

DTL INDIA HOLDINGS LIMITED

Regd. off.: Flat No.10 Registered Office: Flat No. 102, Utraula Complex,27/6 Raja Ram Mohan Rai Marg, 3 Way Road,
Lucknow 226001, Tele No: 8188022252; Website:www.dtlindiaholding.com
CIN- L50300UP1981PLC005289, E-Mail: md@dtl.com Corporate Office1st Floor, office No.1 Kohinoor Center, Above
HDFC Bank Ltd., Chakan, Pune 410501. Telefax:02135-249771

October 08, 2018

To,

Head-Listing & Compliance

Metropolitan Stock Exchange of India Ltd. (MSEI)

Vibgyor Towers, 4th Floor,

Plot No.C 62, G-Block,

Opp.Trident Hotel,

Bandra Kurla Complex

Bandra (E), Mumbai 400098

Sub: Submission of Annual Report for Financial Year 2017-18

Ref: Reg.34(1) of SEBI (Listing Obligations and Disclosure Requirements
Regulations, 2015

Scrip Code: INE348W01019

Dear Sir,

Pursuant to Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 a copy of the Annual Report of Financial Year 2017-18 is enclosed herewith.

We request you to take the above information on record.

Thanking you.

Yours faithfully,

For DTL India Holdings Limited

Nitin Metkari



Company Secretary and Compliance Officer

ANNUAL REPORT

OF

DTL INDIA HOLDINGS LIMITED

CIN: L50300UP1981PLC005289

FINANCIAL YEAR 2017-18

COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Vijay Mohan Jain Chairman and Managing Director

Ms. Santosh Jain Director

Mr. Sidharth Jain Director

Mr. Darshan Jindal Independent Director

Mr. Rohan Gupta Independent Director

Mr. Shashank Anikhindi Independent Director
(w.e.f.14/02/2018)

COMPANY SECRETARY

Mr. Sanchit Kalantre (Upto November 13, 2017)

Mr. Nitin Metkari (w.e.f. November 13, 2017)

AUDITORS

M/s VG Gupta & Associates
Chartered Accountants

REGISTERED OFFICE

Flat No. 102, Utraula Complex, 27/6 Raja Ram Mohan Rai Marg, 3 Way Road,
Lucknow 226001

E-mail: csnitin@dtlpune.com , Website: www.dtlindiaholdings.com

CIN: - L50300UP1981PLC005289

REGISTRAR & SHARE TRANSFER AGENT

Skyline Financial Services Private Limited

DIRECTOR'S REPORT FY 2017-18

To,
The Members of
DTL India Holdings Limited

Your Directors present herewith the Thirty Seventh Annual Report and Audited Financial Statements of the Company for the financial year ended March 31, 2018.

1. Financial Results:

The performance during the period ended March 31, 2018 has been as under:

Particulars	Amount in Rs.	
	Year ended 31 March 2018	Year ended 31 March 2017
Income		
Revenue from operations	9,998,773.15	9,299,314.92
Other income	9,067,532.17	8,463,699.90
Total income	19,066,305.32	17,763,014.82
Expenses		
Employee benefits expense	1,400,175.00	1,460,444.00
Finance costs	10,968.95	5,387.90
Depreciation and amortization expense	423,270.28	435,118.86
Other expenses	5,361,188.75	2,130,420.17
Total expenses	7,195,602.98	4,031,370.93
Profit / (Loss) before exceptional items and tax	11,870,702.34	13,731,643.89
Exceptional items		
Profit / (Loss) before tax	11,870,702.34	13,731,643.89
Income tax expense		
Current tax	3,056,706.00	4,175,763.30
Deferred tax	(75,661.04)	(94,039.00)
Previous year tax		

MAT Credit Receivable		
Total income tax expense	2,981,044.96	4,081,724.30
Profit/(Loss) for the year	8,889,657.38	9,649,919.59
Other comprehensive income		
Other comprehensive income to be reclassified to profit or loss in subsequent periods		
Total other comprehensive income for the year	8,889,657.38	9,649,919.59
Earnings / (Loss) per share		
Basic earnings /(loss) per share (INR)	8.18	8.88
Diluted earnings /(loss) per share (INR)	8.18	8.88

2. THE STATE OF COMPANY AFFAIRS:

The Turnover of the Company has increased as compared to the last year and due to the increase in turnover profitability has improved.

3. DIVIDEND:

Directors do not recommend any dividend.

4. AUDITORS:

i) **Statutory Auditors:** The Company at its 36th Annual General Meeting held on 29th September 2017 had appointed M/s VG Associates, Chartered Accountants (Firm Reg. No. 001240C) Chartered Accountants as the Statutory Auditors of the Company to hold office for a period of 5 (Five) i.e. up to the conclusion of the 41th Annual General Meeting. In terms of Section 139 of the Companies Act, 2013 read with the proviso to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 their appointment was subject to ratification by shareholders at every Annual General Meeting. The Auditors have confirmed their eligibility and willingness to continue to act as Auditors, accordingly, Board has recommended the ratification at the General meeting for appointment of Statutory Auditors for the shareholders' approval.

(ii) Secretarial Auditor:

Pursuant to the provisions of section 204 of Companies Act, 2013 The Company has appointed Ms Deepti Agarwal Bindal, Practicing Company Secretary (Membership No.5437) as Secretarial Auditor to conduct Secretarial Audit of the company.

5. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR 31.03.2018 OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

There are not such material changes and commitments.

6. EVENT BASED DISCLOSURES IN DIRECTORS REPORT:

The Company has not issued any shares with differential voting rights or sweat equity shares or shares under Employee Stock Option Scheme.

The Company has not provided any money to its employees for purchase of its own shares.

7. DEPOSITS:

The Company has not accepted any fresh deposits under the provisions of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposit) Rules, 2014 as amended.

8. INDEPENDENT DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Mr. Shashank Anikhindi was appointed as Additional (Independent) Director of the Company w.e.f. February 14, 2018.

The Independent Directors of the Company had given a declaration pursuant to Section 149(7) of the Companies, 2013 ('Act') attached as Annexure A. The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which include criteria for performance evaluation of the Non-Executive Directors and Executive Directors like: Knowledge and Skills, Familiarity with the Company and its business, Monitoring Company's Corporate Governance Practices, Development of strategies and risk management systems, Participation and attendance in meetings, Professional conduct, Sharing of information etc.

Mr. Sanchit Kalantre ceased to be Company Secretary of the Company w.e.f. November 13, 2017.

Mr. Nitin Metkari appointed as a Company Secretary of the Company w.e.f. November 13, 2017.

OTHER DIRECTORS:

Mr. Sidharth Jain will retire by rotation at the ensuing Annual General Meeting and, being eligible, offer himself/ herself for reappointment.

The Composition of Board of Directors of the Company as follows:

Name of the Director	Category	No. of Board meetings attended during FY 2017-18
Vijay Mohan Jain	Chairman and Managing Director	3
Santosh Jain	Director	4
Sidharth Jain	Director	4
Rohan Gupta	Independent Director	2
Darshan Jindal	Independent Director	4
*Shashank Anikhindi	Additional (Independent) Director	1

*Appointed w.e.f. February 14, 2018.

Details of Board Meetings held during the financial year 2017-18 as required u/s 134 (3)(b) of the Companies Act, 2013 are as under:

First Quarter	Second Quarter	Third Quarter	Fourth quarter
April to June	July to September	October to December	January to March
07 rd June 2017	04 th September 2017	13 th November 2017	14 th February 2018

9. AUDIT COMMITTEE

Qualifications: Individuals must possess integrity and relevant industrial expertise.

Positive Attributes: All members of Audit committee shall be financially literate and at least one member shall have accounting or related financial management expertise.

Independence: An Independent director should meet the requirements of Section 149 of the Companies Act, 2013 and rules made thereunder.

The present composition of Audit Committee is as follows:

Name of the Director	Chairman/Member
Vijay Mohan Jain	Member
Rohan Gupta	Member
Darshan Jindal	Member
*Shashank Anikhindi	Chairman

*wef February 14, 2018

Details of Audit Committee Meetings held during the financial year 2017-18 are as under:

First Quarter	Second Quarter	Third Quarter	Fourth quarter
April to June	July to September	October to December	January to March
07 rd June 2017	04 th September 2017	13 th November 2017	14 th February 2018

10. NOMINATION AND REMUNERATION COMMITTEE

(a) Qualifications: Individuals must possess integrity and relevant industrial expertise.

(b) Independence: An Independent director should meet the requirements of Section 149 of the Companies Act, 2013 and rules made thereunder.

The present composition of Nomination and Remuneration Committee is as follows:

Name of the Director	Chairman/Member
Vijay Mohan Jain	Member
Rohan Gupta	Member
Darshan Jindal	Member
*Shashank Anikhindi	Chairman

*wef February 14, 2018

Details of Nomination and Remuneration Committee Meetings held during the financial year 2017-18 are as under:

First Quarter	Second Quarter	Third Quarter	Fourth quarter
April to June	July to September	October to December	January to March
07 rd June 2017	04 th September 2017	13 th November 2017	14 th February 2018

NOMINATION AND REMUNERATION POLICY

The Nomination and Remuneration Policy of the Company on director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters is available on its website www.dtlindiaholdings.com

The criteria for performance evaluation as laid down by Nomination and Remuneration Committee has been defined in the Nomination and Remuneration Policy.

11. AUDITORS REMARKS

In respect of Emphasis of Matter by the Statutory Auditors on the Standalone Financial Statements, it has been explained in Notes forming part of said Financial Statements which is self-explanatory and therefore do not call for any further comments.

12. SUBSIDIARIES, JOINT VENTURES (JV) OR ASSOCIATE COMPANIES :

As on date of this report, The Company has no Direct and Indirect subsidiaries. There is one Associate Company namely DTL Ancillaries Ltd. A report in Form AOC-1 on performance and financial position of the subsidiaries as per the Companies Act, 2013 is provided in the Financial Statements forming part of this Annual Report.

