciation / appreciation) of 1% and assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchase

(Rupees in lakh)

Particulars	Profit or loss before tax		Change in equity (net of tax)	
	Strengthening	Weakening	Strengthening	Weakening
<b>For the year ended March 31, 2024</b>	<b>14.56</b>	<b>(14.56)</b>	<b>(10.90)</b>	<b>10.90</b>
USD	14.56	(14.56)	(10.90)	10.90
<b>For the year ended March 31, 2023</b>	<b>13.71</b>	<b>(13.71)</b>	<b>(10.26)</b>	<b>10.26</b>
USD	13.71	(13.71)	(10.26)	10.26

USD: United States Dollar

**Derivative financial instruments and risk management**

The Group uses derivative financial instruments for hedging the risk arising from its business. These financial exposures are managed in accordance with the Company's risk management policies and procedures. The following table shows outstanding foreign currency forward contracts at the end of the reporting year i.e March 31, 2024.

Currency	No of Deals		Contract Value (US\$)		Maturity with in 12 months		Maturity in More than 12 months	
	As at March 31,2024	As at March 31,2023	As at March 31,2024	As at March 31,2023	As at March 31, 2024	As at March 31,2023	As at March 31,2024	As at March 31,2023
US \$	-	2	-	20,000		17.08	-	-

**Following table provides sensitivity analysis in relation to derivative contracts**

This analysis is performed on foreign currency forward covers outstanding at the year end. This analysis is based on a change (depreciation / appreciation) of 1% and assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases

(Rupees in lakh)

Particulars	Profit or loss before tax		Change in equity (net of tax)	
	Strengthening	Weakening	Strengthening	Weakening
<b>For the year ended March 31, 2024</b>				
USD	-	-	-	-
<b>For the year ended March 31, 2023</b>				
USD	0.17	(0.17)	0.13	(0.13)

**Interest rate risk**

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

**Exposure to interest rate risk**

The Group's investment in fixed deposits are all at fixed rate and are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates. Further, there are no borrowing outstanding as on the balance sheet date, which has interest rate risk.

**47. Capital management**

For the purpose of the Group's capital management, capital includes issued equity share capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the management of the Group's capital structure is to maintain an efficient mix of debt and equity in order to achieve a low cost of capital, while taking into account the desirability of retaining financial flexibility to pursue business opportunities and adequate access to liquidity to mitigate the effect of unforeseen events on cash flows.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may return capital to shareholders, raise new debt or issue new shares.

The Group monitors capital on the basis of the debt to capital ratio, which is calculated as interest-bearing debts adjusted with available cash and bank balances divided by total capital (equity attributable to owners of the parent ).

Variable - rate Instruments	As at March 31, 2024	As at March 31, 2023
Borrowings	-	-
Less : Cash and bank balances	2,219.02	1,206.87
<b>Adjusted net debt (A)</b>	<b>(2,219.02)</b>	<b>(1,206.87)</b>
<b>Total equity (B)</b>	<b>2,077.06</b>	<b>1,495.48</b>
<b>Adjusted net debt to total equity ratio (A/B)</b>	<b>N/A</b>	<b>N/A</b>

48. In view of the continued situation of industrial unrest at Engineering Business Undertaking (refer as Engineering Division) of the Holding Company, situated at Village Asron, District Shaheed Bhagat Singh Nagar (Punjab), the management of the Engineering Division had recommended declaration of lockout. The Board of Directors of the Holding Company in their meeting held on October 21, 2019 had accordingly approved the declaration of lockout at the Engineering Division w.e.f. October 22, 2019.

The lockout was opposed by the workmen of said Engineering Division before the Labour Authorities and presently the matter remains sub-judice before the labour authorities. Based on the legal advice received by the Holding Company, the management of the Holding Company is of the view that the present lockout is legal and justified. Therefore, the Holding Company has not made any provision for wages pertaining to the lockout period i.e., October 22, 2019 to March 31, 2024 of the workmen dues aggregating to Rs. 6776 lakh. (FY. 2022-23 Rs. 5847 lakh)

The Holding Company is evaluating and pursuing various options concerning its Engineering business/ operations. As and when anything is finalized, it shall seek requisite approvals from the Board and other stakeholders and make requisite intimations as required under applicable laws. In the interim, the Holding Company is continuing with its endeavors to upkeep the factory and to rationalize the workmen force.

49. Pending revocation of suspension of license no.179 of 2022 by Director General, Town and Country Planning, Haryana (refer note 38 ), the advance of Rs. 5,000 lakh received under the JDA has been shown under the current liabilities. Pursuant to above, the current liabilities of the Group including the said advance of Rs. 5,000 lakh under JDA, exceed the current assets by Rs. 1125.98 lakh as at March 31, 2024.

