

# DTL INDIA HOLDINGS LIMITED

Registered Office: 102, First Floor, Utraula Complex, 3 Way Road, Lucknow- 226001

## NOTICE

NOTICE is hereby given that the Thirty Second Annual General Meeting of the Members of DTL INDIA HOLDINGS LIMITED will be held on Monday, the 30<sup>th</sup> September, 2013 at 3.00 P.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:

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2013, the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Smt. Santosh Jain, who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of next Annual General Meeting of the Company and to fix their remuneration.

### **SPECIAL BUSINESS:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and other Rules and Regulations as may be applicable, the existing Article 105 of the Articles of Association of the Company be and is hereby deleted and substituted by the following-

*105 – The General meeting may upon recommendation of the Board, resolve that any amount standing to the credit of the Share Premium Account or the Capital Redemption Reserve Account or General Reserve or Profit & Loss Account or any Reserve Fund or any other fund of the Company which is otherwise available for distribution of dividend may be capitalized by:-*

*(a) the issue and distribution as fully paid share as bonus shares; or*

*(b) crediting the shares of the Company which may have been issued and or not fully paid up, with the whole or any part of the sum remaining unpaid thereon.*

## DTL INDIA HOLDINGS LIMITED

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*Provided that the allotment or distribution of Bonus Shares shall not be made to those members who furnish to the Company an advance written intimation waiving their entitlement to receive such allotment or distribution of Shares credited as fully paid-up pursuant to this Article and accordingly the corresponding amount shall not be capitalized.*

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to perform all acts, deeds and things, execute documents, and make all filings, as may be necessary to give effect to the above resolution and to take all such steps for giving any such direction as may be necessary, desirable and to settle any questions or difficulties whatsoever that may arise for the purpose of giving effect to this resolution.”

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

**“RESOLVED THAT** pursuant to the recommendations of the Board of Directors of the Company and the applicable provisions of the Companies Act, 1956 read with 105 of the Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and subject to such approvals, permissions and sanctions as may be necessary and also subject to such terms, conditions and modifications as may be prescribed in granting approvals, permissions, sanctions by appropriate authority or authorities and agreed to by the Board of Directors of the Company (hereinafter called the ‘Board’ which term shall be construed as to include any Committee which the Board may have constituted or may hereafter constitute to exercise the powers including the powers conferred vide this resolution), the consent of the Company be and is hereby accorded to the Board for capitalization of a sum of Rs.12,46,200/- (Rupees Twelve Lacs Forty Six Thousand and Two Hundred only) standing to the credit of surplus in Profit and Loss Account and the aforesaid amount of Rs. 12,46,200/- be applied for paying up in full at par 1,24,620 (One Lac Twenty Four Thousand Six hundred Twenty) Equity Shares of Rs.10/- (Rupees Ten only) each in the capital of the Company to be allotted and credited as fully paid-up Bonus Shares to the Equity Shareholders of the Company (except the Promoters / Promoters Group who have agreed to forgo / waive their entitlements / rights in proposed Bonus Issue) whose names appear on the Register of Members of the company as on such date to be fixed by the Board (“Record Date”), in proportion of 2 (Two) new Equity Shares for every 1 (One) exiting Equity Share held by such persons respectively on the said date and the above proposal shall be subject to the following terms and conditions:

- (a) The new Equity Shares to be so allotted and distributed as ‘Bonus Shares’ shall be subject to the terms of the Memorandum and Articles of Association of the Company.

## DTL INDIA HOLDINGS LIMITED

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- (b) The new Equity shares shall in all respect rank pari passu with the existing fully paid up Equity Shares of the Company including the right to participate in full in dividend, if any, that may be declared for the financial year in which the Bonus shares are allotted.
- (c) The new Equity Shares to be so allotted and distributed shall be treated as an increase of the capital and not as income.
- (d) No letters of allotment shall be issued and Certificates in respect of new Equity Shares to be so allotted as 'Bonus Shares' shall be forwarded within the statutory stipulated period."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deems necessary or desirable and to settle any question, difficulty or doubt that may arise in regard to the issue or distribution of new Equity Shares which shall be final and binding on all members of the Company."

**Registered Office:**

102, First Floor, Utraula Complex, 3 Way Road,  
Lucknow – 226001

Date: 29<sup>th</sup> August, 2013

By Order of the Board



(V.M. JAIN)

Managing Director

**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 Meeting.

2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Businesses under Item Nos. 5 and 6 as set out above is annexed hereto.

