

# DTL INDIA HOLDINGS LIMITED

Registered Office: Flat No. 102, Utrala 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 Office 1<sup>st</sup> Floor, office No.1 Kohinoor Center, Above HDFC Bank Ltd., Chakan, Pune 410501. Telefax: 02135-  
249771

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**Date: 14.08.2021**

To,  
Listing Department,  
**Metropolitan Stock Exchange of India Limited,**  
4th floor, Vibgyor tower, Opposite Trident Hotel,  
Bandra-Kurla Complex, Mumbai, India-400098

Respected Sir,

**Subject: Outcome of meeting of the Board of Directors of DTL India Holdings Limited ("Company") held on August 14, 2021 in accordance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

1. This is with reference to the captioned subject and in continuation of our letter dated August 09, 2021 relating to convening of a meeting of the Board of Directors ("Board") of the Company on August 14, 2021.
2. This is to inform you that the Board met today (i.e., August 14, 2021) and the following decisions were taken at the Board meeting :
  - a) The due diligence report dated August 14, 2021 ("Report") submitted by M/s DVD & Associates, a Peer reviewed Company Secretary Firm, was reviewed and taken on record by the Board.
  - b) The Board took on record the Audit report dated August 14, 2021 submitted by M/s DVD & Associates, Practicing Company Secretaries, prepared in accordance with Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018 read with Regulation 12(2) of the De Listing Regulations, in respect to the Equity Shares proposed to be delisted, covering a period of 6 months prior to the date of the meeting of the Board ("Audit Report").
  - c) The Delisting Proposal was approved in accordance with Regulation 10 of the Delisting Regulations, after having discussed and considered various factors including the report.
  - d) Based on the information available with the Company and after taking on record the Report, the Board, in accordance with Regulation 10(4) of the SEBI Delisting Regulations, certified that:
    - i. The Company is in compliance with the applicable provisions of securities laws;
    - ii. the acquirer and its related entities are in compliance with the applicable provisions of securities laws in terms of the report of the Company Secretary including compliance with sub-regulation (5) of regulation 4 of these regulations;



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- iii. the delisting, in their opinion, is in the interest of the shareholders of the company.
- e) Approval was granted to the Company to seek necessary approval from its shareholders in relation to the Delisting Proposal in accordance with Regulation 11 of the Delisting Regulations and other applicable laws, and in this regard the draft of the postal ballot notice and the explanatory statement thereto were also approved.
- f) Mr S.K. Gupta failing him Ms, Divya Saxena Partners M/s S.K.Gupta & Co. have been appointed as the scrutinizers in terms of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, to conduct the process of the postal ballot in a fair and transparent manner.
- g) The Board took on record the letter received for and on behalf of the Acquirer informing the Company that the floor price of the delisting offer is INR 450/- per Equity Share, which is determined in accordance with Regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. In support of the aforesaid, the letter was accompanied by a certificate dated July 26, 2021 issued by M/s R V Shah & Associates, Chartered Accountants (FRN: 133958W)

As required under Regulation 10(5) of the Delisting Regulations. (a) the copy of the Report is enclosed as "Annexure A"; and (b) the copy of the Audit Report is enclosed as "Annexure B".

3. Approved the Standalone Un-Audited Financial Results for the quarter ended 30<sup>th</sup> June 2021.
4. Approved the Consolidated Un-Audited Financial Results for the Quarter ended 30<sup>th</sup> June 2021

The meeting of the Board commenced at 03.00 P.M. and was concluded at 05.55 P.M.

Kindly take the above on your record.

Thanking You,

Yours faithfully,  
**For DTL India Holdings Limited**



**Nitin Metkari**  
**Company Secretary & Compliance Officer**



Membership No.42888



**DVD & ASSOCIATES**

Company Secretaries

+ 91 - 9823239397

devendracs@gmail.com

Pune | Mumbai | Kolhapur | Yavatmal | Dubai

## DUE DILIGENCE REPORT FOR DTL INDIA HOLDINGS LIMITED

[Pursuant to Regulation 10 (3) of the SEBI (Delisting of Equity Shares) Regulations, 2021]

To,  
The Board of Directors  
DTL India Holdings Limited  
Lucknow, Uttar Pradesh, India

**Sub: Due Diligence Report with regard to Delisting of Equity Shares of DTL India Holdings Limited under Chapter VI of SEBI (Delisting of Equity Shares) Regulations, 2021, as amended.**