13. MANAGEMENT DISCUSSION & ANALYSIS

Management Discussion and Analysis Report is forming part of this Report.

INDUSTRY STRUCTURE

The Indian industry is growing one of the fastest in the emerging economies thereby creating jobs and contributing towards the GDP of the country. Over the last few years, there has been a consistent growth in the business.

Given the investment climate we believe this growth will continue to be sustained. There are little entry barriers in the industry which can potentially lead to unfair, though temporary, competition.

ABOUT THE COMPANY

The Company is engaged in the business of Renting the Machinery and Rent out Plant/land and also in Job Work. The Company at present operates from Pune Location.

MATERIAL SUBSIDIARIES

The Company has not material subsidiary and has only one Associate Company viz. DTL Ancillaries Limited (DTLAL). DTLAL is in the business of manufacturing of Cold Roll Forming Profiles, shell sub-assemblies of end-wall, side-walls, roofs, under-frames, entrance doors and partition frames, etc of LHB, MRVC, metro-cars, etc. and are approved suppliers to Indian Railway Manufacturing Units-ICF, MCF and RCF, OEMs of Metro-cars and freight wagons in their pursuit for faster innovation and technological excellence.

The total revenue of DTLAL for FY 2017-18 stood at Rs. 204 Cr as compared with Rs. 198 Cr in FY 2016-17. The Profit after tax of DTLAL for FY 2017-18 stood at Rs. 12 Cr as compared with Rs. 10 Cr in FY 2016-17.

OPPORTUNITIES AND THREATS

With Governments initiative for Make in India together with steady growth in the economy should create sufficient business opportunities and is likely to give further impetus to its growth.

There is however a threat from low entry barrier competitors including international players.

RISKS AND CONCERNS

Financial stability and revenue enhancement by improving performance are some of the important identified risks. Further, being in a highly regulated market, adverse changes in Railway Ministry regulations can also have a negative impact on the operations.

14. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS

The Company maintained good industrial relations with its employees and staff. Human Resources remained a key focus area for your Company during the year under review.

15. CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's expectations or predictions are 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied.

Important factors that could make a difference to the Company's operations include demand-supply conditions, changes in Government regulations, tax regime, economic developments within the country and other factors such as litigations.

16. CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 15(2) of the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015, the provisions relating to Corporate Governance Report are not applicable to the Company.

17. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134 (3) (c) read with Section 134 (5) of the Act, your Directors make the following statement:

- i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates, that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year March 31, 2018 and of the Loss of the Company for that period;
- iii) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that the Directors had prepared the annual accounts on a going concern basis;
- v) that 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.
- vi) that 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.

18. EXTRACT OF ANNUAL RETURN

The extract of Annual Return in Form MGT-9 is forming part of this Report as **Annexure B**.

19. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information required under section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is given herein below:

A. CONSERVATION OF ENERGY

Your company being in the business of manufacturing has not consumed energy of any significant level and accordingly, no comments are necessary in respect of energy conservation and reduction of energy consumption.

B. TECHNOLOGY ABSORPTION

No comments is necessary considering the nature of activities undertaken by your company during the year under review.

C. FOREIGN EXCHANGE EARNINGS & OUTGO:

Foreign exchange earned in terms of actual inflows during the year and the foreign exchange outgo during the year in terms of actual outflows is NIL.

Particulars	Amount in Rs.	
	2017-18	2016-17
Foreign Exchange Earnings in terms of actual inflows	NIL	NIL
Foreign Exchange Outgo in terms of actual outflows	NIL	NIL

20. SECRETARIAL AUDIT REPORT

The Report of the Secretarial Auditors in the Form MR-3 is forming part of this Report as Annexure C.

21. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Particulars of Loans, Guarantees and Investments covered under Section 186 of the Act are provided in the Notes to Financial Statements forming part of this Annual Report.

22. PARTICULARS OF RELATED PARTY TRANSACTIONS:

Related party transactions were entered during the financial year was on an arm's length basis and was in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company.

Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee for its omnibus approval.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules thereunder.

23. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There were no instances during the year attracting the provisions of Rule 8 (5)(vii) of the Companies (Accounts) Rules, 2014.

24. DETAILS OF IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

1. The Company has appointed an Internal Auditor to ensure compliance and effectiveness of the Internal Control Systems set up by the company as required under Section 138 of the Companies Act 2013 read with the Rules made there under to report about the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records etc.
2. The Audit Committee regularly reviews the Internal Audit Reports for the auditing carried out in all the key areas of the operations. Additionally, the Audit Committee approves all the audit plans and reports for significant issues raised by the Internal and External Auditors. Regular reports on the business development, future plans and projections are given to the Board of Directors.
3. Internal Audit Reports are regularly circulated for perusal of Senior Management for appropriate action as required.

25. VIGIL MECHANISM

Pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

Company has in its place a vigil mechanism and any person any stake holder can communicated to the chairman audit committee about his concern and observations in respect of working f the Company. During the year under report company has not received any communication from any whistle blower.

26. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company as required under the provisions of Section 22 and 28 of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has in place an Anti-Sexual Harassment Policy in line with the requirements of the Act. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

Company did not receive any complaints during the year.

27. RISK MANAGEMENT

The Company is developing a risk management frame work including the policy covering material risks. Further, it is difficult to predict events that might result in unplanned non-availability or loss of the Aircraft which can have significant negative impact on the operations of the Company.

28. INTERNAL FINANCIAL CONTROLS

The Company has established a system of internal financial controls which has been reviewed from time to time.

29. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

There is no information required to be mentioned in Form AOC- 2, since the Company has not entered into any contract with related parties that is either a material contract or not at arm's length basis. The particulars of all Related Party Transactions in terms of applicable Accounting Standards are forming part of the financial statements, under note no. 6.

30. GENERAL

- 1.No significant or material orders were passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.
- 2.Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

31. REGISTRAR AND SHARE TRANSFER AGENT

Shareholders may contact Registrar and Share Transfer Agent of the Company at the Following address:

Skyline Financial Services Private Ltd.
Registrar and Share Transfer Agents
D-153 A, 1st Floor
Okhla Industrial Area
Phase-I- New Delhi 110 020

32. EVALUATION OF BOARD OF DIRECTORS, COMMITTEES AND INDIVIDUAL DIRECTOR:

The company has set up a independent evaluation system in which the formal annual evaluation was made by the board of its own performance and that of its committees and individual directors.

33. REMUNERATION PAID TO THE EMPLOYEES:

This clause is not applicable since the remuneration drawn by the Directors and employees was less than the limits prescribed in the rule. Therefore, the statement as required under rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014) is not required to be given.

34. DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY:

The company has been addressing various risks impacting the company and the policy of the company on risk management is in place

Company does not foresee any specific risk which would threaten the very existence of the company.

35. CORPORATE SOCIAL RESPONSIBILITY (CSR):

Your company has not applicable CSR as per the criteria laid down in Section 135 and other applicable provisions, rules regulations framed Companies Act 2013.

ACKNOWLEDGEMENTS

The Directors express their appreciation for the continued support and co-operation received by the Company from its Customers, Bankers, Shareholders, Suppliers, Business Partners and other Indian Services and the Central and State Governments. The Directors also express their sincere appreciation to all the employees of the Company for their contribution, hard work and commitment.

For and on behalf of Board of Directors

Pune, May 30, 2018

Vijay Mohan Jain
Chairman and Managing Director

ANNEXURE A: DECLARATION OF INDEPENDENCE

DECLARATION UNDER SECTION 149 (6) OF THE COMPANIES ACT, 2013:

We, Darshan Jindal, Rohan Gupta and Shashank Anikhindi being the Independent Directors of DTL India Holdings Limited (“the Company”) hereby acknowledge, confirm and declare that:

- (a) We are or were not promoter of the Company or its holding, subsidiary or associate Company; nor are we related to promoter or directors in the Company, its holding, subsidiary or associate Company;
- (b) We do not have or had any pecuniary relationship with the Company, its holding, subsidiary or associate Company or their promoters or directors, during the two immediately preceding financial years or during the current financial year;
- (c) None of our relatives have or had any pecuniary relationship or transaction with the Company, its holding, subsidiary or associate Company or their promoters or directors, amounting to two per cent or more of its gross turnover or total income or fifty lacs rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- (d) We ourselves nor any of our relatives,
- i. Hold or have held the position of key managerial personnel or is or has been employee of the Company or its holding, or subsidiary or associate Company in any of the three financial years immediately preceding the financial year in which we are proposed to be appointed;
- ii. are or have been an employee or proprietor or partner, in any of the three financial years immediately preceding the financial year in which we are proposed to be appointed, of –
- (A) A firm of auditors or Company secretaries in practice or cost auditors of the Company or its holding or subsidiary or associate Company; or
- (B) Any legal or consulting firm that has or had any transaction with the Company, or its holding or subsidiary or associate Company amounting to ten per cent or more of the gross turnover of such firm;
- iii. Hold together two per cent or more of the total voting power of the Company; or
- iv. are Chief Executive or Director, by whatever name called, of any non-profit organisation that receives twenty five percent or more of its receipt from the Company, any of its promoters or directors or its holding or subsidiary or associate Company or that holds two percent or more of total voting power of the Company;
- (e) We possess appropriate skills, experience and knowledge of discipline related to the Company’s business.

Darshan Jindal	Rohan Gupta	Shashank Anikhindi
DIN: 06951871	DIN: 02521512	DIN: 07787889

ANNEXURE B

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March 2018.