## DTL INDIA HOLDINGS LIMITED

Registered Office: 102, First Floor, Utraula Complex, 3 Way Road, Lucknow- 226001

3. The Register of Members and Share Transfer books of the Company shall remain closed from **Wednesday, the 25<sup>th</sup> September, 2013 to Monday, the 30<sup>th</sup> September, 2013** (both days inclusive).
4. The Dividend on Equity Shares, as recommended by Board of Directors, if approved by the Members at the Annual General Meeting, will be paid to the Members whose names appear on the Register of Members of the Company after giving effect to valid share transfers lodged with the Company on or before 25<sup>th</sup> September, 2013.
5. Members seeking any information or clarification on any matter concerning Accounts are requested to write to the Company at its Registered Office at least seven days in advance of the date of meeting so as to enable the management to keep the information ready at the meeting, if the Chairman so permits.
6. As per the Circular Nos. MRD/DoP/Cir-05/2009 and SEBI/MRD/DoP/SE/RTA/Cir-03/2010 issued by Securities and Exchange Board of India (SEBI), it is mandatory to quote PAN for transfer/ transposition/ transmission of shares in physical form. Therefore, the transferee(s)/ legal heir(s) are required to furnish a copy of their PAN card to the Company.
7. All the documents referred to in the accompanying Notice are open for inspection of members at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on all working days except holidays up to the date of the meeting.

### ANNEXURE TO NOTICE

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

##### Item No. 5

In order to comply with the requirements Clause 40A of the Listing Agreement requiring maintenance of minimum public shareholding in the Company as prescribed under Rule 19(2) (b) and 19A of the Securities Contracts (Regulation) Rules, 1957, Securities and Exchange Board of India ('SEBI') has prescribed the methods in which a Company may increase its Public Shareholding and one of the methods prescribed by SEBI is 'Bonus Issue' to Public Shareholders with Promoters / Promoter Group Shareholders foregoing their Bonus entitlement' ("Bonus Method").

## DTL INDIA HOLDINGS LIMITED

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Presently in the existing Article 105 provides, inter-alia, for Capitalization of Reserves of the Company for distribution of fully paid up shares to its Members and there is no waiver clause. It is proposed to delete the existing Article 105 and substituting in its place the new Article 105 for enabling the Company, inter-alia to issue and allot Bonus Shares by capitalization of Reserves to its members excluding those members who furnish to the Company written intimation waiving their entitlement to such distribution or allotment of fully paid up shares. The resolution is intended to pave the way for issue of Bonus shares in line with SEBI directives and the Listing Agreement to achieve the level of minimum public shareholding in the Company

Pursuant to the provisions of Section 31 of the Companies Act, 1956 any amendment in the Articles of Association requires approval of Shareholders by Special Resolution. A copy of the Articles of Association of the Company showing the proposed amendments, is kept for the inspection of the Members on all working days from 11.00 A.M. to 1.00 P.M. at the Registered Office of the Company up to the date of the Annual General Meeting of the Company.

Your Directors recommend the Special Resolution as set out in Item No. 5 for approval of Members. None of the Directors of the Company is concerned or interested in the passing of the said resolution.

### **Item No. 6**

As per the amended Rule 19(2) (b) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 ("SCRR") and the corresponding provisions of Clause 40A of the Listing Agreement, every Listed Company is required to maintain a minimum Public Shareholding of at least 25% of total capital. Presently the Public Shareholding in the Company is only 10.38% and the rest 89.62% being held by the Promoters and Promoter Group.

In order to comply with the requirements Clause 40A of the Listing Agreement, Securities and Exchange Board of India ("SEBI") has prescribed the methods in which a Company may increase its Public Shareholding and one of the methods prescribed by SEBI is 'Bonus Issue' to Public Shareholders with Promoters / Promoter Group Shareholders forgoing their Bonus entitlement' ("Bonus Method").

Your Directors have decided, subject to your approvals, to adopt the Bonus Method to increase the public holding in the Company to comply with the requirements Clause 40A of the Listing Agreement.

The Board at its Meeting held on 29<sup>th</sup> August, 2013 recommended issue of Bonus Shares to all Shareholders of the Company under 'Public' category (except to the Promoters / Promoters Group who have agreed to forgo / waive their entitlements / rights in proposed Bonus Issue) whose names appear on the Register of Members maintained by the

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Company as on such date to be fixed by the Board ('Record Date') in proportion of 2 (Two) Equity Shares for every 1 (One) existing Equity Share held by such members by capitalization of a sum of Rs. 12,46,200/- standing to the credit of surplus in Profit and Loss Account and applying the said amount for paying up in full at par 1,24,620 Equity Shares of Rs.10/- of the Company .

The Shareholders belonging to the Promoters / Promoters Group have agreed to forgo their rights for bonus entitlement. The above proposal will result in the dilution of the holding of Promoters / Promoters Group in the Company from 89.62% to 74.20%.

The Bonus Shares so allotted shall rank *pari passu* in all respects with the existing Equity Share of the Company.

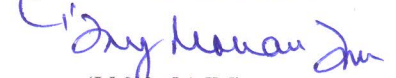
Your Directors recommend the resolution as set out in item No. 6 for approval of Members.

None of the Directors of the Company is in any way concerned or interested in the resolution as they have waived their entitlements to Bonus shares against their respective shareholdings in the Company.