I, the undersigned Peer Reviewed Practicing Company Secretary, appointed vide a Board resolution passed by DTL India Holdings Limited having CIN L50300UP1981PLC005289 and having registered office at Flat No. 102, Utraula Complex, 27/6 Raja Ram Mohan Rai Marg, 3, Way Road, Lucknow - 226001, Uttar Pradesh, India (hereinafter referred to as 'the Company') on 9th August 2021 under regulation 10(2) of Securities and Exchange Board India (Delisting of Equity Shares) Regulations, 2021, as amended ("Delisting Regulations") in the matter of Delisting of Equity shares from Metropolitan Stock Exchange of India Limited ("MSEI"), and I state as follows :

- 1 I have examined various documents including those relating to acquisition/ trading of shares by promoter(s)/ promoter group/ acquirer(s)/ their related entities/ top 25 shareholders, shareholding pattern(s) of the Company, and other material documents/ information provided by the management of the Company for the purpose of Due Diligence and other documents more particularly referred to in the **Annexure I**;



- 2 The maintenance of record is the responsibility of the management of the Company. Our responsibility is to express an opinion on the documents which are mentioned Annexure I based on our examination. We have relied on the documents presented to us by the Company.
- 3 The verification and examination of the records of the Company was done on test basis to ensure that correct facts are reflected in records. We believe that the processes and practices we followed provide a reasonable basis for our report.
- 4 Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc. where the examination / verification was not possible.
- 5 The compliance of the provisions of Security Laws is the responsibility of management. Our examination was limited to the verification of procedures and issued this Due Diligence Report as per Regulation 10 (3) of the SEBI (Delisting of Equity Shares) Regulations, 2021.
- 6 The Due Diligence Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
- 7 On the basis of such examination, independent verification, the discussions and the information received from / furnished by officers, other agencies and the Board of Directors of the Company, I hereby submit my report to the Board of Directors of the Company certifying the following:
  - (a) the Company was incorporated on 28th April 1981 and the present Registered office of the Company is situated at Flat No. 102, Utrala Complex, 27/6 Raja Ram Mohan Rai Marg, 3, Way Road, Lucknow- 226001, Uttar Pradesh, India. A copy of Certificate of Incorporation of the Company along with the further changes there in are attached to this Report as **Annexure II.**



- (b) the Equity shares of the Company are listed on Metropolitan Stock Exchange of India Limited ("MSEI"), stock exchange as on the date of issue of this due diligence report. The present Capital structure including the details about the Authorised, Issued, Subscribed, Paid up and Listed Capital along with shareholding pattern of the Company and audit report on Reconciliation of Share Capital under Regulation 76 of (Depositories and Participants) Regulations, 2018 is mentioned along with at Annexure III.
- (c) As on the date of this Initial Public Announcement, the Promoter and Promoter Group of the Company holds 8,00,055 ( Eight Lakh and Fifty Five) equity shares of face value Rs. 10/- (Rupees Ten) each representing 73.61 % of the paid up share capital of the Company.
- (d) The Acquirer are making this Offer to acquire 2,86,875 (Two Lakh Eighty Six Thousand Eight Hundred and Seventy Five) Equity Shares ("Offer Shares") representing 26.39 % of the paid-up capital of the Company from the Public Shareholders.
- (e) The Acquirer vide their letter dated 27th July 2021 ("Intention letter") conveyed their intention to make a voluntary delisting offer to acquire the offer shares and delist the Equity Shares of the Company from Metropolitan Stock Exchange of India Limited in accordance with the SEBI Delisting Regulations and requested the Board of Directors to approve the Delisting Offer and to seek the requisite approval from the Public Shareholders in accordance with the SEBI Delisting Regulations.
- (f) As on the date of the Initial Public Announcement, the Company has no outstanding Equity Shares, convertible instruments, stock options or any other instruments that may result in the issuance of Equity Shares by the Company. Further, as on date, none of the Equity Shares held by the Public Shareholders are subject to any lock-in requirements.
- (g) The Company is in receipt of the initial public announcement dated 27th July 2021 made by Mr. Vijay Mohan Jain ("Acquirer") forming part of the Promoter / Promoter Group (hereinafter collectively referred to as "Acquirer") in accordance with Regulation 8 of the SEBI (Delisting of Equity Shares) Regulations, 2021 inter alia expressing the intention to voluntary delist the equity shares of the Company ("Initial Public Announcement").