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

I. REGISTRATION AND OTHER DETAILS:

CIN	L50300UP1981PLC005289
Registration Date	28/04/1981
Name of the Company	DTL India Holdings Limited
Category/Sub-category of the Company	Company Limited by shares/ Indian Non-Government Company.
Address of the Registered office and contact details	Flat No. 102, Utraula Complex, 27/6 Raja Ram Mohan Rai Marg, 3, Way Road, Lucknow, Uttar Pradesh - 226001
Whether listed company (Yes/ No)	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	SKYLINE FINANCIAL SERVICES PRIVATE LTD. D-153 A, 1 st Floor Okhla Industrial Area Phase-I- New Delhi 110 020

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	RENT OF BUILDINGS	9972	2.02
2	RENT OF MACHINERY	9973	97.08

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (The company does not have any holding, subsidiary and associate company) NA

Sl. No.	Name and Address of	CIN / GLN	Holding / Subsidiary /	% of Total	Applicable
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	the Company		Associate	Shares Held	Section
1	DTL Ancillaries Ltd	U34102UP1996PLC020585	Associate	44.79	2(6)

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

i) Category-wise Shareholding

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	800055	0	800055	73.61	800055	0	800055	73.61	0
b) Central Govt	0								
c) State Govt (s)	0								
d) Bodies Corp.	0								
e) Banks / FI	0								
f) Any Other	0								
Sub-total (A)(1)	800055	0	800055	73.61	800055	0	800055	73.61	0
(2) Foreign									
a) NRIs -	0	0	0	0	0	0	0	0	0
Individuals	0	0	0	0	0	0	0	0	0
b) Other –	0	0	0	0	0	0	0	0	0
Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0

e) Any Other...	0	0	0	0	0	0	0	0	0
Sub-total (A)(2)									
Total Shareholding of Promoter (A)=(A)(1)+ (A)(2)	80005 5	0	800055	73.61	80005 5	0	80005 5	73.61	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance	0	0	0	0	0	0	0	0	0
Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0								
Sub-total (B)(1)									
2. Non- Institutions	0	0	0	0	0	0	0	0	0
a) Bodies Corp.	0	0	0	0	0	0	0	0	0
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0

i) Individual Shareholders holding nominal share capital upto Rs.1 Lakh	0	20843	0	1.91	0	20843	0	1.91	0
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	0	219465	0	20.19	0	219465	0	20.19	0
c) Others (Specify)	0	46530	0	4.28	0	46530	0	4.28	0
Sub-total (B)(2)	0	0	0	0	0	0	0	0	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	0	286838	0	26.40	0	286838	0	26.40	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
GRAND TOTAL (A+B+C)	800055	286838	1086893	100	800055	286838	1086893	100	0

ii) SHAREHOLDING OF PROMOTERS

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change In shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total	No. of shares	% of Total shares of the Company	% of Shares Pledged / encumbered to total shares	

			y	shares				
1	V M Jain	333000	30.64	0	333000	30.64	0	0
2	VM Jain HUF	152550	14.03	0	152550	14.03	0	0
3	Santosh Jain	314505	28.94	0	314505	28.94	0	0
	TOTAL	800055	73.61	0	800055	73.61	0	0

iii) CHANGE IN PROMOTERS' SHAREHOLDING: NIL

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / sweat equity, etc.)				
	At the end of the year				

iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

SR.No	For each of the Top 10 shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Vijay Prakash Agarwal (HUF)				
	At the beginning of the year	30150	2.70	30150	2.70
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for	0	0	0	0

	increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)				
	At the End of the year (or on the date of separation, if separated during the year)	30150	2.70	30150	2.70
2	Vijay Prakash Agarwal				
	At the beginning of the year	27270	2.51	27270	2.51
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year (or on the date of separation, if separated during the year)	27270	2.51	27270	2.51
3	Savitri Devi				
	At the beginning of the year	22320	2.05	22320	2.05
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year (or on the date of separation, if separated during the year)	22320	2.05	22320	2.05
4	Neelam Agarwal				
	At the beginning of the year	27000	2.48	27000	2.48
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0

	At the End of the year (or on the date of separation, if separated during the year)	27000	2.48	27000	2.48
5	Bijay Kumar Jain				
	At the beginning of the year	15975	1.47	15975	1.47
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year (or on the date of separation, if separated during the year)	15975	1.47	15975	1.47
6	Manoj Kumar Jain				
	At the beginning of the year	15975	1.47	15975	1.47
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year (or on the date of separation, if separated during the year)	15975	1.47	15975	1.47
7	Anup Kumar Jain				
	At the beginning of the year	15975	1.47	15975	1.47
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0

	At the End of the year (or on the date of separation, if separated during the year)	15975	1.47	15975	1.47
8	Vineet Kumar Jain				
	At the beginning of the year	15975	1.47	15975	1.47
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year (or on the date of separation, if separated during the year)	15975	1.47	15975	1.47
9	Alok Kumar Jain				
	At the beginning of the year	15975	1.47	15975	1.47
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year (or on the date of separation, if separated during the year)	15975	1.47	15975	1.47
10	Bijay Sons (HUF)				
	At the beginning of the year	15975	1.47	15975	1.47
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year (or on the date of separation, if separated during the year)	15975	1.47	15975	1.47

v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sl. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Mr. M V Jain- Managing Director				
	At the beginning of the year	333000	30.64	333000	30.64
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year (or on the date of separation, if separated during the year)	333000	30.64	333000	30.64
2	Mrs. Santosh Jain- Director				
	At the beginning of the year	314505	28.94	314505	28.94
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year (or on the date of separation, if separated during the year)	314505	28.94	314505	28.94
3	Mr. Sidharth Jain- Director				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus /	0	0	0	0

	sweat equity etc):				
	At the End of the year	0	0	0	0
4	Mr. Darshan Jindal- Independent Director				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year	0	0	0	0
5	Mr. Rohan Gupta- Independent Director				
	At the beginning of the year	3240	0.30	3240	0.30
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year	3240	0.30	3240	0.30
6	Mr. Shashank Anikhindi- Independent Director				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year	0	0	0	0
6	*Mr. Sanchit Kalantre- Company Secretary				

	At the beginning of the year	50	0.00	50	0.00
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year	50	0.00	50	0.00
		0	0	0	0
6	**Mr. Nitin Metkari- Company Secretary				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year	0	0	0	0
		0	0	0	0

***upto 13.11.2017 **wef 13.11.2017**

V. INDEBTEDNESS: NIL

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the year				
i) Principal amount				
ii) Interest due but not paid				
iii) Interest accrued but not due.				
Total (i+ ii+ iii)				
Changes during the financial year				
Addition				

Reduction			NIL	
Net Change				
Indebtedness at the end of the financial year				
i) Principal amount				
ii) Interest due but not paid				
iii) Interest accrued but not due.				
Total (I +ii + iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole Time Directors and / or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/ WTD / Manager			Total Amount
		V. M. Jain, MD			
1.	Gross Salary	960000			960000
(a)	Salary as per provisions contained in section 17(1) of Income Tax Act, 1961	0			
(b)	Value of perquisites under section 17(2) of Income Tax Act, 1961	0			
(c)	Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	0			
2.	Stock Options	0			
3.	Sweat Equity	0			
4.	Commission	0			
	- as % of profit	0			
	- others, specify	0			
5.	Others, Please specify <i>Sitting fees-</i>	0			
	Total (A)	960000			960000

	Ceiling as per the Act				
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B. REMUNERATION TO OTHER DIRECTORS: NIL

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
1.	Independent Directors				
(a)	Fee for attending Board / Committee meetings				
(b)	Commission				
(c)	Others, specify				
	Total (1)				
2.	Other Non-executive Directors				
(a)	Fee for attending Board / Committee meetings				
(b)	Commission				
(c)	Others, specify				
	Total (2)				
	Total (B)= (1+2)				
	Total Managerial Remuneration				
	Overall ceiling as per the Act				

C. REMUNERATION TO MANAGERIAL PERSONNEL OTHER THAN MANAGING DIRECTOR / WHOLE TIME DIRECTOR / MANAGER:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
1.	Gross Salary	*Sanchit Kalantre - Company Secretary	**Nitin Metkari- Company Secretary		
(a)	Salary as per provisions contained in section 17(1) of Income Tax Act, 1961	156261	147296		303557

(b)	Value of perquisites under section 17(2) of Income Tax Act, 1961	-	-		
(c)	Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	-	-		
2.	Stock Options	-	-		
3.	Sweat Equity	-	-		
4.	Commission				
	- as % of profit	-	-		
	- others, specify	-	-		
5.	Others, specify	244235	121376		365611
	Total	400496	268672		669168

*salary from 01.04.2017 to 30.09.2017 **Salary from 01.11.2017 to 31.03.2018

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding Fees imposed	Authority (RD / NCLT / Court)	Appeal Made, if any (Give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					

Compoundin g					
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**For & on behalf of Board of Directors of
DTL India Holdings Limited**

**Vijay Mohan Jain
Managing Director**

Place: Pune.

Date: May 30th 2018

Form No. MR-3

SECRETARIAL AUDIT REPORT

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

To,

The Members,

DTL India Holding Limited (U50300UP1981PLC005289)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **DTL India Holdings 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 my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March 2018**, has generally 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 **DTL India Holdings Limited** ("the Company") for the financial year ended on **31st March 2018**, 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- *The provisions of this Act are not applicable on the Company.*
- (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;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 – *Not Applicable.*



- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – *Not Applicable*.
- (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 – *Complied with*.
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – *Not applicable*
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – *Not applicable*.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s),
- (iii) SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

As per information provided to us, and as per management representation, during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

As per information provided to us, and as per management representation, 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.