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Lucknow – 226001

Date: 29<sup>th</sup> August, 2013

By Order of the Board



(V.M. JAIN)

Managing Director

# DTL INDIA HOLDINGS LIMITED

Registered Office: 102, First Floor, Utraula Complex, 3 Way Road, Lucknow- 226001

## DIRECTORS' REPORT

To,  
The Members of  
**DTL INDIA HOLDINGS LIMITED**

Your Directors have pleasure in presenting herewith the Thirty Second Annual Report alongwith Audited Accounts of the Company for the year ended 31st March, 2013.

### FINANCIAL RESULTS

The summarized financial position of the Company for the financial year ended 31st March, 2013 as compared to previous year is as under:

	Amount (Rs. in Lacs)	
	2012-2013	2011-2012
Total Income	<u>125.86</u>	<u>85.30</u>
Profit before Depreciation & Financial Charges	<u>107.65</u>	55.83
Less: Depreciation	<u>4.59</u>	4.46
Less: Financial Charges	<u>9.96</u>	<u>3.01</u>
Profit before Exceptional and Extraordinary Items and Tax	<u>93.10</u>	48.36
Less: Extraordinary Items	--	--
Profit before Extraordinary Item	--	--
Profit before Tax	<u>93.10</u>	48.36
Less: Tax Expenses	<u>28.77</u>	<u>12.00</u>
Profit after Tax	<u>64.33</u>	36.36
Less: Appropriations		
Dividend on Equity Shares Proposed	<u>3.00</u>	6.00
Tax on dividend proposed	<u>0.51</u>	<u>0.97</u>
Profit for the Period	<u>60.82</u>	<u>29.39</u>

### DIVIDEND

Considering the financial performance of the Company, the Directors have recommended dividend @ Re. 0.50/- per Share on 6,00,000 Equity Shares of Rs. 10/- each fully paid-up for the financial year ended 31<sup>st</sup> March, 2013 involving an outflow of Rs 3,50,985/- including Dividend Distribution Tax.

### BONUS ISSUE

In order to comply with the requirement of Clause 40A of the Listing Agreement requiring maintenance of minimum Public Shareholding of at least 25% of the total

## **DTL INDIA HOLDINGS LIMITED**

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Capital, it is proposed to issue 1,24,620 Equity Shares of Rs. 10/- each as fully paid-up Bonus Shares by capitalization of surplus in Profit & Loss Account to the extent of Rs. 12,46,200/- to the Public Shareholders in the ratio of 2 (Two) Equity Shares for every 1 (One) existing Equity Share (2:1) held by Public Shareholders of the Company. As prescribed by SEBI, the Promoters / Promoter Group have waived their entitlement to Bonus Shares. The Promoters' Shareholding post bonus issue will dilute from 89.62% to 74.20%.

### **OPERATIONS**

Operations of the Company during the year under review have shown improvement with the Total Income rising from Rs. 85.30 Lacs to Rs. 125.86 Lacs showing an increase of 46.96% over the previous year's figure. Net Profit stood at Rs. 60.82 Lacs in the current year as against Rs. 29.39 Lacs in the preceding year. Your Directors are making constant efforts to improve the performance of the Company.

### **AUDITORS**

The term of the present Auditors of the Company, M/s V.G. Associates, Chartered Accountants, expires at the conclusion of the ensuing Annual General Meeting and being eligible they have offered themselves for re-appointment.

The Auditors observations read with notes to the accounts are self explanatory and do not call for any further clarification or explanation.

### **DIRECTORS**

In accordance with the provisions of the Companies Act, 1956 read with the Articles of Association of the Company Smt Santosh Jain, Director of the Company, retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

### **STATUTORY INFORMATION**

#### **A. PARTICULARS OF EMPLOYEES**

As none of the employees of the Company was in receipt of remuneration in excess of the limits prescribed, particulars of Employees under Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended are not required to be given.





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## **B. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Since the Company is not engaged in any manufacturing activity, the particulars in the Companies (Disclosure of particulars in the report of the Board of Directors) Rules, 1988, are not applicable to the Company. There have been no earnings and expenditure in Foreign Exchange during the financial year.

## **C. DIRECTORS' RESPONSIBILITY STATEMENT**

In terms of Section 217(2AA) of the Companies Act, 1956, the Directors of the Company state in respect of the year ended 31<sup>st</sup> March, 2013 that:-

- a) In preparation of Annual Accounts, the applicable Accounting Standards have been followed alongwith proper explanation relating to material departures.
- b) They have selected such Accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial year and of the Profit of the Company for that year.
- c) They have taken proper and sufficient care for the maintenance of adequate Accounting Records in accordance with the provisions of the Companies Act, 1956, for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities.
- c) They have prepared Annual Accounts on a going concern basis.

## **LISTING INFORMATION**

The Equity Shares of the Company are presently listed at the U. P. Stock Exchange Limited, Kanpur and the Annual Listing Fee is paid up to date.