- (h) the details of buying, selling and dealing in the equity shares of the company by the acquirer or its related entities including the details of transactions of the top twenty-five shareholders during the period of two years prior to the date of board meeting held to consider the proposal for delisting and the details of off-market transactions of all the shareholders mentioned in clause (h) for a period of two years are as per **Annexure IV**;
- (i) the buying, selling and dealing in the equity shares of the company carried out by the acquirer or its related entities and the top twenty five shareholders is in compliance with the applicable provisions of securities laws in following manner:

Regulations	Acquirer and their related entities (including members of Promoter Group)	Top 25 public Shareholders
The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations)	Not Applicable	Not Applicable
The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;	Applicable	Not Applicable
The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	Not Applicable	Not Applicable

- (j) in respect of the delisting of Securities the acquirer has not, directly or indirectly, –
- i. employed any device, scheme or artifice to defraud any shareholder or other person; or
  - ii. engaged in any transaction or practice that operates as a fraud or deceit upon any shareholder or other person; or
  - iii. engaged in any act or practice that is fraudulent, deceptive or manipulative

This Due Diligence Report is an opinion or judgment solely based on the scrutiny of records, confirmation/ information / explanations provided and documents produced by the management of the Company.



Various concepts viz. defraud, deceit, fraudulent, deceptive manipulative is used in the SEBI Delisting Regulations, however parameters/ methodology for determining the same are not prescribed therein. By reading these terminologies it can be construed that the Acquirer shall not directly or indirectly cause any loss to the public shareholders by adopting any malpractices.


This Certificate is issued and provided solely to enable the Board of Directors of the Company to comply with the provisions of sub-regulation (2) of regulation 10 of Delisting Regulations and can only be used in the matter of Delisting of Equity shares of the Company from Metropolitan Stock Exchange of India Limited pursuant to the said Delisting Regulations.

Our responsibility is to express an opinion on the available information and documents provided to us by the management.

We do not incur any liability that arises due to this report, if information or documents given to us are false, misleading or if there is misrepresentation of facts, escape/ concealment of material information or documents.

**FOR DVD & ASSOCIATES  
COMPANY SECRETARIES**



  
**DEVENDRA DESHPANDE**

**FCS No. 6099**

**CP No. 6515**

**PR No. 1164/2021**

**Place: Pune**

**Date: 14/08/2021**

**UDIN: F006099C000785009**

**ANNEXURE I : TO THE DUE DILIGENCE REPORT FOR THE DELISTING OF SECURITIES OF DTL INDIA HOLDINGS LIMITED**

The list of documents verified while issuing the Due Diligence Report:

1. Memorandum and Articles of Association of the Company.
2. Listing agreement of the Company for existing securities on the Stock Exchanges.
3. Audited Financial Statements of the Company for a period to cover Two years before the date of the Board Meeting.
4. List of Shareholders and changes therein for a period to cover Two years before the date of the Board Meeting.
5. Register of Transfer of shares and Register of Shareholders for a period to cover Two years before the date of the Board Meeting.
6. Report received from Registrar and Transfer agents for the purpose of Physical transfer of shares.
7. Weekly statement of Beneficial Position as received from the depositories.
8. The documents filed, returns uploaded, forms filed with the Registrar of Companies, Ministry of Corporate Affairs, Stock Exchanges and other regulatory authorities which were relevant for forming an opinion.
9. Minutes of Board and General Body meetings of the company for matters which are in the prospectus.





**ANNEXURE II : CERTIFICATE OF INCORPORATION OF THE COMPANY ALONG WITH THE  
FURTHER CHANGES THERE IN**



प्रारूप आई० आर०

Form I. R.

निगमन का प्रमाण-पत्र

**CERTIFICATE OF INCORPORATION**

ता० ..... का सं० .....

No. 5289 of 1981

मैं एतद् द्वारा प्रमाणित करता हूँ कि आज .....

कम्पनी अधिनियम 1956 (1956 का I) के अधीन निगमित की गई है और यह कम्पनी  
परिसीमित है।

I hereby certify that SHRI M. S. JAIN AUTO PRIVATE LIMITED  
is this day incorporated under the Companies Act, 1956 (No. I of 1956)  
and that the Company is Limited.

मेरे हस्ताक्षर से आज ता० ..... को दिया गया।

Given under my hand at KANPUR this 28<sup>th</sup> day  
of April One thousand nine hundred and Eighty One  
8<sup>th</sup> Vaisakha 1903 (S. E.)

Sd/-

(V. P. KAPOOR)

28-4-81

कम्पनियों का रजिस्ट्रार  
Registrar of Companies  
U. P., Kanpur.



**FRESH CERTIFICATE OF INCORPORATION  
CONSEQUENT ON CHANGE OF NAME.**

No. 5289

In the Office of Registrar of Companies,  
Uttar Pradesh, Kanpur.  
( Under the Companies Act, 1956 ( 1 of 1956 )

In the matter of **Shri M. S. Jain Auto Private Limited**

I hereby certify that **Shri M. S. Jain Auto Private Limited** which was originally incorporated on 28th day of April, 1981 under the Companies Act, 1956 under the name **Shri M. S. Jain Auto Private Limited** having duly passed special resolution on 17.1.1984 in terms of Section 21 of the Companies Act, 1956, the name of the said company is this day changed to **Shri M. S. Jain Auto Limited** and this certificate is issued pursuant to Section 23 (1) of the said Act.