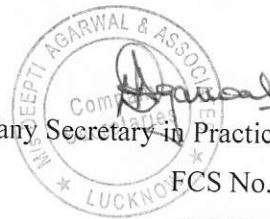
Adequate notice is given to all directors to schedule the Board Meetings, and detailed notes on agenda were properly sent seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation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

Signature:

Name of Company Secretary in Practice: Deepti Agarwal Bindal



FCS No.: 5437

C P No.: 4860

Place : Lucknow

Date : 30/05/2018

DTL India Holdings Limited

102,Utraula House,27/6 Raja Ram Mohan Rai Marg 3 way Road, Hazratganj , Lucknow-226001

Balance Sheet as at 31st March 2018

In Rupees				
ASSETS	Note No	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
Non-current assets				
Property, plant and equipment	1	2,128,008.31	2,518,018.89	2,953,137.50
Capital work-in-progress			-	
Investment property			-	
Intangible assets			-	
Intangible asset under development			-	
Financial assets				
Investments	2	65,012,749.18	10,867,000.00	13,867,000.00
Loans			-	
Other assets		-	-	-
Deferred tax asset (net)	17	312,986.87	237,325.83	143,287.29
Other non-current assets			-	
Total non-current assets		67,453,744.36	13,622,344.72	16,963,424.79
Current assets				
Inventories			-	
Financial assets				
Investments			-	
Trade receivables				
Cash and cash equivalents	3	2,551,891.48	2,605,385.72	3,271,592.62
Loans	4	14,358,286.99	57,256,546.28	37,801,556.00
Other assets				
Current tax assets (net)	5	1,231,723.62	1,293,638.24	721,289.05
Other current assets	6	11,367,532.17	13,994,742.58	18,560,768.43
Assets classified as held for sale				
Total current assets		29,509,434.26	75,150,312.82	60,355,206.10
Total assets		96,963,178.62	88,772,657.54	77,318,630.89
EQUITY AND LIABILITIES				
Equity				
Equity share capital	7	10,869,300.00	10,869,300.00	10,869,300.00
Other equity	8	80,579,496.62	71,689,839.24	62,039,919.65
Total equity		91,448,796.62	82,559,139.24	72,909,219.65
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings				
Other financial liabilities				
Provisions			-	
Other non-current liabilities			-	
Total non-current liabilities			-	
Current liabilities				
Financial liabilities				
Borrowings			-	
Trade payables			-	
Other financial liabilities				
Other current liabilities	9	3,184,227.00	2,192,113.00	1,400,253.00
Provisions	10	48,300.00	63,489.00	17,325.00
Current tax liabilities (net)	11	2,281,855.00	3,957,916.30	2,991,833.24
Total current liabilities		5,514,382.00	6,213,518.30	4,409,411.24
Total liabilities		5,514,382.00	6,213,518.30	4,409,411.24
Total equity and liabilities		96,963,178.62	88,772,657.54	77,318,630.89

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For V.G. Associates

For and on behalf of the Board of Directors

Chartered Accountants

(FRN : 001240C)

CA Vinod Kumar Gupta

Nitin Metkari

K N Pandey

Vijay Mohan Jain

Partner

Company Secretary

CFO

Managing Director

M.No. 070481

M.No. A42888

DIN:00691974

Place: Lucknow

Date:

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2018

Particulars	Note No	Year ended	Year ended
		31 March 2018	31 March 2017
Income			
Revenue from operations	12	9,998,773.15	9,299,314.92
Other income	13	9,067,532.17	8,463,699.90
Total income		19,066,305.32	17,763,014.82
Expenses			
Employee benefits expense	14	1,400,175.00	1,460,444.00
Finance costs	15	10,968.95	5,387.90
Depreciation and amortization expense	1	423,270.28	435,118.86
Other expenses	16	5,361,188.75	2,130,420.17
Total expenses		7,195,602.98	4,031,370.93
Profit /(Loss) before exceptional items and tax		11,870,702.34	13,731,643.89
Exceptional items			
Profit /(Loss) before tax		11,870,702.34	13,731,643.89
Income tax expense			
Current tax	17	3,056,706.00	4,175,763.30

Deferred tax	17	(75,661.04)	(94,039.00)
Previous year tax			
MAT Credit Receivable			
Total income tax expense		2,981,044.96	4,081,724.30
Profit/(Loss) for the year		8,889,657.38	9,649,919.59
Other comprehensive income			
Other comprehensive income to be reclassified to profit or loss in subsequent periods			
Total other comprehensive income for the year		8,889,657.38	9,649,919.59
Earnings / (Loss) per share			
Basic earnings /(loss) per share (INR)	18	8.18	8.88
Diluted earnings /(loss) per share (INR)	18	8.18	8.88

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For V.G. Associates

Chartered Accountants

(FRN : 001240C)

CA Vinod Kumar Gupta

Partner

M.No. 070481

Place: Lucknow

Date:

Nitin Metkari

Company Secretary

M.No.A42888

For and on behalf of the Board of Directors

K N Pandey

CFO

Vijay Mohan Jain

Managing Director

DIN:00691974

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2018

Particulars	Year ended 31 March 2018	Year ended 31 March 2017
Cash flow from operating activities		
Profit before tax	11,870,702.34	13,731,643.89
Adjustments for:		
Depreciation	423,270.28	435,118.86
Interest income	(9,067,532.17)	(8,463,624.67)
Interest expense		
Provision for bad debt		
Finance Charges	10,968.95	5,387.90
Rent Expense		
Actuarial loss on post-employment benefit obligation		
Operating loss before working capital changes	3,237,409.40	5,708,525.98
Changes in working capital		
Increase/(Decrease) in trade payables		
Increase/(Decrease) in Other current financial liabilities		
Increase/(Decrease) in Other Non Current financial liabilities	(15,189.00)	
Increase/(Decrease) in Other current liabilities	(683,947.30)	2,021,954.06
Increase/(Decrease) in non-current liabilities		
Decrease/ (increase) in trade receivables		
Decrease/ (increase) in Other financial Assets	42,898,259.29	(19,454,990.28)
Decrease/ (increase) in Other Current Assets	2,689,125.03	3,993,676.66
Decrease/ (increase) in Non Current Financial Assets		
Cash generated used in operations	48,125,657.42	(7,730,833.58)
Income tax paid	3,056,706.00	4,175,763.30
Net cash flows used in operating activities (A)	45,068,951.42	(11,906,596.88)
Cash flow from Investing activities		

Payment for Investment property	(33,260.00)	
Intangible asset under development		
Purchase of Investments	(54,145,749.18)	3,000,000.00
Proceeds from sales of investments		
Proceeds from sale/ disposal of fixed assets		
Net proceeds from fixed deposits		
Interest received	9,067,532.17	8,463,624.67
Net cash flow from investing activities (B)	(45,111,477.01)	11,463,624.67
Cash flow from Financing activities		
Addition/(Repayment) of long-term borrowings - Net		
Addition/(Repayment) of short-term borrowings - Net		
Finance Charges Paid	(10,968.95)	(5,387.90)
Proceeds from short-term borrowings		
Interest paid		
Net cash flow from financing activities (C)	(10,968.95)	(5,387.90)
Net increase in cash and cash equivalents (A+B+C)	(53,494.54)	(448,360.11)
Effect of exchange differences on cash & cash equivalents held in foreign currency		
Cash and cash equivalents at the beginning of the year	2,605,385.72	3,271,592.62
Cash and cash equivalents at the end of the year	2,551,891.18	2,823,232.51
Cash and cash equivalents comprise (Refer note 13)		
Balances with banks		
On current accounts	2,551,021.78	2,604,338.02
Fixed deposits with maturity of less than 3 months		
Cash on hand	869.70	1,047.70
Cheques on hand		
Total cash and bank balances at end of the year	2,551,891.48	2,605,385.72

As per our report of even date

For and on behalf of the Board of Directors

For V.G Associates
Chartered Accountants
(FRN : 001240C)

CA Vinod Kumar Gupta
Partner
M.No. 070481

Nitin Metkari
Company Secretary
M.No. A42888

K N Pandey
CFO

Vijay Mohan Jain
Managing Director
DIN:00691974

Date:

Place: Lucknow

1 Property, plant and equipment

	Gross block			Depreciation				Net block		
	As at 1 April 2017	Additions/ Adjustments	Deductions/ Adjustments	As at 31 March 2018	As at 1 April 2017	For the year	Deductions/ Adjustments	As at 31 March 2018	As at 31 March 2018	As at 31 March 2017
Owned assets										
Plant and Machinery ¹	1,593,623.50	-	-	1,593,623.50	1,390,840.48	75,697.12	-	1,466,537.60	127,085.90	202,783.02
Plant and Machinery ²	1,687,878.41	-	-	1,687,878.41	1,051,999.66	80,174.22	-	1,132,173.88	555,704.53	635,878.75
Plant and Machinery ³	874,801.00	-	-	874,801.00	439,307.00	41,553.00	-	480,860.00	393,941.00	435,494.00
Tools and Dye	3,988,832.82	-	-	3,988,832.82	2,859,869.28	189,469.56	-	3,049,338.84	939,493.98	1,128,963.54
Crane	171,900.00	-	-	171,900.00	114,310.75	8,165.25	-	122,476.00	49,424.00	57,589.25
Machinery	22,300.00	-	-	22,300.00	11,649.75	1,059.25	-	12,709.00	9,591.00	10,650.25
Furniture and Fitting	187,914.00	-	-	187,914.00	167,215.49	1,824.00	-	169,039.49	18,874.51	20,698.51
Office Equipment	9,600.00	-	-	9,600.00	6,688.00	2,911.00	-	9,599.00	1.00	2,912.00
Computer	31,400.00	29,240.00	-	60,640.00	31,399.00	9,746.00	-	41,145.00	19,495.00	1.00
Electrical Fittings	92,905.21	4,020.00	-	96,925.21	91,133.97	2,172.24	-	93,306.21	3,619.00	1,771.24
D.G.Set	110,512.00	-	-	110,512.00	89,234.92	10,498.64	-	99,733.56	10,778.44	21,277.08
Total	8,771,666.94	33,260.00	-	8,804,926.94	6,253,648.30	423,270.28	-	6,676,918.58	2,128,008.31	2,518,018.89

General Notes :

- No depreciation if remaining useful life is negative or zero
- Depreciation is calculated on pro-rata basis in case assets is purchased/sold during current F.Y
- If above assets is used for any time during the year for double shift the depreciation will increase by 50% for that period and in case of the triple shift the depreciation shall be Calculated on the basis of 100% for that period.