## **ACKNOWLEDGEMENTS**

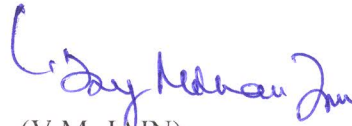
The Directors wish to place on record their sincere appreciation of the co-operation received by the Company from the Company's Bankers and other Authorities. The

## DTL INDIA HOLDINGS LIMITED

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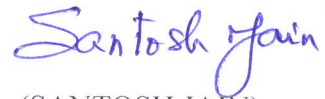
Directors are also thankful to the shareholders for abiding faith in the Company. Deep appreciation is also acknowledged for the support and hard work put in by the employees of the Company at all levels.

For and on behalf of the Board



(V.M. JAIN)

Managing Director



(SANTOSH JAIN)

Director

Place: Lucknow

Dated: 29<sup>th</sup> August, 2013

# V. G. ASSOCIATES

Chartered Accountants

5B & 6A, 1st Floor, Dalippur Towers, 6 Sapru Marg, Lucknow – 226001

Telephone No.: +91 – 522 - 2616909, 6533191

Mobile No.: 9415022780, 9415009130

Email-Id : vgassociates@gmail.com

To,  
The Members,  
DTL India Holdings Ltd.  
3, Way Road,  
Lucknow.

## AUDITOR'S REPORT

We have audited the attached balance sheet of **DTL India Holdings Ltd., Lucknow** as at 31-03-2013 and also the profit & loss account for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.


We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

1. As required by the Companies (Auditor's Report) Order, 2003 and as amended by Companies (Auditor's Report) amendment Order, 2004 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act 1956, we enclosed in the annexure a statement on the matters specified in paragraph 4 and 5 of the said Order.
2. Further to our comments in the Annexure referred to above and the notes on accounts annexed thereto, we report that:
  - a) We have 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 accounts as required by law have been kept by the company so far as appears from our examination of those books.
  - c) The balance sheet and profit & loss account dealt with by this report are in agreement with books of accounts.
  - d) In our opinion, the balance sheet and profit & loss account dealt with by this report comply with the accounting standards except the provisions of AS 22, AS 15 & AS 17, referred to in sub section (3C) of section 211 of the Companies Act, 1956.
  - e) On the basis of the written representations received from the directors as on 31 March 2013, and taken on record by the Board of Directors, we report that none of the directors are disqualified as on 31<sup>st</sup> March 2013 from being appointed as a director in terms clause (g) of sub section (1) of section 274 of the Companies Act 1956.
  - f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
    - I. In so far as it relates to the balance sheet, of the state of affairs of the company as at 31<sup>st</sup> March 2013 and,
    - II. In so far as it relates to the profit & loss account, of the profit of the Company for the year ended on that date

For V.G.Associates,  
Chartered Accountants

Place: Lucknow

Dated: 29/8/13

  
\* Partner \*  
H.No. 402479  
FRN 001240C

# V. G. ASSOCIATES

Chartered Accountants

5B & 6A, 1st Floor, Dalippur Towers, 6 Sapru Marg, Lucknow – 226001

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Mobile No.: 9415022780, 9415009130

Email-Id : vgassociates@gmail.com

## ANNEXURE

**M/s DTL INDIA HOLDINGS LTD.**

**F.Y. 2012-2013**

Referred to in paragraph 3 of our report of even date,

In terms of the information and explanations given to us and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief we state that :

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us, all the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) In our opinion, the company has disposed off substantial part of its fixed assets during the year.

- (ii) (a) As explained to us, no stock of inventory is maintained

The provisions of clause 4 (ii) (b) & (c) of the Companies (Auditor's Report) Order, 2003 and as amended by Companies (Auditor's Report) amendment Order, 2004 are not applicable to the company.

- (iii) (a) As explained to us, the company had not granted any loans, secured or unsecured, to any companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.

The provisions of clause 4(iii) (b), (c) & (d) of the Companies (Auditor's Report) Order, 2003 and as amended by Companies (Auditor's Report) amendment Order, 2004 are not applicable to the company.

- (e) The Company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under Section 301 of the Act. Accordingly, clauses (iii) (e), (iii) (f) and (iii) (g) of paragraph 4 of the Order are not applicable to the company for the current year.

- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.



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Chartered Accountants

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Mobile No.: 9415022780, 9415009130

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- (v)
- (a) In our opinion and according to the information and explanations given to us, there are no contracts or arrangements referred to in Section 301 of the Act during the year that need to be entered in the register maintained under that Section. Accordingly clause (v) (b) of paragraph 4 of the Order is not applicable to the company for the current year.
- (vi) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.
- (vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business
- (viii) It has been explained to us that the maintenance of cost records has not been prescribed under section 209(1) (d) of the Companies Act, 1956.
- (ix)
- (a) According to the records of the company the company is generally regular in depositing with appropriate authorities undisputed statutory dues including income tax, sales tax, Cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, Service Tax, sales tax, custom duty, excise duty and Cess were in arrears, as at 31.03.2013 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, there are no dues of sales tax, income tax and Cess which have not been deposited on account of any dispute.
- (x) In our opinion, the company has no accumulated losses at the end of the financial year and it has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xi) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion, the company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- (xii) In our opinion and according to the information and explanations given to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the company is not a chit fund or a *nidhi* mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 and as amended by Companies (Auditor's Report) amendment Order, 2004 are not applicable to the company.