Given under my hand at KANPUR this 2nd day of February, 1984 (One thousand Nine Hundred Eighty Four).

Sd/-

( V. P. Kapoor)

2-2-84

REGISTRAR OF COMPANIES, U. P.,  
KANPUR.

L/-221082/.



**FRESH CERTIFICATE OF INCORPORATION  
CONSEQUENT ON CHANGE OF NAME.**

No. 20 - 5289

In the Office of Registrar of Companies,  
Uttar Pradesh, Kanpur.  
( Under the Companies Act, 1956 ( 1 of 1956 )

In the matter of **Shri M. S. Jain Auto Limited**

I hereby certify that **Shri M. S. Jain Auto Limited** which was originally incorporated on 28th day of April, 1981 under the Companies Act, 1956 under the name **Shri M. S. Jain Auto Private Limited** having duly passed special resolution on 14.1.1995 in terms of Section 21 of the Companies Act, 1956 and approval of the Central Government signified in writing having been accorded thereto in the letter No. 7973 / 5289 dated 30.1.95 of the Registrar of Companies, Uttar Pradesh, Kanpur. The name of the said company is this day changed to **DTL ANCILLARIES LIMITED** and this certificate is issued pursuant to Section 23 (1) of the said Act.

Given under my hand at KANPUR this 30th day of January, 1995 (One thousand Nine Hundred Ninty Five).

Sd/-

( R.D. KUREEL )

30-1-95

REGISTRAR OF COMPANIES, U. P.,  
KANPUR.



**FRESH CERTIFICATE OF INCORPORATION  
CONSEQUENT ON CHANGE OF NAME.**

No. 20 - 5289

In the Office of Registrar of Companies,  
Uttar Pradesh, Kanpur.  
( Under the Companies Act, 1956 ( 1 of 1956 )

In the matter of **DTL ANCILLARIES LIMITED.**

I hereby certify that **DTL ANCILLARIES LIMITED** which was originally incorporated on 28th day of April, 1981 under the Companies Act, 1956 under the name **Shri M. S. Jain Auto Private Limited** having duly passed special resolution on 11.7.1996 in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto in the letter No. 476 / 5289 dated 15.7.96 of the Registrar of Companies, Uttar Pradesh, Kanpur. The name of the said company is this day changed to **D.T.L. ANCILLARIES U.P. LIMITED** and this certificate is issued pursuant to Section 23 (1) of the said Act.

Given under my hand at KANPUR this 15th day of July, 1996 (One thousand Nine Hundred Ninty Six).

Sd/-

( R.D. KUREEL )

15-7-96

REGISTRAR OF COMPANIES, U. P.,  
KANPUR.



**FRESH CERTIFICATE OF INCORPORATION  
consequent upon change of name.**

Corporate Identity Number **L50800UP1981PLC005829**

In the matter of **DTL ANCILLARIES U.P. LIMITED.**

I hereby certify that **DTL ANCILLARIES U.P. LIMITED** which was originally incorporated on Twenty Eight day of April Nineteen Hundred Eighty One under the Companies Act, 1956 (No. 1 of 1956) as **SHRI M.S. JAIN AUTO PRIVATE LIMITED** having duly passed the necessary resolution in terms of section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded hereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24.06.1985 vide SRN B 12548087 dated 23/05/2011 the name of the said company is this day Changed to **DTL INDIA HOLDINGS LIMITED** and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Kanpur this Twenty Third day of May Two Thousand Eleven



Sd./

(SANJAY BOSE)

23.05.2011

सहायक कम्पनी रजिस्ट्रार / Assistant Registrar of Companies

उत्तर प्रदेश एवं उत्तराखण्ड

Uttar Pradesh and Uttarakhand



**ANNEXURE III : TO THE DUE DILIGENCE REPORT FOR THE DELISTING OF SECURITIES OF DTL INDIA HOLDINGS LIMITED**

**CAPITAL STRUCTURE OF THE COMPANY AS ON THE DATE OF THIS REPORT**

**AUTHORISED CAPITAL**

Particulars	Number of shares	Nominal Value per share (Rs.)	Total Authorised Capital (Rs.)
Equity	12,50,000	10	1,25,00,000
Preference	-	-	-
Unclassified	-	-	-

**ISSUED CAPITAL**

Particulars	Number of shares	Nominal Value per share (Rs.)	Total Issued Capital (Rs.)
Equity	10,86,930	10	1,08,69,300
Preference	-	-	-
Unclassified	-	-	-