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

(A) Equity Share Capital

	Note	Amount
Balance as at April 1, 2016		10,869,300.00
Changes in equity share capital	7	-
Balance as at March 31, 2017		10,869,300.00
Changes in equity share capital		-
Balance as at March 31, 2018	7	10,869,300.00

(B) Other equity

Particulars	Contribution from Parent in nature of equity	Reserves and Surplus		Total
		Securities premium reserve	Retained earnings	
Balance as at 1 April 2016		-	61,439,919.65	61,439,919.65
Profit for the year	-	-	9,649,919.59	9,649,919.59
Other comprehensive income	-	-	-	-
Total other comprehensive income for the year	-	-	9,649,919.59	9,649,919.59
Balance as at 31 March 2017	-	-	71,089,839.24	71,089,839.24

Particulars	Equity component of compound financial instrument	Reserves and Surplus		Total
		Securities premium reserve	Retained earnings	
Balance as at 1 April 2017	-	-	71,089,839.24	71,089,839.24
Profit for the year	-	-	8,889,657.38	8,889,657.38
Other comprehensive income	-	-	-	-
Total other comprehensive income for the year	-	-	8,889,657.38	8,889,657.38
Balance as at 31 March 2018	-	-	79,979,496.62	79,979,496.62

		31 March 2018	31 March 2017
3	Cash and bank balances		
	<u>Cash and cash equivalents</u>		
	Balances with banks		
	On current accounts	2,551,021.78	2,604,338.02

	Fixed deposits with maturity of less than 3 months	-	
	Cash on hand	869.70	1,047.70
	Total cash and cash equivalents	2,551,891.48	2,605,385.72
4	Current Financial assets - Loans	31 March 2018	31 March 2017
	<u>Unsecured, considered good</u>		
	DTL Ancillaries Limited	14,358,286.99	57,256,546.28
		14,358,286.99	57,256,546.28
5	Current Tax Assets	31 March 2018	31 March 2017
	TDS	1,231,723.62	1,293,638.24
		1,231,723.62	1,293,638.24
6	Other Current Assets	31 March 2018	31 March 2017
	Advance Tax	2,300,000.00	3,700,000.00
	Interest Receivable	9,067,532.17	10,294,742.58
		11,367,532.17	13,994,742.58

7	Equity share capital		
	Company has only one class of equity share capital having a par value of INR 10 per share, referred to herein as equity shares.		
		31 March 2018	31 March 2017
	<u>Authorized</u>		
	1250000 (31/03/2017:1250000) Equity shares of Rs. 10.00/- par value	12,500,000	12,500,000
		12,500,000	12,500,000
	-		
	<u>Issued, subscribed and paid up</u>		
	1086930 (31/03/2017:1086930) Equity shares of Rs. 10.00/- par value	10,869,300	10,869,300

Total	10,869,300	10,869,300

(a) Reconciliation of equity shares outstanding at the beginning and at the end of the year

	31 March 2018		31 March 2017	
	Number of shares	Amount	Number of shares	Amount
Outstanding at the beginning of the year	1,086,930	10,869,300	1,086,930	10,869,300
Add: Issued during the year				
Outstanding at the end of the year	1,086,930	10,869,300	1,086,930	10,869,300

(b) Rights, preferences and restrictions attached to shares

The company has only one class of Equity having a par value Rs. 10.00 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the board of directors is subject to the approval of the shareholders in ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the Equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in proportion to their shareholdings. However no such preferential amount exists as at March 31, 2018.

(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of the shareholder	31 March 2018		31 March 2017	
	Number of shares	% of holding in the class	Number of shares	% of holding in the class
V M Jain	333,000	30.64	333,000	30.64
V M Jain (HUF)	152,550	14.03	152,550	14.03
Santosh Jain	314,505	28.94	314,505	28.94

8	Other Equity		
	Surplus/(deficit) in the Statement of Profit and Loss		
(d)		31 March 2018	31 March 2017
	Opening balance	71,089,839	61,439,920
	Add: Net loss for the current year	8,889,657	9,649,920

		-	
	Closing balance	79,979,497	71,089,839
(e)	General Reserve	31 March 2018	31 March 2018
	Opening balance	600,000	600,000
	Additions		
	Closing balance	600,000	600,000
	Total other equity	80,579,497	71,689,839

9	Other current liabilities	31 March 2018	31 March 2017
	Current Maturity of Long term loans		
	Statutory due payable	132,791	-
	Other Payables	3,051,436	2,192,113
	Total other current liabilities	3,184,227	2,192,113

10	Provisions	31 March 2018	31 March 2017
	V.G.Associates	29,500	17,250
	Provision For Salary	18,800	46,239
	Total Provisions	48,300	63,489

11	Current tax liabilities (net)	31 March 2018	31 March 2017
	Current tax Provision	2,281,855	3,957,916
	Total current tax liabilities	2,281,855	3,957,916

12	Revenue from operations	31 March 2018	31 March 2017
	Sale of services	9,998,773.15	9,299,314.92
	Sale of Goods	-	-
	Total revenue from operations	9,998,773.15	9,299,314.92
13	Other income	31 March 2018	31 March 2017
	Miscellaneous income	-	0.23
	Interest income on advances	9,067,532.17	8,463,624.67
	Liabilities written back	-	75.00
	Total other income	9,067,532.17	8,463,699.90
14	Employee benefits expense	31 March 2018	31 March 2017
	Salaries, wages, bonus and other allowances	1,382,715.00	1,432,089.00
	Contribution to Provident Fund and ESI	-	-
	Gratuity (Refer note 40)	-	-
	Staff welfare expenses	17,460.00	28,355.00
	Total employee benefits expense	1,400,175.00	1,460,444.00
15	Finance costs	31 March 2018	31 March 2017
	Interest on borrowing		
	Bank Charges	2,278.95	5,387.90
	Other Interest		
	Interest on delay in payment of taxes	8,690.00	
	Total finance costs	10,968.95	5,387.90
16	Other expenses	31 March 2018	31 March 2017
	Audit fees	25,000.00	17,250.00
	Travelling and conveyance	74,956.52	51,871.00
	Director Fees	3,000.00	3,000.00
	Rent		

	120,000.00	120,000.00
Power, fuel, gas and water	63,421.00	10,411.00
Repairs and maintenance	31,160.00	26,413.00
Job Work Charges	3,986,463.00	1,045,603.00
Income tax paid		
Rates and taxes	47,463.00	-
Communication expenses	20,967.00	36,062.00
Advertisement	36,540.00	-
Professional fees	627,548.50	175,825.00
Printing & stationery	17,869.00	10,614.00
Commission expenses	108,237.73	-
Office expenses	171,013.00	17,559.00
Legal expenses	20,800.00	613,200.00
Miscellaneous expenses	6,750.00	2,612.17
Total other expenses	5,361,188.75	2,130,420.17
*Note : The following is the break-up of Auditors remuneration (exclusive of service tax)		
	31 March 2018	31 March 2017
As auditor:		
Statutory audit	25,000.00	17,250.00
Total	25,000.00	17,250.00

17 (A)	Income Tax		
	Deferred tax relates to the following:		
		31 March 2018	31 March 2017
	Deferred tax assets		
	On property, plant and equipment	312,986.87	237,325.83
	On provision for doubtful debts	-	-
	On disallowance u/s 40A of Income Tax Act, 1961	-	-
	On unabsorbed depreciation and carry forward business losses	-	-
	Current year losses	-	-
	Previous year losses	-	-
	Unabsorbed depreciation	-	-
	On convertible preference shares	-	-

On others		-	-
		312,986.87	237,325.83
Deferred tax liabilities			
On asset classified as held for sale	-	-	-
On convertible preference shares	-	-	-
On re-measurements gain/(losses) of post-employment benefit obligations	-	-	-
On Others			
	-	-	-
Deferred tax income	-	312,986.87	237,325.83
Less: Deferred tax asset not recognized	-	-	
Deferred tax asset, net	-	312,986.87	237,325.83

(B)	Recognition of deferred tax asset to the extent of deferred tax liability		
	Balance sheet	31 March 2018	31 March 2017
	Deferred tax asset	312,986.87	237,325.83
	Deferred tax liabilities		
	Deferred tax assets/ (liabilities), net	312,986.87	237,325.83
	Deferred tax expenses/(credit) (As per Statement of Profit or Loss)	(75,661.04)	(94,038.54)

(C)	Income tax expense		
		31 March 2018	31 March 2017
	- Current tax taxes	3,056,706.00	4,175,763.30
	- Deferred tax charge / (income)	(75,661.04)	(94,038.54)
	Total	2,981,044.96	4,081,724.76

(D)	The reconciliation of tax expense and the accounting profit multiplied by India's tax rate :		
		31 March 2018	31 March 2017
	Tax expenses as per Statement of Profit & Loss		-
	Current tax	3,056,706.00	4,175,763.30
	MAT Tax payable		
	MAT credit taken		
	Deferred tax	(75,661.04)	

		(94,038.54)
Total	2,981,044.96	4,081,724.76
Profit from continuing operations before income tax expense	11,870,702.34	13,731,643.89
Enacted income tax rate in India applicable to the Company	0.26	0.31
Current tax expenses/(Credit) on Profit/(loss) before tax expenses at the enacted income tax rate in India	3,056,705.85	4,243,077.96
Tax effect of:		
Permanent disallowances		-
Deferred tax assets created on temporary differences	(75,661.04)	(94,038.54)
Earlier Ear Adjustment		
Others		
Income tax expense	2,981,045.00	4,149,039.00
Effective tax rate	0.25	0.30

2.Financial Assets- Investments	31 March 2018	31 March 2017
Investment in equity instrument		
Unquoted equity shares(Non-trade, stated at cost)		
31 March 2018 : 10,86,700 of Rs.10/-each & 90117 shares of Rs.600.54 each (31 March 2017 : 10,86,700 , 1 April 2016: 10,86,700 equity shares of Rs. 10/- each) of DTL Ancillaries Ltd and the shares bought in current year have been bought at a premium	65,012,749.18	10,867,000.00
Investments at fair value through profit and loss (fully paid)		
- Investments in Mutual Funds		