# V. G. ASSOCIATES

Chartered Accountants

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Mobile No.: 9415022780, 9415009130

Email-Id : vgassociates@gmail.com

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- (xiv) In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 and as amended by Companies (Auditor's Report) amendment Order, 2004 are not applicable to the company.
- (xv) According to the information and explanations given to us, the company has not given guarantees for loans taken by others from banks or financial institutions.
- (xvi) In our opinion, the loans have been applied for the purpose for which they were raised.
- (xvii) According to the information and explanations given to us, and on an overall examination of the balance sheet of the company, we are of the opinion that no funds raised on short-term basis have been used for long-term investment.
- (xviii) During the year the company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Companies Act, 1956.
- (xix) According to the information and explanations given to us, during the period covered by our audit report, the company had not issued any debentures.
- (xx) The Company has not raised any money by way of public issue during the period covered by our audit report.
- (xxi) Based upon the audit procedures performed and according to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit, that causes the financial statements to be materially misstated.

Date: 29/8/13

For V.G. Associates  
Chartered Accountants



*[Signature]*  
Partner  
M.No.402479  
FRN001240C

DTL INDIA HOLDINGS LIMITED  
102, 1ST FLOOR UTTRAULA COMPLEX  
3-WAY ROAD, LUCKNOW

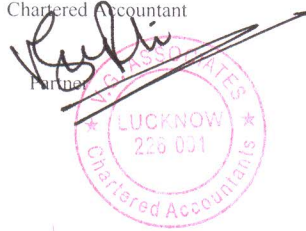
BALANCE SHEET AS AT 31st MARCH 2013

	Note No.	AS AT 31.03.2013	AS AT 31.03.2012
<b>A- EQUITY AND LIABILITIES</b>			
<b>1- SHARE HOLDERS FUNDS</b>			
Share Capital	1	6,000,000.00	60,00,000.00
Reserve and Surplus	2	49,960,972.64	4,38,79,098.63
<b>2- CURRENT LIABILITIES</b>			
Short-Term Borrowings	3	-	90,89,211.32
Other Current Liabilities	4	52,632.00	3,59,249.72
Provision		2,730,985.00	711,335.000
<b>Total</b>		<b>58,744,589.64</b>	<b>6,00,38,894.67</b>
<b>B- ASSETS</b>			
<b>1- FIXED ASSETS</b>			
Tangible Assets	5	5,788,872.22	62,28,389.22
<b>2- INVESTMENT</b>			
	6	12,767,000.00	2,10,13,584.25
<b>3- CURRENT ASSETS</b>			
Trade Receivable	7	11,055,745.08	1,07,59,916.08
Cash and Bank Balances	8	2,049,255.76	9,81,678.86
Other Loan and Advances	9	27,083,716.58	2,10,55,326.26
<b>Total</b>		<b>58,744,589.64</b>	<b>6,00,38,894.67</b>

As per our report of even date attached

Date: 29/8/13  
Place: Lucknow

For V.G.Associates  
Chartered Accountant



For and on behalf of the board of  
DTL India Holdings Ltd

Managing Director

Director

Handwritten signatures of the Managing Director and Director.

DTL India Holdings Limited  
1st floor Utraula Complex, 3-Way Road, Lucknow.  
PROFIT AND LOSS STATEMENT FOR THE PERIOD ENDED 31.03.2013

PARTICULARS	Note No	AS AT 31.03.2013	AS AT 31.03.2012
<b>I.Revenue From Operations</b>			
1.Rental Income		6,180,000.00	62,48,125.00
2.Other Income		6,405,991.33	22,81,947.02
<b>(II) Total Revenue</b>		<b>12,585,991.33</b>	<b>85,30,072.02</b>
<b>III.Expenses:</b>			
Job Work Expenses	10	-	-
Employee benefit Expenses	11	1,141,299.00	9,46,621.00
Other Expenses	12	679,607.00	20,00,540.00
Financial Cost	13	995,627.32	3,01,355.30
Depreciation	14	459,317.00	4,45,943.00
<b>(IV) Total Expenses</b>		<b>3,275,850.32</b>	<b>36,94,459.30</b>
<b>(V) Profit before Exceptional and Extraordinary Item and Tax (II-IV)</b>		<b>9,310,141.01</b>	<b>48,35,612.72</b>
<b>(VI) Exceptional Items</b>		-	-
<b>(VII) Profit Before Extraordinary Item (V-VI)</b>		<b>9,310,141.01</b>	<b>48,35,612.72</b>
<b>(VIII) Extraordinary Item</b>		-	-
<b>(IX) Profit Before Tax (VII-VIII)</b>		<b>9,310,141.01</b>	<b>48,35,612.72</b>
<b>(X) Tax Expenses</b>		<b>2,877,282.00</b>	<b>12,00,000.00</b>
<b>(XI) Profit From Continuing Operation (IX-X)</b>		<b>6,432,859.01</b>	<b>36,35,612.72</b>
<b>(XII) APPROPRIATION</b>			
Dividend on Equity Shares Proposed		300,000.00	6,00,000.00
Tax on dividend proposed		50,985.00	97,335.00
<b>(XIII). Profit/(Loss) from discontinuing operations</b>		-	-
<b>(XIV). Tax expense of discounting operations</b>		-	-
<b>(XV). Profit/(Loss) from Discontinuing operations (XII - XIII)</b>		-	-
<b>(XVI). Profit/(Loss) for the period</b>		<b>6,081,874.01</b>	<b>2,938,277.72</b>
<b>XVII. Earning per equity share:</b>		<b>10.72</b>	<b>4.90</b>