The Holding Company management believes that with the revocation of said suspension order of license no.179 of 2022 and infusion of liquidity by focusing /managing of its real estate operations and/or the Holding Company's plans of restructuring of its Engineering Business Undertaking as well as other interim measures to improve liquidity, the Holding Company will be able to continue its operations for the foreseeable future.

Accordingly, the financial results of the Holding Company have been prepared on a going concern basis.

50. DCM Ltd. Holding Company is listed on stock exchange in India, the Holding Company has prepared consolidated financial statements as required under Ind As 110, Section 129 of Companies Act 2013 and listing requirements. The consolidated financial statement is available on Company's website for public use.

## 51. Corporate Social Responsibility

(Rupees in lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Gross amount required to be spent	15.82	15.88
Less: set off of excess spending in 2021-22	-	0.51
Add: Unspent amount of 2022-23	5.96	-
Add: Other contributions **	0.51	-
Amount spent- in cash	22.39	9.44
Unspent amount	-	5.96
<b>Nature of CSR activities</b>		
Promotion of education	15.92	15.40
Contribution to PM care funds	0.51	-
<b>Total</b>	<b>16.43</b>	<b>15.40</b>

\*\* Represents the amount paid in PM Care fund.

## 52. Additional regulatory information required by Schedule III of Companies Act, 2013.

(i) **Details of Benami property:**

No proceedings have been initiated or are pending against the Group for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder

(ii) **Utilisation of borrowed funds and share premium:**

The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
- provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- provide any guarantee, security or the like on behalf of the ultimate beneficiaries

(iii) **Compliance with number of layers of companies:**

The Group has complied with the number of layers prescribed under the Companies Act, 2013.

(iv) **Undisclosed income:**

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(v) **Details of crypto currency or virtual currency:**

The Group has not traded or invested in crypto currency or virtual currency during the current or previous year.

(vi) **Valuation of PP&E, intangible asset and investment property:**

The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

(viii) The Group has not granted any loans or advances in the nature of loans either repayable on demand.

**53. Events occurring after the Balance Sheet Date -**

No adjusting of significant non- adjusting events have occurred between the reporting date and date of authorization of these Consolidated financial statements.

54. The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of accounts, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of accounts along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The company uses accounting software i.e. Tally Prime for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting software, however, there is some inherent limitations of this accounting software like (i) user creation and deletion log not maintained (ii) User Identification issue after deletion of User ID (iii) tally uses user's system date and time instead of actual time & etc.

55. Previous year figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification/disclosure.

**56. Interests in other entities****(a) Subsidiaries/ Special purpose entity**

The group's subsidiaries and controlled trust (treated as subsidiary for consolidation) at 31, March 2024 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the group, and the proportion of ownership interests held equals the voting rights held by the group. The country of incorporation or registration is also their principal place of business.

Name of the Entity	Place of business/ country of incorporation	Ownership interest held by the group		Ownership interest held by non- controlling interests	
		31 March 2024	31 March 2023	31 March 2024	31 March 2023
DCM Landmark Estates Limited ( Formerly DCM Textiles Limited)	India	100%	100%	-	-
DCM Realty and Infrastructure Limited	India	100%	100%	-	-
DCM Engineering Limited (Formerly DCM Tools & Dies Limited)	India	100%	100%	-	-
DCM Infotech Limited (Formerly DCM Realty Investment & Consulting Limited )	India	100%	100%	-	-
DCM Infinity Realtors Limited (Formerly DCM Data Systems Limited)	India	100%	100%	-	-
DCM Engineering Products Educational Society	India	100%	100%	-	-

**(b) Joint venture****(Rupees in lakh)**

Name of entity	Place of business	% of ownership interest	Accounting method	Carrying amount	
				31 March 2024	31 March 2023
Purearth Infrastructure Limited	New Delhi	16.56%	Equity	1,091.99	1,215.65
<b>Total equity accounted investments</b>				<b>1,091.99</b>	<b>1,215.65</b>

Purearth Infrastructure Limited ("PIL") is a joint arrangement carrying on business of real estate in which Group has joint control and a 16.56% ownership interest. PIL is structured as a separate legal entity and the Group has an interest in the net assets of PIL. Accordingly, the Group has classified its interest in PIL as a joint venture.



**Summarised financial information for joint venture**

The tables below provide summarised financial information of PIL and the carrying amount of the Group's interest in PIL.