(Quoted) (Refer footnote i)	-	-
Investments at fair value through OCI (fully paid)		
- Investments in Bonds (Quoted) (Refer footnote ii)	-	-
	65,012,749.18	10,867,000.00
Current	-	-
Non- Current	65,012,749.18	10,867,000.00
	65,012,749.18	10,867,000.00
Aggregate book value of:		
Unquoted investments	65,012,749.18	10,867,000.00
Aggregate market value of:		
Unquoted investments	65,012,749.18	10,867,000.00

18

Earnings/ Loss per share

Basic earnings /(loss) per share amounts are calculated by dividing the profit/loss for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted earnings /(loss) per share amounts are calculated by dividing the profit/loss attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

	31 March 2018	31 March 2017
Profit / (Loss) attributable to equity holders	8,889,657	9,649,920
Less: preference dividend after-tax	-	-
Loss attributable to equity holders after preference dividend	8,889,657	9,649,920
Add: Interest on convertible preference shares	-	-
Loss attributable to equity holders adjusted	8,889,657	9,649,920

for the effect of dilution		
Weighted average number of equity shares for basic EPS*	1,086,930	1,086,930
Effect of dilution:		
Share options	-	-
Convertible preference shares	-	-
Weighted average number of equity shares adjusted for the effect of dilution	1,086,930	1,086,930
Basic loss per share (INR)	8.18	8.88
Diluted loss per share (INR)	8.18	8.88

* The weighted average number of shares takes into account the weighted average effect of changes in treasury share transactions during the year.

19	Employee benefits		
(A)	Defined Contribution Plans During the year, the Company has recognized the following amounts in the Statement of Profit and Loss – Employers’ Contribution to Gratuity	31 March 2018	31 March 2017
		-	-
(B)	Defined benefit plans a) Gratuity payable to employees		
		Gratuity fund	
i)	Actuarial assumptions	31 March 2018	31 March 2017
	Discount rate (per annum)	-	
	Rate of increase in Salary	-	
	Expected rate of return on plan assets	-	
	Expected average remaining working lives of employees (years)	-	
	Attrition rate	-	

*it is actuarially calculated term of plan using

probabilities of death,
withdrawal and retirement.

ii) **Changes in the present value of defined benefit obligation**

	Gratuity fund	
	31 March 2018	31 March 2017
Present value of obligation at the beginning of the year	-	
Interest cost	-	
Past service cost	-	
Current service cost	-	
Curtailments	-	
Settlements	-	
Benefits paid	-	
Actuarial (gain)/ loss on obligations	-	
Present value of obligation at the end of the year*	-	-

*Included in provision for employee benefits (Refer note 22)

iii) **Expense recognized in the Statement of Profit and Loss**

	Gratuity fund	
	31 March 2018	31 March 2017
Current service cost	-	-
Past service cost	-	-
Interest cost	-	-
Expected return on plan assets	-	-
Actuarial (gain) / loss on obligations	-	-
Settlements	-	-
Curtailments	-	-
Total expenses recognized in the Statement Profit and Loss*	-	-

*Included in Employee benefits expense (Refer Note 33). Actuarial (gain)/loss of INR (31 March 2017: INR 17,62,764) is included in other comprehensive income.

Assets and liabilities recognized in the Balance Sheet:		Gratuity fund	
iv)		-	
		31 March 2018	31 March 2017
	31 March 2018	31 March 2017	
	Present value of unfunded obligation as at the end of the year	-	-
	Unrecognized actuarial (gains)/losses	-	-
	Unfunded net asset / (liability) recognized in Balance Sheet*	-	-
*Included in provision for employee benefits			
v)	Expected contribution to the fund in the next year	31 March 2018	31 March 2017
	Gratuity	-	
vi)	A quantitative sensitivity analysis for significant assumption as at 31 March 2017 is as shown below:	Gratuity fund	
	Impact on defined benefit obligation	31 March 2018	31 March 2017
	Discount rate		
	1% increase	-	
	1% decrease	-	
	Rate of increase in salary		
	1% increase	-	
	1% decrease	-	
vii)	Maturity profile of defined benefit obligation	Gratuity fund	
	Year	31 March 2018	31 March 2017
	Apr 2017- Mar 2018	-	
	Apr 2018- Mar 2019	-	
	Apr 2019- Mar 2020	-	

Apr 2020- Mar 2021	-
Apr 2021- Mar 2022	-
Apr 2022 onwards	-

20

Employee Stock Option Scheme 2009 (ESOP)

The board vide its resolution dated 29 December 2009 approved ESOP 2009 for granting Employee Stock Options in form of equity shares linked to the completion of a minimum period of continued employment to the eligible employees of the Company, monitored and supervised by the Board of Directors. The employees can purchase equity shares by exercising the options as vested at the price specified in the grant.

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year

Particulars	31 March 2018		31 March 2017	
	Number	WAEP (INR)	Number	WAEP (INR)
Options outstanding at beginning of year	-	-	-	-
Add:				
Options granted during the year	-	-	-	-
Less:				
Options exercised during the year	-	-	-	-
Options forfeited during the year*	-	-	-	-
Options outstanding at the end of year	-	-	-	-
Option exercisable at the end of year	-	-	-	-

In accordance with the above mentioned ESOP Scheme, INR (Previous Year INR) has been charged to the Statement of Profit and Loss in relation to the options granted during the year ended 31 March 2017 as Employee Stock Option Scheme Compensation. (Refer note 23)

The options outstanding at the year ending on 31 March 2017 with exercise price of [exercise price] are [No. of outstanding options] options (31 March 2016: XXX options) and a weighted average remaining contractual life of all options are [no. of years] (31 March 2016: no. of years).

The fair value of each option is estimated on the date of grant using the Black Scholes model. The following tables list the inputs to the [Option pricing model] used for the years ended:

	31 March 2018	31 March 2017
Weighted average fair value of the options at the grant dates (INR)	-	-
Dividend yield (%)	-	-
Risk free interest rate (%)	-	-
Expected life of share options (years)	-	-
Expected volatility (%)	-	-
Weighted average share price (INR)	-	-

*During the year ended 31 March 2017, the Company has granted [No. of options] and has forfeited the same during the current year only. Therefore, no expenses in respect of these options has been recognized in the financial statement.

21 Leases

Operating leases where Company is a lessee:

The Company has entered into non-cancellable operating lease for its office premises with a Lock-in-period of 4 years and six months. The operating lease payments recognized in the Statement of Profit and Loss for the year.

Future minimum rentals payable under non-cancellable operating leases are, as follows:

	31 March 2018	31 March 2017	1 April 2016
Within one year	-	-	-
After one year but not more than five years	-	-	-
More than five years	-	-	-

22 Contingent Liabilities not provided for in respect of -

	31 March 2018	31 March 2017	1 April 2016
	-	-	-

V.G. Associates
Chartered Accountants



5B & 6A, CD Block, Ist
Floor, Dalippur Towers,
Hazratganj, 6, Sapru
Marg, Lucknow 226001

Independent Auditor's Report

To the Members of **DTL INDIA HOLDINGS LIMITED**

Report on the Financial Statements

We have audited the accompanying Standalone Financial Statements of **DTL INDIA HOLDINGS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2018, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of the significant accounting policies and other explanatory information

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and

application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order issued under section 143(11) of the Act.

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

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

policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Emphasis of Matters

We draw attention to the following matters in the Notes to the financial statements:

- a) Non Compliance of the Provisions of Ind AS 19 “Employee Benefits”.
- b) Balance with Central Bank of India (A/c No-1022418840), UBI (A/c No-35331010134403) and Bank of India shown under the head Cash & Cash equivalent are subject to confirmation and reconciliation.
- c) Financial statement have been prepared without taking impact of the uncertainty related to the outcome of the lawsuit filed by or against the Company (if any) in due course of business.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the ‘Annexure A’, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account..
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in ‘Annexure B’.
 - g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- ii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

For V.G. Associates

Chartered Accountants

FRN: 001240C

Place:-Lucknow

CA. Vinod Kumar Gupta

Date:

(Partner)

Membership No. 070481

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON FINANCIAL STATEMENTS

Note No. : _01_

A. Significant Accounting Policies

1. **Basis of accounting**:-These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis as per the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. The Company has adopted all the Ind AS standards and the adoption was carried out in accordance with **Ind AS 101," First-Time Adoption of Indian Accounting Standards"** The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP. Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.
2. **Revenue (Ind AS 18) :-**

Expenses and Income considered payable and receivable respectively are accounted for on accrual basis except discount claims, rebates and retirement benefits which cannot be determined with certainty during the year.

3. Property, Plants and Equipments(Ind AS 16):-

These tangible assets are held for use in production, supply of goods or services or for administrative purposes. These are recognized and carried under cost model i.e. cost less accumulated depreciation and impairment loss, if any which is akin to recognition criteria under erstwhile GAAP. Depreciation has been provided on straight line method in terms of expected life span of assets as referred to in Schedule II of the Companies Act, 2013

4. Investments :-

Investments are stated at cost.

5. Retirement Benefits(Ind AS-19):-

No provision for terminal benefits to employees has been made by the company during the year. Hence there is a non -compliance of Ind AS 19.

6. Income Taxes (Ind AS 12):-

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961. The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted by the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is virtual certainty with convincing evidence that these would be realized in future. At each Balance Sheet date, the carrying amount of deferred tax is reviewed to reassure realization.

7. Provisions, Contingent Liabilities and Contingent Assets:- (Ind AS -37)

Contingent Liabilities is disclosed in Notes to the account for:-

- (i) Possible obligations which will be confirmed only by future events not wholly within the control of the company or
- (ii) Present Obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognized in the financial statement since this may result in the recognition of the income that may never be realized.

