

DTL INDIA HOLDINGS LIMITED

Flat No. 102, Utraula Complex, 27/6 Raja Ram Mohan, Rai Marg.

3, Way Road, Lucknow, 226001

CIN – U50300UP1981PLC005289

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Ph:

DIRECTOR ' REPORT

Dear Shareholders,

Your Directors are pleased to present the 34th Annual Report together with the Audited Financial Statements for the year ended 31st March, 2015.

FINANCIAL RESULTS

Particulars	2014-15	2013-14
	(Rs. In Lacs)	(Rs. In Lacs)
Sales and other Income	105.05	98.91
Operating Profit (PBIDT)	87.27	82.02
Interest Cost	0.00	2.71
Profit before Depreciation (PBDT)	87.27	79.31
Depreciation	4.70	4.52
Profit before Tax	82.57	74.79
Provision for Taxation	25.32	23.23
Profit after Tax	57.25	51.56

Operation and State of Company's affairs

During the year under review your company did well. Your directors expect that the company will achieve new heights in the ensuing year. The Company has applied for listing at Calcutta Stock Exchange Limited vide application dated 27.12.2014.

Deposit

The following details of deposits, covered under Chapter V of the act:

- I. Deposits Accepted during the year -
- II. Remained unpaid or unclaimed as at the end of the year;
- III. ~~Whether there has been any default in repayment of deposits or payment of interest thereon~~
during the year and if so, number of such cases and the total amount involved-
 - a. At the beginning of the year;
 - b. Maximum during the year;
 - c. At the end of the year;
- IV. The details of deposits which are not in compliance with the requirements of Chapter

Reserve

The following amount of Rs. 57,25,145.98 proposed by the Board has been transferred to Reserves.
During the year.

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

There have been no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

Dividend

The Directors do not recommend any Dividend during the year.

Extract of Annual Return

Extract of Annual Return of the Company in MGT-9 is annexed herewith as Annexure No. 1 to his report.

SHARE CAPITAL

Meeting of the Board.

The Board meets at regular intervals to discuss and decide on Company policy and strategy. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions as permitted by law, which are confirmed in the subsequent Board meeting. The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held at the registered office of the company.

The Board met Seven times in financial year 2014-15 viz. 31.05.2014, 31.07.2014, 05.08.2014, 14.08.2014, 29.09.2014, 15.11.2014, 14.02.2015. The maximum interval between any two meetings did not exceed 120 days.

AUDIT COMMITTEE

Not applicable

Director s' Responsibility Statement

Pursuant to requirement under sub-section (3) and (5) of Section 139 of the Companies Act.2013, with respect to Directors' Responsibility Statement, your directors state that:

1. In the preparation of the Annual Accounts, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same.
2. The Directors 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 as at 31st March 2015 and of the profit/loss of the company for that period;
3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
4. The Directors have prepared the annual accounts on a 'going concern' basis.
5. The Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively.
6. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Risk Management

The Company manages, monitors and reports on the principal risks and uncertainties that can impact its abilities to achieve its strategic objectives.

Statement concerning development and implementation of risk management policy of the company

Risk management policy has been duly developed and implemented by the board of the company in which elements of risk have been identified. The board is making all out efforts to control and mitigate the effect of identified risk

Internal Financial Controls

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

Contracts and arrangements with related parties

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

OR

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2, is appended as Annexure No. 2 to the Board's report.

Corporate Social Responsibility

The Corporate Social Responsibility and Governance Committee are not applicable.

Director and Key Managerial Personnel:

The Board of Directors of the Company at present are as follows-

Name Of Director	DIN
• Vijay Mohan Jain	00691974
• Santosh Jain	00691936
• Siddhartha Jain	00692012

A) Changes in Directors and Key Managerial Personnel

There was no change in directorship during the financial year

b) Declaration by Independent directors:

Not Applicable

C) Formal Annual Evaluation

The Company has devised a policy on Director's appointment and remuneration which includes criteria for performance evaluation, for determining positive attributes, qualifications and recommendation on remuneration payable to Directors, Key Managerial Personnel and employees.

Particulars of Loans, guarantees or investments

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 from part of the notes to the financial statements provided in this Annual Report.

Statutory auditors

M/s V.G. Associates, Chartered Accountants, Lucknow, the company's Auditors retire at the conclusion of this ensuing Annual General Meeting and offer themselves for reappointment to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meet and Board of directors of the company be and are hereby authorized to fix such remuneration as may be determined in consultation of auditors.

Auditors' Report

The Notes to Accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments. The Auditors' report does not contain any qualification, reservation or adverse remark.

Secretarial auditor

Not Applicable

Explanation or comments on qualifications, reservations or adverse remarks or disclaimers made by the practicing company secretary in their reports

The provisions of Section 204 of the Companies Act, 2013 relating to submission of Secretarial Audit Report is not applicable to the Company.

Cost Auditor

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There have been no material changes in the nature of business of the Company which have occurred during the financial year of the Company under review

Details of significant & material order passed by the regulators, court & Tribunals

No significant and material orders were passed by the regulators or courts or tribunals which affect the going concern status and future operation of the company.

Particulars of Employees and related disclosures

None of the employee is in receipt of remuneration in excess of the limits prescribed under Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Subsidiaries, Joint ventures or associate companies

PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENT.

Annexure AOC-1

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

NOMINATION AND REMUNERATION COMMITTEE

MANAGERIAL REMUNERATION:

CORPORATE GOVERNANCE CERTIFICATE

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013

FRAUD REPORTING (COMPANIES AMENDMENT BILL 2014)

Conservation of energy, Technology absorption and Foreign Exchange Earnings and Outgo

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.

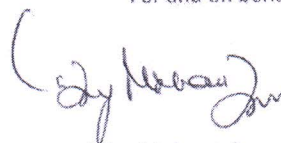
(C) Foreign exchange earnings and Outgo:

NIL

Acknowledgement

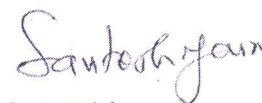
Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, Government Authorities, customers, vendors and members during the year under review. Your directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

For and on behalf of the Board of Directors



Vijay Mohan Jain

Mg. Director



Santosh Jain

Director

Place:- Lucknow

Date:-01.09.2015