5. accompanying notes to the financial statements

16

As per our report of even date attached

For V.G.Associates  
Chartered Accountant



Date: 29/8/13  
Place: Lucknow

For and on behalf of the board of  
DTL India Holdings Ltd

Managing Director

Director

Handwritten signatures of the Managing Director and Director.



M/S DTL INDIA HOLDINGS LTD.  
(FORMERLY KNOWN AS DTL ANCILLARIES U.P.LTD)  
NOTES TO THE BALANCE SHEET AS ON 31.03.2013

S.NO.	PARTICULARS	AS AT 31.03.2013	AS AT.31.03.2012
<b>1. Share Capital</b>			
Authorised Shares 12,50,000 Equity Shares of Rs. 10/- Each		1,25,00,000.00	1,25,00,000.00
Issued, Subscribed, and fully paid up Shares 6,00,000 Equity Share of Rs. 10/- Each (including 4,00,000 equity shares of Rs. 10/- each as bonus shares)		60,00,000.00	60,00,000.00
<b>Total issued subscribed and fully paid up Share Capital.</b>		<b>6,00,00,000.00</b>	<b>60,00,000.00</b>
<b>2. Reserve &amp; Surplus</b>			
<b>A- General Reserve</b>		<b>600,000.00</b>	<b>600,000.00</b>
<b>B- Surplus</b>			
Opening Balance		43,279,098.63	5,19,40,820.91
(-) Tax adjusted for Last Year		-	1,16,00,000.00
(+) Net Profit /Loss for the Current Year		6,081,874.01	4,03,40,820.91
<b>Total (A+B)</b>		<b>49,360,972.64</b>	<b>43,279,098.63</b>
		<b>49,960,972.64</b>	<b>43,879,098.63</b>
<b>3. Short Term Borrowings</b>			
Secured:- ( Security offer RID with HDFC)		-	90,89,211.32
<b>4. Other Current Liabilities</b>			
Advance From Customer/Others		52,632.00	3,59,249.72
Other Provision		2,380,000.00	14,000.00
Provision for Dividend		300,000.00	600,000.00
Provision for Dividend Tax		50,985.00	97,335.00
		<b>2,783,617.00</b>	<b>1,070,584.72</b>
<b>5. Fixed Assets</b>			
Gross Block		11,137,042.40	1,11,17,242.40
Less : Depreciation		5,348,170.18	48,88,853.18
		<b>5,788,872.22</b>	<b>62,28,389.22</b>
<b>6 Investment</b>			
Investment in equity Shares		10,867,000.00	1,09,29,240.00
Investment in Bank F.D.		1,900,000.00	1,00,84,344.25
		<b>12,767,000.00</b>	<b>2,10,13,584.25</b>
<b>7. Trade Receivables</b>			
Outstanding for the period			
Less than 6 months		-	55,23,300.00
More than 6 months		11,055,745.08	52,36,616.08
		<b>11,055,745.08</b>	<b>1,07,59,916.08</b>