**SUBSCRIBED CAPITAL**

Particulars	Number of shares	Nominal Value per share (Rs.)	Total Subscribed Capital (Rs.)
Equity	10,86,930	10	1,08,69,300
Preference	-	-	-
Unclassified	-	-	-

**PAID UP CAPITAL**

Particulars	Number of shares	Nominal Value per share (Rs.)	Total Paid Up Capital (Rs.)
Equity	10,86,930	10	1,08,69,300
Preference	-	-	-
Unclassified	-	-	-

**LISTED CAPITAL**

Particulars	Number of shares	Nominal Value per share	Total Listed Capital	Name of the Stock Exchange where listed
Equity	10,86,930	10	1,08,69,300	Metropolitan Stock Exchange of India Limited
Preference	-	-	-	-
Unclassified	-	-	-	-



## SHAREHOLDING PATTERN

Category Wise Holdings Summary							
Category	Demat Securities	Demat Holders	Physical Securities	Physical Holders	Total Securities	Total Holders	%- Issued Capital
Clearing Members	-	-	-	-	-	-	-
Other Bodies Corporate	-	-	-	-	-	-	-
Foreign Promoters	-	-	-	-	-	-	-
Hindu Undivided Family	-	-	-	-	-	-	-
Mutual Funds	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-
Non Resident (Non Repatriable)	-	-	-	-	-	-	-
Public	1,07,345	1	1,79,530	234	2,86,875	235	26.39
Promoters	8,00,055	3	-	-	8,00,055	3	73.61
Body Corporate - Ltd Liability Partnership	-	-	-	-	-	-	-
Foreign Portfolio Investors (Corporate)	-	-	-	-	-	-	-
Alternate Invst Funds - III	-	-	-	-	-	-	-
<b>TOTAL :</b>	<b>9,07,400</b>	<b>4</b>	<b>1,79,530</b>	<b>234</b>	<b>10,86,930</b>	<b>238</b>	<b>100.00</b>



**POST DELISTING CAPITAL STRUCTURE (ASSUMING ALL OFFER SHARES ARE ACQUIRED)**

CATEGORY	Before Delisting offer		Post Delisting offer	
	Number Securities	of % shareholding	Number Securities	of % shareholding
Acquirer (alongwith other promoters/ promoter group)	8,00,055	73.61	10,86,930	100.00
Public Shareholding	2,86,875	26.39	0	0
<b>Total</b>	<b>10,86,930</b>	<b>100.00</b>	<b>10,86,930</b>	<b>100.00</b>





**Reconciliation of Share Capital Audit Report**

Under regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 read with Regulation 12(2) of SEBI (Delisting of Equity Shares) Regulations, 2021

SN	Particulars	Remarks
1	For the period	14th February 2021 to 13th August 2021
2	ISIN	INE348W01019
3	Face Value	Re. 10/- Each
4	Name of the company	DTL India Holdings Limited
5	Registered Office Address	Flat No. 102, Utraula Complex, 27/6 Raja Ram Mohan Rai Marg, 3, Way Road, Lucknow - 226001, Uttar Pradesh, India
6	Correspondence Address	1st floor office no. 1 Kohinoor Centre above HDFC Bank Chakan, Pune-410501
7	Telephone & Fax No	Ph: (02135) 249771
8	Email address	csnitin@dtlpune.com
9	Name of the Stock Exchanges where the company's securities are listed	Metropolitan Stock Exchange of India Limited
10	Issued Capital	10,86,930 (Ten Lakhs Eighty Six Thousand Nine Hundred and Thirty) Equity Shares of Rs.10/- (Rs. Ten Only) each, amounting to Rs. 1,08,69,300/- (Rupees One Crore Eight Lakhs Sixty Nine Thousand Three Hundred Only)
11	Total Listed Capital	10,86,930 (Ten Lakhs Eighty Six Thousand Nine Hundred and Thirty ) Equity Shares of Rs.10/- (Rs. Ten Only) each, amounting to Rs. 1,08,69,300/- (Rupees One Crore Eight Lakhs Sixty Nine Thousand Three Hundred Only)
12	Held in dematerialized form in CDSL	1,07,345 (One lakh Seven Thousand Three Hundred and Forty five) Equity Shares of Rs.10/- (Rs. Ten Only) each, amounting to Rs.10,73,450 (Rupees Ten Lakhs Seventy Three Thousand Four Hundred and Fifty only)
13	Held in dematerialized form in NSDL	8,00,055 (Eight Lakhs and Fifty Five) Equity Shares of Rs.10/- (Rs. Ten Only) each, amounting to Rs.80,00,550 (Rupees Eighty Lakhs Five Hundred and Fifty Only)