(Rupees in lakh)

Particulars	As at 31 March 2024	As At 31 March 2023
<b>Percentage ownership</b>	<b>16.56%</b>	16.56%
Net assets	7,381.65	10562.66
<b>Group's share in net assets</b>	<b>1,222.40</b>	1,749.18

(Rupees in lakh)

Particulars	For year ended March 31, 2024	For year ended March 31, 2023
Total Income	6,754.78	17,633.36
Depreciation and amortisation	30.38	64.04
Finance costs	605.41	1,161.38
Income tax expense	(78.73)	(45.87)
Profit/(loss)	(301.49)	709.03
Other comprehensive income	3.22	(6.79)
<b>Total comprehensive income</b>	<b>(298.27)</b>	702.24
Group's share of profit	(49.93)	117.42
<b>Group's share of total comprehensive income</b>	<b>(49.93)</b>	117.42
<b>Reconciliation to carrying amounts of investments</b>		
Investment in joint venture	1,215.65	1,099.35
Profit/(loss) for the year	(301.49)	709.03
Group's share in the profit/(loss) (after adjustment for unrealised gain in inventories)	(49.93)	117.42
Group's share in the other comprehensive income (net of tax)	(0.53)	(1.12)
Sale of investments under buy back scheme	(73.20)	-
<b>Carrying amount of investment in the joint venture</b>	<b>1,091.99</b>	1,215.65

## 57. Additional information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary and Joint venture.

(Rupees in lakh)

Name of Enterprise	Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in other comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
<b>Parent company:</b>								
DCM Limited								
March 31, 2024	37.54%	779.65	-13.04%	(67.90)	95.10%	58.06	-1.69%	(9.84)
March 31, 2023	52.79%	789.49	-264.19%	(616.26)	93.47%	63.95	-183.09%	(552.31)
<b>Subsidiaries:</b>								
<b>DCM Infinity Realtors Limited (Formerly DCM Data Systems Limited)</b>								
March 31, 2024	-0.03%	(0.67)	-0.04%	(0.23)	0.00%	-	-0.04%	(0.23)
March 31, 2023	-0.03%	(0.44)	-0.12%	(0.29)	0.00%	-	-0.10%	(0.29)
<b>DCM Finance &amp; leasing limited (Struck off)</b>								
March 31, 2024	0.00%	-	0.00%	-	0.00%	-	0.00%	-
March 31, 2023	0.00%	-	0.00%	-	0.00%	-	0.00%	-
<b>DCM Infotech Limited (Formerly DCM Realty Investment &amp; Consulting Limited )</b>								
March 31, 2024	162.59%	3,377.10	137.53%	715.91	5.77%	3.52	123.70%	719.43
March 31, 2023	182.83%	2,734.18	347.23%	809.94	8.16%	5.58	270.34%	815.52
<b>DCM Landmark Estates Limited (Formerly DCM Textiles Limited)</b>								
March 31, 2024	-0.03%	(0.58)	-0.05%	(0.25)	0.00%	-	-0.04%	(0.25)
March 31, 2023	-0.02%	(0.33)	-0.12%	(0.29)	0.00%	-	-0.10%	(0.29)
<b>DCM Engineering Limited (Formerly DCM Tools &amp; Dies Limited)</b>								
March 31, 2024	0.25%	5.17	-0.04%	(0.19)	0.00%	-	-0.03%	(0.19)
March 31, 2023	0.36%	5.36	-0.20%	(0.47)	0.00%	-	-0.16%	(0.47)
<b>DCM Realty and Infrastructure Limited</b>								
March 31, 2024	-0.04%	(0.77)	-0.06%	(0.29)	0.00%	-	-0.05%	(0.29)
March 31, 2023	-0.03%	(0.48)	-0.13%	(0.31)	0.00%	-	-0.10%	(0.31)
<b>DCM Engineering Products Educational Society</b>								

Notes to the consolidated financial statements for the year ended March 31, 2024 continued

Name of Enterprise	Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in other comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
<b>March 31, 2024</b>	<b>0.21%</b>	<b>4.34</b>	<b>0.00%</b>	<b>(0.01)</b>	<b>0.00%</b>	<b>-</b>	<b>0.00%</b>	<b>(0.01)</b>
March 31, 2023	0.29%	4.35	-0.01%	(0.01)	0.00%	-	0.00%	(0.01)
<b>Elimination on consolidation</b>								
<b>March 31, 2024</b>	<b>-100.49%</b>	<b>(2,087.18)</b>	<b>-14.71%</b>	<b>(76.57)</b>	<b>0.00%</b>	<b>-</b>	<b>-13.17%</b>	<b>(76.57)</b>
March 31, 2023	-136.19%	(2,036.65)	-32.78%	(76.47)	0.00%	-	-25.35%	(76.47)
NCI in all subsidiaries								
<b>Joint venture (Investments as per Equity Method)</b>								
Purearth Infrastructure Limited								
<b>March 31, 2024</b>	<b>52.57%</b>	<b>1,091.99</b>	<b>-9.59%</b>	<b>(49.93)</b>	<b>-0.87%</b>	<b>(0.53)</b>	<b>-8.68%</b>	<b>(50.46)</b>
March 31, 2023	81.29%	1,215.65	50.34%	117.42	-1.64%	(1.12)	38.55%	116.29
<b>Total</b>								
<b>March 31, 2024</b>		<b>2,077.06</b>		<b>520.54</b>		<b>61.05</b>		<b>581.59</b>
March 31, 2023		1,495.48		233.26		68.41		301.67