*[Handwritten signature]*

S.NO.	PARTICULARS	AS AT 31.03.2013	AS AT.31.03.2012
<b>8.</b>	<b>Cash and Bank Balance</b>		
	A. On Current Account	2,049,203.06	9,78,003.16
	B. Cash in hand	52.70	3,675.70
		2,049,255.76	9,81,678.86
<b>9.</b>	<b>Other Loan &amp; Advances</b>		
	A. Staff Advance	7,000.00	28,623.72
	B. Others	27,076,716.58	2,10,26,702.54
		27,083,716.58	2,10,55,326.26
<b>10.</b>	<b>Job Work Expenses</b>	-	-
<b>11.</b>	<b>Employee Benefit Expenses</b>		
	Salaries	1,095,050.00	6,19,560.00
	Retrenchment & Compensation	35,000.00	3,20,000.00
	Medical Expenses	-	-
	Staff Welfare Expenses	11,249.00	7,061.00
		1,141,299.00	9,46,621.00
<b>12.</b>	<b>Other Expenses</b>		
	Audit fee	11,000.00	10,000.00
	Conveyance	13,336.00	22,079.00
	Electricity Charges	24,433.00	5,245.00
	Professional & Consultancy Charges	69,750.00	14,08,667.00
	Govt Expenses	45,913.00	32,489.00
	Income Tax	376,546.00	4,12,009.00
	Office Maintenance	20,995.00	20,761.00
	Travelling & Communication Exp	85,801.00	60,995.00
	Printing & Stationary	5,707.00	9,322.00
	Repair & Maintenance	26,126.00	18,973.00
	Other Expenses	-	-
		679,607.00	20,00,540.00
<b>13.</b>	<b>Financial cost</b>		
	Interest Expenses	994,802.40	3,00,706.87
	Bank Charges	824.92	648.43
		995,627.32	3,01,355.30
<b>14.</b>	<b>Depreciation</b>		
	Depreciation on tangible Assets	459,317.00	4,45,943.00

15. Number of shares held by each shareholder holding more than 5 % equity shares of the company are as follows:

Name of Shareholder	March 31, 2013		March 31, 2012	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Smt. M Jain (I)	222000	37	222000	37
Shri. M Jain (HUF)	101700	16.95	161700	26.95
Smt. Santosh Jain	209670	34.95	209670	34.95



PARTICULARS	GROSS BLOCK as on 01.04.13	TOTAL ADDITION during the year	DISPOSAL during the year	TOTAL AS ON 31.03.2013	ACCUMULATED Dep. As on 01.04.12	DEP. for the year	DEP-ON deletion	ACCUMULATED Depas on 31.03.13	WDV AS ON 31.02.2013	WDV AS ON 31.03.2012
<b>A- M/H.O. Lucknow</b>										
1. Furniture & Fixture	187,914.00	-	-	187,914.00	89,870.00	11,895.00	-	101,765.00	86,149.00	98,044.00
2. Electrical Fitting	6,708.04	-	-	6,708.04	6,708.04	-	-	6,708.04	-	-
3. Cycle	900.00	-	-	900.00	900.00	-	-	900.00	-	-
4. Office Building	1,564,250.00	-	-	1,564,250.00	17,676.00	25,497.00	-	43,173.00	1,521,077.01	1,546,574.00
5. Computer	21,200.00	10,200.00	-	31,400.00	3,437.00	5,090.00	-	8,527.00	22,873.00	17,763.00
6. Office Equipment	-	9,600.00	-	9,600.00	-	608.00	-	608.00	8,992.00	-
<b>Sub Total(A)</b>	<b>1,780,972.04</b>	<b>19,800.00</b>	<b>-</b>	<b>1,800,772.04</b>	<b>118,591.04</b>	<b>43,090.00</b>	<b>-</b>	<b>161,681.04</b>	<b>1,639,091.01</b>	<b>1,662,381.00</b>
<b>B- AT. FACTORY</b>										
1. Plant & Machinery No.1	1,593,623.50	-	-	1,593,623.50	1,012,355.12	75,697.00	-	1,088,052.12	505,571.38	581,268.38
2. Plant & Machinery No.2	1,687,878.41	-	-	1,687,878.41	651,129.00	80,174.00	-	731,303.00	956,575.41	1,036,749.41
3. Plant & Machinery No.3	874,801.00	-	-	874,801.00	231,542.00	41,553.00	-	273,095.00	601,706.00	643,259.00
4. Furniture & Fixture	2,111.00	-	-	2,111.00	2,111.00	-	-	2,111.00	-	-
5. Vehicle	656,685.42	-	-	656,685.42	656,685.42	-	-	656,685.42	-	-
6. Technical Know How	49,721.00	-	-	49,721.00	39,864.00	8,060.00	-	47,924.00	1,797.00	9,857.00
7. Machinery	22,300.00	-	-	22,300.00	6,354.00	1,059.00	-	7,413.00	14,887.00	15,946.00
8. Tools & Die	3,988,832.82	-	-	3,988,832.82	1,912,520.60	189,470.00	-	2,101,990.60	1,886,842.22	2,076,312.22
9. Computer	50,000.00	-	-	50,000.00	50,000.00	-	-	50,000.00	-	-
10. Electrical Fittings	92,905.21	-	-	92,905.21	52,894.00	5,881.00	-	58,775.00	34,130.21	40,011.21
11. G. Set	110,512.00	-	-	110,512.00	47,241.00	5,249.00	-	52,490.00	58,022.00	63,271.00
12. G. Set Frame	171,900.00	-	-	171,900.00	73,485.00	8,165.00	-	81,650.00	90,250.00	98,415.00
13. Motor Cycle	35,000.00	-	-	35,000.00	34,081.00	919.00	-	35,000.00	-	919.00
<b>Sub Total(B)</b>	<b>9,336,270.36</b>	<b>-</b>	<b>-</b>	<b>9,336,270.36</b>	<b>4,770,262.14</b>	<b>416,227.00</b>	<b>-</b>	<b>5,186,489.14</b>	<b>4,149,781.22</b>	<b>4,566,008.22</b>
<b>Grand Total(A+B)</b>	<b>11,117,242.40</b>	<b>19,800.00</b>	<b>-</b>	<b>11,137,042.40</b>	<b>4,888,853.18</b>	<b>459,317.00</b>	<b>-</b>	<b>5,348,170.18</b>	<b>5,788,872.23</b>	<b>6,228,389.22</b>