14	Physical	1,79,530 (One Lakh Seventy Nine Thousand Five Hundred and Thirty) Equity Shares of Rs.10/- (Rs. Ten Only) each, amounting to Rs. 17,95,300 (Seventeen Lakhs Ninety Five Thousand Three Hundred Only)					
15	Total No. of Shares (12+13+14)	10,86,930 (Ten Lakhs Eighty Six Thousand Nine Hundred and Thirty ) Equity Shares of Rs.10/- (Rs. Ten Only) each, amounting to Rs. 1,08,69,300/- (Rupees One Crore Eight Lakhs Sixty Nine Thousand Three Hundred Only)					
16	Reasons for difference, if any, between (10 and 11) (10 and 15) (11 and 15)	N.A. N.A. N.A.					
17	Certifying the details of changes in share capital during the quarter under consideration as table below:	<b>No change in share capital during the quarter</b>					
	Particulars***	No. of Shares	Applied/ Not applied for listing	Listed on stock exchanges (Specify names)	Whether intimated to NSDL	Whether intimated to CDSL	In principal approval pending for SE (Specify names)
*** Rights, Bonus, preferential Issue, ESOPs, Amalgamation, Conversion, Buy -Back, Capital reduction.							
18	Register of Members is updated	Yes					
19	Reference to previous quarter with regards to excess dematerialized shares, if any	N. A.					
20	Has Company resolved the matter mentioned in point number 19 above in the current quarter? If not reasons why?	N. A.					
21	The details of the total no of requests confirmed after 21 days and requests pending for more than 21 days	N. A.					
22	Names, Address, Tel and Fax No. of the compliance officer of the Company	Mr. Nitin Metkari, Company Secretary Tel Fax: (02135) 249771					
23	Name, Address, Tel and Fax No. of the Auditor	Devendra Vasant Deshpande Proprietor, DVD & Associates FCS: 6099 CP: 6515 3rd Floor, Samartha Building, Plot No. 14, Pinak Colony,					



		Near Bank of India, Karve Nagar,Pune-411052 M.NO: 9823239397
24	Appointment of Common registry for share registry work, if Yes (name and address)	Skyline Financial Services Private Limited D-153, 1st Floor, Okhala Industrial area, Phase 1, New Delhi -110020 Ph. No. 011 41044923 Email: info@skylinerrta.com Website: www. skylinerrta.com
25	Any other detail that the auditor may like to provide (e.g. BIFR Company, delisting from SE, Company Changed its name etc.)	Nil



**ANNEXURE IV : TO THE DUE DILIGENCE REPORT FOR THE DELISTING OF SECURITIES OF DTL INDIA HOLDINGS LIMITED**

Date of buying, selling and dealing	Nature of transaction (buying selling and dealing)	Name of Shareholder	Category (Promoter / Promoter Group / top 25 shareholder)	Mode of acquisition (market purchase / public rights/ preferential offer / off market / Inter-se transfer etc.	Pre Transaction		Post Transaction		Whether off market / on Exchange
					Number of Securities	% age of shareholding	Number of Securities	% age of shareholding	
				Off market Purchase					Off market
30/06/2021	Buying	Amol Ranjan Nehru	Top 25 Shareholder	Off market Purchase	0	0	22,320	2.05	Off market
01/07/2021	Buying	Amol Ranjan Nehru	Top 25 Shareholder	Off market Purchase	22,320	2.05	52,470	4.83	Off market
22/07/2021	Buying	Amol Ranjan Nehru	Top 25 Shareholder	Off market Purchase	52,470	4.83	79,470	7.31	Off market
22/07/2021	Buying	Amol Ranjan Nehru	Top 25 Shareholder	Off market Purchase	79,470	7.31	107,345	9.88	Off market



**V.G.ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

Room No. 5B & 6A, CD Block, Dalippur Towers, 6, Sapru Marg, Lucknow  
Phone No. +91 - 522 - 4016909,  
Mobile No. : 9415022780, 9415009130  
E-Mail: [vgassociates@gmail.com](mailto:vgassociates@gmail.com)

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LIMITED REVIEW REPORT

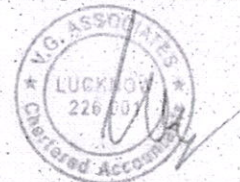
To,

The Board of Directors,  
DTL India Holdings Limited.

We have reviewed the unaudited financial results of DTL India Holdings Limited ("the Company") for the quarter ended June 30, 2021 which are included in the accompanying Statement of Financial Results for the Quarter ended June 30, 2021' together with the notes thereon ("the statement"). The Statement has been prepared by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing obligation and Disclosure Requirements) Regulation 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016. The statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the financial statements based on our review.