8. General:

Except wherever stated, accounting policies are consistent with the generally accepted accounting principles and have been consistently applied.

9. Statement of Cash Flows (Ind AS -7)

Cash flows are reported using indirect method as set out in Ind AS -7 “Statement of Cash Flows”, whereby profit / (loss) before tax is adjusted for the effects of

transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information

(B) Notes on Financial Statements

- Salaries includes directors remuneration on account of salary Rs. 9,60,000/- (Previous Year Rs.9,60,000 /-)
- Loans & Advances, Balance with certain banks have been taken at their book value subject to confirmation and reconciliation.

3. Payments to Auditors:

Auditors Remuneration	2017-18	2016-17
Audit Fees (excluding taxes)	Rs. 25,000.00	Rs.15,000.00
Company Law Matters	-	-
Total	Rs.25,000.00	Rs.15,000.00

- Loans and Advances are considered good in respect of which company does not hold any security.
- No provision for retirement benefits has been made in view of accounting policy No. 5. The impact of the same on Profit & Loss is not determined.
- Loans & Advance to others includes loans & advances to concerns in which directors are interested:

Name of Concern	Current Year Closing Balance	Previous Year Closing Balance
DTL ANCILLARIES LIMITED	1,43,58,286.99	5,72,56,546

7. Related Party disclosure

(A) Related Parties and their Relationship

(I) Key Management Personnel

- Vijay Mohan Jain
- Santosh Jain
- Sidharth Jain
- Rohan Faqirchand Gupta
- Darshan Jindal
- Shashank Ramesh Anikhindi
- Nitin Siddheshwar Metkari

Transactions with Related parties

(Figure in Lacs)

	Transactions during the year			
	Current Year		Previous year	
Particulars	Key Management Personnel	Relative of Key Management Personnel	Key Management Personnel	Relative of Key Management Personnel
Remuneration Paid	9.60	-	9.60	-
Other Payment	0.03	-	0.03	-

Outstanding Balances

	Current Year		Previous year	
Particulars	Key Management Personnel	Relative of Key Management Personnel	Key Management Personnel	Relative of Key Management Personnel
Loans Taken	-	-	-	-
Loans Repaid	-	-	-	-
Other Receipts	-	-	-	-

(II) Investments in Entities in which director are interested:-

Entity	Current Year	Previous Year
DTL Ancillaries Limited	6,50,12,749.18	1,08,67,000

8. Other income include Rs. Nil on account of interest on FDR (P.Y. Rs.77,945)

9. Value of Imports

Raw Material	Nil	Nil
Finished Goods	Nil	Nil

10. Expenditure in Foreign Currency Nil Nil

11. Earning in Foreign Exchange Nil Nil

12. All assets and liabilities are presented as Current or Non-current as per criteria set out in Schedule III to the Company's Act, 2013 Notified by the Ministry of Corporate affairs vide Notification S.O. 902(E), dated 26-3-2014. Based on the nature of operation of the company and realization from the trade receivable, the company has ascertained its operating cycle of less than 12 months. Accordingly 12 months period has been considered for the purpose of Current /Non-current classification of assets & liabilities.

In terms of our separate Audit Report of even date attached.

For V.G. Associates

For DTL INDIA HOLDINGS LIMITED

Chartered Accountants

(CA. Vinod Kumar Gupta)

Nitin Metkari

**K N Pandey
Jain**

Vijay Mohan

Partner

**Company
Secretary**

**CFO
Director**

Managing

Membership No. 070481

Registration No. 001240C

M.No.A42888

DIN:00691974

Place:- Lucknow

Date:

BOOK-POST

NOTICE

NOTICE is hereby given that the Thirty Seventh Annual General Meeting of the members of DTL INDIA HOLDINGS LIMITED will be held on Saturday, 29th September, 2018 at 11.00 A.M. at the Registered office of the Company at 102, First Floor, Utraula Complex, 3 Way Road, Lucknow-226001 (U.P.) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:

- (a) the Audited Standalone Financial Statements for the Financial Year ended 31st March, 2018 together with the Reports of the Directors and Auditors thereon; and
- (b) the Audited Consolidated Financial Statements for the Financial Year ended 31st March, 2018 together with the Report of the Auditors thereon.

2. To appoint a director in place of Mr. Sidharth Jain (DIN: 00692012) who retires by rotation and being eligible, offers himself for re-appointment.

3. To ratify the appointment of M/s V.G. Associates, Chartered Accountants (FR No. 001240C), as the Statutory Auditors of the Company, and to fix their remuneration, and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s. V.G. Associates, Chartered Accountants (Firm Registration No. 001240C), as Auditors of the Company made at the 36th Annual general Meeting held on 40th for a period of five years, be and is ratified for the period from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and that the Auditors be paid such remuneration as may be fixed by the Board of Directors of the Company in consultation with the Audit Committee.”

SPECIAL BUSINESS:

4. To appoint Mr. Shashank Anikhindi as an Independent 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 pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Shashank Anikhindi (DIN: 07787889) who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 14, 2018, and who holds office upto the date of this Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) years, not be liable to retire by rotation.”

**By order of Board of Directors of
DTL INDIA HOLDINGS LIMITED**

(Nitin Metkari)
Company Secretary
Place: Lucknow
Date: 07.09.2018

Flat No. 102, Utraula Complex,
27/6 Raja Ram Mohan Rai Marg, 3,
Way Road Lucknow UP 226001

NOTES:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HER SELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxy in order to be effective must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Annual General Meeting.

2. A person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Member(s)/Proxies/Authorized Representatives are requested to bring the enclosed attendance slip duly filled in and signed for attending the meeting. Member(s) who hold equity shares in electronic mode are requested to write the Client ID and DP ID number and those who hold equity shares in physical mode are requested to write their folio number in the attendance slip.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution under Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the Meeting.

5. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.
6. Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of special business(es) is annexed hereto. The relevant details of Directors proposed to be appointed / reappointed, as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are also annexed herewith.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 22 nd September 2018 to Saturday,29th September 2018 (both days inclusive.)
8. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 dated 20th April, 2018, the Company is required to obtain the copy of PAN Card and Bank details from all the shareholders holding shares in physical form. Members are requested to get their details updated by sending the belowmentioned documents along-with a duly signed request letter to our Registrar and Share Transfer Agent (RTA), M/s. Skyline Financial Services Private Limited, D-153/A, First Floor, Okhla Industrial Area, Phase I, New Delhi-20, India:
 - a) Self-attested copy of PAN Card of all the holders;
 - b) Original cancelled cheque leaf with name of member printed on it (if name is not printed, a copy of Bank Passbook/ Statement bearing name, duly attested by the Bank) and;
 - c) Self-attested copy of address proof (viz. aadhaar, voterid, passport, driving license, any utility bill not older than 3 months).
9. The Equity Shares of the Company are compulsorily tradable in demat form. The Equity Shares of the Company have been assigned ISIN INE845D01014. SEBI vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 has come out with the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 (effective date of implementation is 5th December, 2018), wherein it has mandated that the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository except in the cases of transmission or transposition of securities. In view of above amended Regulations, Members are requested to get their shares dematerialised at the earliest to avoid any inconvenience. The procedure for dematerialisation of shares is available at our website: www.dtlindiaholdings.com .

Notice of the Meeting is being sent by electronic mode to those member(s) whose e-mail IDs are registered with the Company/Depository Participant(s) unless any member has requested for physical copy of the same. For member(s) who have not registered their e-mail IDs, physical copy of the Notice of the Meeting is being sent in the permitted mode.

10. Member(s) may also note that the Notice of the Meeting will also be available on the Company's website www.dtlindiaholdings.com for their download
11. In Compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the

Company is pleased to offer e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services Limited (CDSL) to facilitate e-voting. E-voting is optional and members shall have the option to vote either through e-voting or in person at the general meeting.

The procedure and instructions for e-voting as given in the Notice of the Annual General Meeting are as follows:

a. The e-voting period begins at 9:00 A.M. on Wednesday, 26th September, 2018 and ends at 05.00 P.M. on Friday, 28 September, 2018. After the expiry of said period, the facility shall forthwith be blocked.

I. In case of Members receiving e-mail from CDSL (For those members whose e-mail addresses are registered with Company/Depositories):

a. Open e-mail and open PDF file viz. "ACL-remote e-Voting. pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.

b. Launch internet browser by typing the following URL:

<https://www.evoting.cdsl.com/>.

c. Click on Shareholder-Login.

d. Put user ID and password as initial password noted in step (i) above. Click Login.

e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

g. Select "EVEN" of "DTL India Holdings Limited".

h. Now you are ready for remote e-voting as Cast Vote page opens.

i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

j. Upon confirmation, the message "Vote cast successfully" will be displayed.

k. Once you have voted on the resolution, you will not be allowed to modify your vote.

l. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to with a copy marked to evoting@cdsl.co.in.

II. In case of Members receiving Physical copy of Notice of Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)

a. Initial password is provided in the box overleaf.

b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.

A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.cdsl.com or call on toll free no.:

B. If you are already registered with CDSL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

D. 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 of 22nd September, 2018.

E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd September, 2018, may also obtain the login ID and password by sending a request at evoting@cdsl.co.in or RTA, Skyline Financial Services private Limited. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.cdsl.com or contact CDSL at the following toll free no.:

F. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

G. 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 as well as voting at the AGM through ballot paper.

H. Ms. Deepti Agarwal Bindal, Practising Company Secretary 3/229 Viram Khand Gomti Nagar Lucknow-10 has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

I. For members who do not cast votes using e-voting facility, The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility. Members are provided with Ballot Papers along with this Notice of AGM. Ballot Paper contain instructions for filling the Ballot Paper. Duly filled in Ballot Paper, properly marked for cast of vote and signed is required to be dropped in the Ballot Box as will be provided at the venue of AGM to complete the process of casting of vote via ballot paper procedure.