*Chiranjeev Kumar Singh Santhosh Singh*

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31ST MARCH, 2013

L. Related Party Disclosures

As required by Accounting Standard - AS 18 on "Related Parties Disclosure" the disclosure are as follows:

A Names of Parties through whom control exists:

Key Management Personnel Mr. Vijay Mohan Jain Managing Director  
Mr. Siddharth Jain Director

B Related Parties with whom transactions have taken place:

- M/s. DTL Ancillaries Pune Ltd.

C. Summary of the transactions with related parties are as follows :

	Entities Controlled by Directors and Shareholders		Key Management Personnel	
	2012-13	2011-12	2012-13	2011-12
1) Investments in shares - M/s DTL Ancillaries Pune Ltd.	10,866,000.00	10,866,000.00		
2) Rental Income - M/s DTL Ancillaries Pune Ltd.	6,180,000.00	6,135,000.00		
3) Managerial/Directors Remuneration/Sitting Fee - Mr. Vijay Mohan Jain - Mr. Siddharth Jain			961,500.00 1,500.00	481,500.00 1,500.00



Vijay Kumar Jain  
Santosh Jain

**D.T.L INDIA HOLDING LTD.**  
**Year 2012-13**  
**Notes on Accounts Annexed to and forming Part of Accounts**  
**for the year ended 31<sup>st</sup> March, 2013.**

**Note: 16 - Accompanying notes to the Financial Statements**

**A. Basis of Presentation**

The accompanying Financial Statements have been presented for the period ended March 31, 2013 along with comparative information for year ended March 31, 2012. The accompanying Financial Statements have been prepared on a going concern basis under the historical cost convention on the accrual basis of accounting principles generally accepted in India (Indian "GAAP"). The Accounting policies have been consistently applied by the company and are consistent with those used in the previous year, except as stated hereunder.

AS 15; AS 17 & AS 22

**B. Use of Estimates**

In preparing the Company's Financial Statements in conformity with accounting principles generally accepted in India, the Company's Management is required to make estimates and assumptions that affect the reported amount of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the Financial Statements and the reported amounts of revenue and expenses during the reporting period, the actual results could differ from those estimates.

**C. Fixed Assets**

Fixed assets are stated at cost less accumulated depreciation. Cost comprises the purchase price and any cost attributable to bringing the assets to its working condition for its intended use. Expenditure incurred during construction period has been added to the cost of assets.

**D. Depreciation**

Depreciation is provided at the rates and in the manner prescribed in Schedule XVII of the Indian Companies Act, 1956. The company's assets are depreciated using the Straight Line method. As per estimates of the management, these rates are the representative of the economic useful life of these assets.

**E. Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

**F.** Balances appearing under the head sundry creditors, sundry debtors, loans and advances are subject to confirmation, adjustments, if any, on the receipt/reconciliation of such accounts.

**G. Investment in M/s D.T.L. Ancillaries Ltd. ,Pune**

Investments are stated at cost. The company has acquired 41.66% of shares in M/s D.T.L. Ancillaries Ltd. Pune, a company having the same management for Rs.1,08,66,000.00



A handwritten signature in blue ink, consisting of a large 'S' followed by a smaller 'r'.

**H. Secured Loan**

Loan from HDFC Bank outstanding as on 31<sup>st</sup> March 2012 has been squared up during the year.

**I. Foreign Currency Transactions**

As Informed by management there are no transactions in foreign exchange during the year.

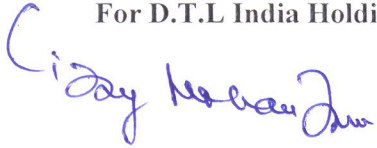
**J. Provision for Taxation**

Provision for taxation during the year has been made for Rs. 28,77,282.00 further provision for dividend tax of Rs. 50,985/- has also been made against dividend of Rs. 300,000.00 proposed .

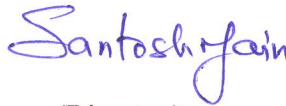
**K. Contingent Liabilities**

As Informed by management there are no contingent liabilities during the year.

For D.T.L India Holdings Ltd.



(Managing Director)



(Director)

FOR V.G. ASSOCIATES  
CHARTERED ACCOUNTANTS



(PARTNER)