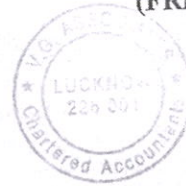
We conducted our review in accordance with the standard on Review Engagement (SRE) 2410, Review of Interim Financial information performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and an analytical procedure applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the statement, prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting standards (INDAS) specified under Section 133 of the Companies Act, 2013 read with relevant rules issued there under and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.



Date: 14/08/2021  
Place: Lucknow  
UDIN: 21070481AAAABA3560

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



A handwritten signature in black ink, appearing to read "V.K. Gupta".

(V.K. Gupta)  
Partner  
Membership no. 070481

# DTL INDIA HOLDINGS LIMITED

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 Office 1<sup>st</sup> Floor, office No.1 Kohinoor Center, Above HDFC Bank Ltd., Chakan, Pune 410501. Telefax: 02135-  
 249771

## Un-Audited Financial Results for the Quarter and year ended June 30, 2021 (Rs. In Lacs)

Particulars	3 Months ended 30.06.2021	Preceding 3 Months ended 31.03.2021	Corresponding 3 Months ended 30.06.2020 in the previous year	Current Year ended 31.03.2021
	Unaudited	Unaudited	Unaudited	Audited
1 Revenue				
(a) Form operation	68.19	25.36	3.85	78.06
(b) Other Income	-	1.99	-	1.99
<b>Total Revenue</b>	<b>68.19</b>	<b>27.35</b>	<b>3.85</b>	<b>80.05</b>
2 Expenses				
(a) Cost of Materials Consumed	73.02	38.32	-	39.03
(b) Charges in Inventories of financial goods, Work-in-Progress	-	-	-	-
© Employee benefits expenses	16.32	13.38	8.60	41.03
(d) Excise Duty	-	-	-	-
(e) Finance Costs	-	2.92	-	2.92
(f) Depreciation and amortisation expenses	2.90	3.74	2.60	11.54
(g) Other Expenses	29.10	128.10	2.91	162.31
<b>Total Expenses</b>	<b>121.34</b>	<b>186.46</b>	<b>14.11</b>	<b>256.83</b>
3 Profit/(Loss) before Tax(1-2)	(-) 53.15	(-) 159.11	(-) 10.26	(-) 176.78
4 Tax Expenses				
Current Tax	-	-	-	-
Deffered Tax	-	-	-	-
5 Nett Profit(Loss) after Tax (3-4)	(-) 53.15	(-) 159.11	(-) 10.26	(-) 176.78
6 Other Comprehensive Income	-	-	-	-
7 Total Comprehensive Income	(-) 53.15	(-) 159.11	(-) 10.26	(-) 176.78
8 paid up Equity Share Capital (Face Value: Rs 10 per Share)	108.69	108.69	108.69	108.69
9 Reserves excluding Revaluation Reserves as per balance sheet	-	-	-	672.06
10 Earnings per Share				
Basic and diluted(Rs. )	(-) 4.90	(-)14.64	(-) 0.94	(-) 16.26

Note:-

1. The above financial results, after review by the Audit Committee, have been approved and taken on record by the Board of Directors at its meeting held on 14th August 2021.

2. The Statutory Auditors have carried out limited review of the financial results for the quarter ended June 30, 2021 as required under Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015.



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3. This Statement has been prepared in accordance with the Companies (Indian Accounting Standards) Rule, 2015,  
as amended prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder.

Yours faithfully,  
**For DTL India Holdings Limited**



**Nitin Metkari**  
**Company Secretary & Compliance Officer**



Membership No. 42888



**V.G.ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

Room No. 5B & 6A, CD Block, Dalippur Towers, 6, Sapru Marg, Lucknow  
Phone No. +91 - 522 - 4016909,  
Mobile No. : 9415022780, 9415009130  
E-Mail: [vgassociates@gmail.com](mailto:vgassociates@gmail.com)

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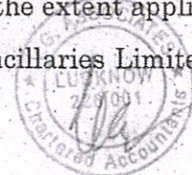
Independent Auditor's Review Report on consolidated unaudited quarterly and three months to date financial results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

TO THE BOARD OF DIRECTORS OF  
DTL INDIA HOLDINGS LIMITED

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of DTL India Holdings Limited ("the Company") and its Associate for the quarter ended June 30, 2021, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended which has been initialled by us for the purpose of identification. Attention is drawn to the fact that the consolidated figures for the corresponding quarter June 30, 2020, as reported in these financial results have been approved by the Company's Board of Directors, but have not been subjected to review.
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors in their respective meeting held on August 14, 2021, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform review to obtain moderate assurance as to whether the statement is free to material mis-statement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. The Statement includes the results of the DTL Ancillaries Limited (an Associate Company).