J. The Scrutinizer shall after the conclusion of voting at the AGM, will count the votes cast at the meeting and will unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting within two days.

K. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.dtlindiaholdings.com and on the website of CDSL

immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the Metropolitan Stock Exchange of India Limited.

In case of any queries or issues regarding e-voting, members may contact to Mr. Sarvesh Parmar, Skeline Financial Services (India) Private Limited, RTA at D-153 A| Ist Floor | Okhla Industrial Area, Phase - I | New Delhi-110 020, Email : info@skylinerta.com to address the grievances connected with the electronic voting.

L. In case of any queries or issues in general, members may contact to Mr. Nitin Metkari, Company Secretary at DTL India Holdings Limited, Flat No. 102, Utraula Complex, 27/6 Raja Ram Mohan Rai Marg, 3, Way Road Lucknow UP 226001, Tel.: 8411974426, E-mail : csnitin@dtlpune.com

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the special business mentioned under Item Nos. 4 to 5 of the accompanying Notice dated 05th September 2018:

Item No.4

Mr. Shashank Anikhindi was appointed as an Additional Director w.e.f February 14, 2018, pursuant to the provisions of Section 161 of the Companies Act, 2013 ('Act'). Under Section 161 of the Act, a notice in writing has been received from a Member signifying the intention to propose the appointment of Mr. Shashank Anikhindi as an Independent Director of the Company. Mr. Shashank Anikhindi also meets the criteria of Independence as provided u/s 149(6) of the Act & Listing Regulations. In the opinion of the Board, he fulfills the condition specified in the Act for appointment as Independent Director. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Board Consider that his association would be of immense benefit to of the Company and it is desirable to avail his services as Independent Director. Except Mr. Shashank Anikhindi, none of the Directors, key managerial personnel or their relatives are in any way concerned or interested in the resolution. Accordingly, the Board recommends the resolution set out in Item No. 4 of the Notice for the approval of the shareholders of the Company.

**By order of Board of Directors of
DTL INDIA HOLDINGS LIMITED**

(Nitin Metkari)

Company Secretary

Place: Lucknow

Date: 07.09.2017

Flat No. 102, Utraula Complex,
27/6 Raja Ram Mohan Rai Marg, 3,
Way Road Lucknow UP 226001

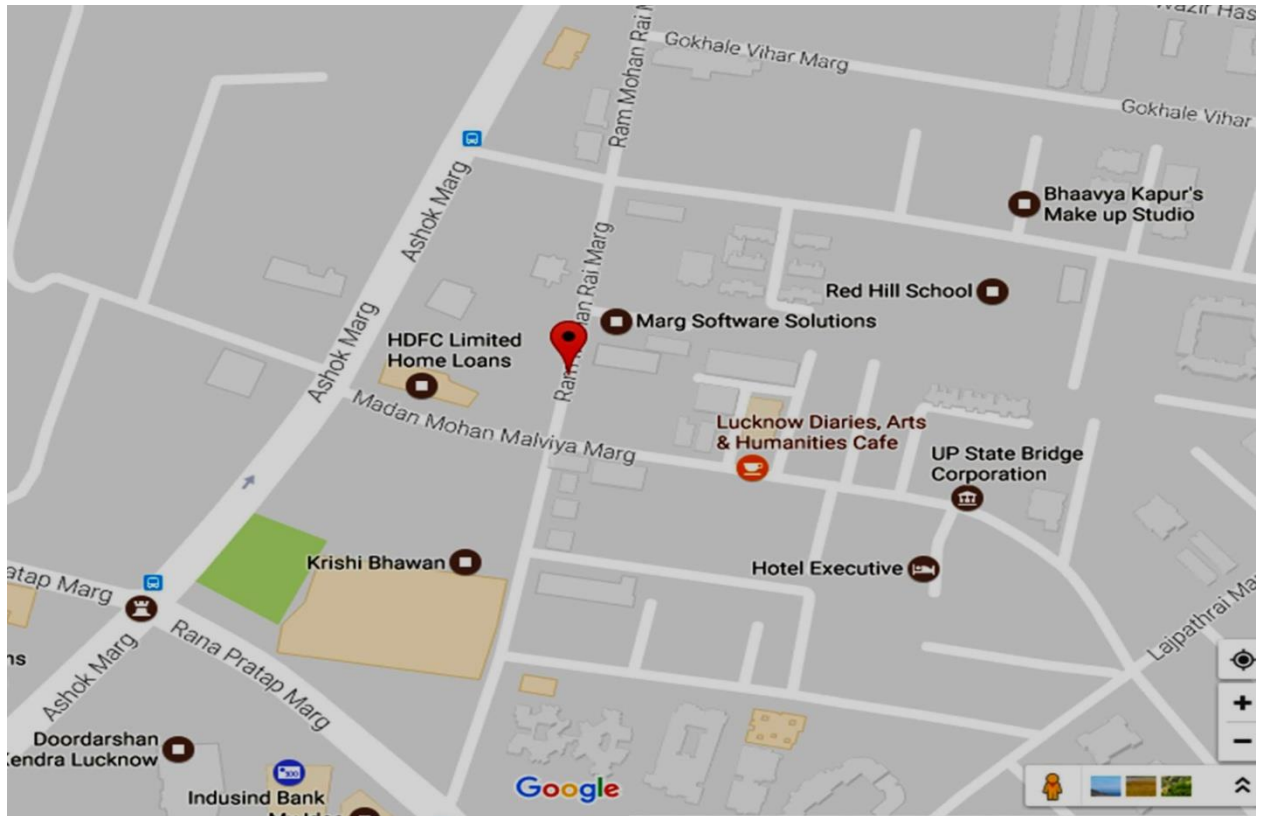
PURSUANT TO THE COMPANIES ACT, 2013, SECRETARIAL STANDARD - 2 ON GENERAL MEETINGS ISSUED BY THE COUNCIL OF THE INSTITUTE OF COMPANY SECRETARIES OF INDIA AND APPROVED BY THE CENTRAL GOVERNMENT AND THE SEBI (LODR) REGULATIONS 2015 FOLLOWING INFORMATION IS FURNISHED ABOUT THE DIRECTOR PROPOSED TO BE RE-APPOINTED AND DIRECTORS WHOSE REMUNERATION IS GETTING REVISED IN THE ENSUING 37TH ANNUAL GENERAL MEETING.

PARTICULARS	Mr. Shashank Anikhindi
Age	62
Date of first appointment	14/02/2018
Nationality	Indian
Qualifications	BE Mech.
Expertise in specific functional areas	Material Supply
Name of the Committee of the Company in which holds Membership/ Chairmanship#	1. Audit Committee-Chairman 2. Nomination and Remuneration Committee-Chairman
Name of the other companies in which holds Directorship#	RACL GEARTECH LIMITED
Name of Committee of the other companies in which holds Membership/ Chairmanship	NIL
Number of shares held in the Company (in his own name or on behalf of the other person on beneficial basis)	NIL
Relationship with other Director(s)	NIL
No.of Board meetings attended during the financial year FY 2017-18	2

Directorship includes Directorship in other Indian Companies; Committee membership includes only Audit Committee Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and other Committees of Public Limited Company (whether Listed or not).

Copies of all relevant documents and papers referred to in the accompanying Notice and Explanatory Statement including Statutory Registers as required as per the Companies Act, 2013 are kept open for inspection by Members between 11.30 A.M. to 2.30 P.M. on any working day upto the date of Meeting at the Registered Office of the Company.

ROUTE-MAP OF THE VENUE OF AGM



Red flag in map is the location.

Form No. MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L50300UP1981PLC005289

Name of the company: **DTL INDIA HOLDINGS LIMITED**

Registered office: Flat No. 102, Utraula Complex, 27/6 Raj Ram Mohan, Rai Marg, 3, Way Road, Lucknow, 226001

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id: DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name: Address: E-mail Id: Signature:....., or failing him

2. Name: Address: E-mail Id: Signature:....., or failing him

3. Name: Address: E-mail Id: Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Annual general meeting** of the company, to be held on the Saturday **29th day of SEPTEMBER, 2018** At **11.00 A.M.** at Registered Office and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.1	
Resolution No.2	
Resolution No.3	
Resolution No.4	

Signed this..... day of..... 2018.

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Affix Revenue Stamp

DTL INDIA HOLDINGS LIMITED

CIN: L50300UP1981PLC005289

Reg.off. Flat No. 102, Utraula Complex, 27/6 Raj Ram Mohan, Rai Marg, 3, Way Road,
Lucknow, 226001

ATTENDANCE SLIP

37th Annual General Meeting – September 29, 2018

Registered Folio No. / DP ID No. / Client ID No.

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Number of Shares held

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

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

I hereby record my presence at the 37th Annual General Meeting of the Company at the Flat No. 102, Utraula Complex, 27/6 Raj Ram Mohan, Rai Marg, 3, Way Road, Lucknow, 226001, India, on Saturday, September 29, 2018, at 11.00 a.m.

.....
Name of the member / proxy
(in BLOCK letters)

.....
Signature of the members / proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM

IMPORTANT COMMUNICATION TO MEMBERS

1. The Ministry of Corporate Affairs has taken 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Reports can be sent by e-mail to its members. This will also ensure prompt receipt of communication and avoid loss of postal transit. These documents can also be downloaded by the members from the Company's website i.e. www.gabrielindia.com. To support this green initiative of the Government in full measure, members who have not registered their e-mail address so far, are requested to register their e-mail address by sending e-mail to secretarial@gabriel.co.in with subject as 'E-mail for Green Initiative' mentioning their Folio No./ DP Id & Client Id. Members holding shares in electronic form may register/update their e-mail address with the Depository through their concerned Depository Participant(s).

2. In terms of SEBI notification dated June 08, 2018, with effect from December 05, 2018 all off market trades in physical mode in respect of shares of the Company shall be prohibited and shall be required to be done compulsorily in Demat mode. We therefore request shareholders holding shares in physical form to dematerialise their shares by approaching depository participant.