The accompanying notes are an integral part of these consolidated financial statements

As per our report of even date.

**For S S Kothari Mehta & Co. LLP**  
Chartered Accountants

ICAI Firm Registration No.: 000756N/ N500441

**Amit Goel**  
Partner  
Membership No.: 500607

**Place :** Delhi  
**Date :** May 27, 2024

**Bipin Maira**  
Chairman  
DIN: 05127804

**Ashwani Singhal**  
Chief Financial Officer

**Place :** Delhi  
**Date :** May 27, 2024

**For and on behalf of the Board of Directors of DCM Limited**

**Jitendra Tuli**  
Managing Director  
DIN: 00272930

**Yadvinder Goyal**  
Company Secretary

**Dr. Kavita A Sharma**  
Director  
DIN: 07080946

Annexure-“A”

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures (AOC-1)  
Part “A” : Subsidiaries

SN	Name of the Subsidiary Company	Share capital	Reserves and surplus	Total assets	Total liabilities	Investments	Turnover	Profit/ (loss) Before Taxation	Provision for Taxation	Profit After Taxation	Proposed Dividend	% of shareholding
1	DCM Landmark Estates Limited (Formerly known as DCM Textiles Limited)	5.00	(5.58)	0.26	0.84	-	-	(0.25)	-	(0.25)	-	100%
2	DCM Infotech Limited (Formerly known as DCM Realty Investment & Consulting Limited)	255.01	3,122.10	4,171.36	794.26	-	6,726.80	955.83	239.92	715.91	-	100%
3	DCM Engineering Limited (Formerly known as DCM Tools & Dies Limited)	5.00	0.17	5.76	0.59	-	-	(0.19)	-	(0.19)	-	100%
4	DCM infinity Realtors Limited (Formerly known as DCM Data Systems Limited)	5.00	(5.67)	0.13	0.80	-	-	(0.23)	-	(0.23)	-	100%
5	DCM Realty and Infrastructure Limited	5.00	(5.77)	0.11	0.88	-	-	(0.29)	-	(0.29)	-	100%

Subsidiaries which are yet to commence business.

- DCM Engineering Limited ( Formerly Known as DCM Tools & Dies Limited)
- DCM Landmark Estates Limited (Formerly Known as DCM Textiles Limited)
- DCM Infinity Realtors Limited ( Formerly known as DCM Data Systems Limited)
- DCM Realty and Infrastructure Limited

**Pursuant to first proviso to sub section (3) of section 129 read with rule 5 of the Companies (Accounts) Rules, 2014**

**Part “B” : Joint Ventures (Rupees in lakh)**

1	Name of the Joint Venture	Purearth Infrastructure Limited
2	Latest audited Consolidated Balance Sheet Date	March 31, 2024
3	Share of joint venture held by the Company on the year end No.	16.56%
	Amount invested in Joint venture	17121608
	Extent of holding %	2912.99
4	Description of how there is significant influence	16.56%
5	Reason why the Joint venture is not consolidated	Pursuant to shareholder agreement.
6	Net worth attributable to shareholding as per latest balance sheet	Accounted as per equity method in consolidated accounts.
7	Profit/ (Loss) for the year	1,222.40
i	Considered in consolidation	-
ii	Not considered in consolidation	(50.46)

**For and on behalf of the Board of Directors of DCM Limited**

**Bipin Maira**  
Chairman  
DIN: 05127804

**Jitendra Tuli**  
Managing Director  
DIN: 00272930

**Dr. Kavita A Sharma**  
Director  
DIN: 07080946

**Ashwani Singhal**  
Chief Financial Officer

**Yadvinder Goyal**  
Company Secretary

**Place :** Delhi  
**Date :** May 27, 2024

Note:

The Company will make available the annual accounts and related detailed information of the subsidiary companies upon request by the shareholders of the holding and the subsidiary companies. These shall also be kept for inspection at the Registered Office of the Company and the subsidiary companies and also available on the website.