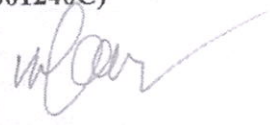
5. We did not review the interim financial information of Associate (DTL Ancillaries Limited) included in the unaudited consolidated financial results, whose interim financial results reflect total assets of Rs. 218.15 Cr as at 30<sup>th</sup> June 2021, total revenues of Rs. 38.99 Cr for the quarter ended 30<sup>th</sup> June 2021, total profit after tax of Rs. (2.72) Cr for the quarter ended 30<sup>th</sup> June 2021 and total comprehensive income of Rs. (2.72) Cr for the quarter ended 30<sup>th</sup> June 2021 as considered in the unaudited consolidated financial results.
6. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Our conclusion on the Statement is not modified in respect of the above matter.

Date: 14/08/2021  
Place: Lucknow  
UDIN: 21070481AAAAAZ1013

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



  
(V.K. Gupta)  
Partner

Membership no. 070481

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## Un-Audited consolidated Financial Results for the Quarter and year ended June 30, 2021 (Rs. In Lacs)

Particulars	3 Months	Preceding	Corresponding	Current
	ended	3 Months ended	3 Months ended	Year
			in the previous year	ended
	30.06.2021	31.03.2021	30.06.2020	31.03.2021
	Unaudited	Unaudited	Unaudited	Audited
1 Revenue				
(a) Form operation	68.19	25.36	3.85	78.06
(b) Other Income	-	1.99	-	1.99
Total Revenue	68.19	27.35	3.85	80.05
2 Expenses				
(a) Cost of Materials Consumed	73.02	38.32	-	39.03
(b) Charges in Inventories of financial goods, Work-in-Progress	-	-	-	-
(c) Employee benefits expenses	16.32	13.38	8.60	41.03
(d) Excise Duty	-	-	-	-
(e) Finance Costs	-	2.92	-	2.92
(f) Depreciation and amortisation expenses	2.90	3.74	2.60	11.54
(g) Other Expenses	29.10	128.10	2.91	162.31
Total Expenses	121.34	186.46	14.11	256.83
3 Profit/(Loss) before Tax(1-2)	(-) 53.15	(-) 159.11	(-) 10.26	(-) 176.78
4 Tax Expenses				
Current Tax	-	-	-	-
Deffered Tax	-	-	-	-
5 Profit from Association	-125.09	(-) 3.13	94.59	(-) 228.70
6 Nett Profit(Loss) after Tax (3-4)	-178.24	(-) 162.24	84.33	(-) 405.49
7 Other Comprehensive Income	-	-	-	-
8 Total Comprehensive Income	-178.24	(-) 162.24	84.33	(-) 405.49
paid up Equity Share Capital				
9 (Face Value: Rs 10 per Share)	108.69	108.69	108.69	108.69
10 Reserves excluding Revaluation Reserves				
as per balance sheet	-	-	-	1614.40
Earnings per Share				
Basic and diluted(Rs. )	-16.40	(-) 14.93	7.76	(-) 37.30

Note:-

1. The above financial results, after review by the Audit Committee, have been approved and taken on record by the Board of Directors at its meeting held on 14th August 2021.

2. The Statutory Auditors have carried out limited review of the financial results for the quarter ended June 30, 2021



# DTL INDIA HOLDINGS LIMITED

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as required under Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015.

3. This Statement has been prepared in accordance with the Companies (Indian Accounting Standards) Rule, 2015,  
as amended prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder.

Yours faithfully,  
**For DTL India Holdings Limited**



**Nitin Metkari**  
**Company Secretary & Compliance Officer**



Membership No.42888

# DTL INDIA HOLDINGS LIMITED

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249771

14<sup>th</sup> August, 2021

To,

## Head-Listing & Compliance

Metropolitan Stock Exchange of India Ltd. (MSEI)

Vibgyor Towers, 4<sup>th</sup> Floor,

Plot No.C 62, G-Block,

Opp.Trident Hotel,

Bandra Kurla Complex, Bandra (E),

MUMBAI – 400098

**Sub.:** Non-applicability of declaration of Reg. 32 of SEBI (LODR) Regulations, 2015 (Statement of Deviation or Variation for proceeds of public issue, rights issue, preferential issue, QIP)

Dear Sir/ Ma'am,

We hereby declare and undertake that the Regulation 32 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (filing of declaration of Reg. 32 of SEBI (LODR) Regulations, 2015 (Statement of Deviation or Variation for proceeds of public issue, rights issue, preferential issue, QIP)) is not applicable to the Company as the Company has made any public issue, right issue, preferential issue or QIP.

Kindly take the above information on record and oblige.

Thanking You,

Yours faithfully,  
**For DTL India Holdings Limited**



**Nitin Metkari**  
**Company Secretary & Compliance Officer**



Membership No.42888