



33rd ANNUAL REPORT

2023-24

DCM FINANCIAL SERVICES LTD.

BOARD OF DIRECTORS

| | |
|----------------------|--|
| Mrs. Nidhi Deveshwar | <i>Chairperson & Whole-time Director (Re-appointment w.e.f. 29.11.2023)</i> |
| Ms. Rajni Gupta | <i>Independent Director (resigned on 12.08.2023)</i> |
| Ms. Parul Singh | <i>Independent Director (resigned on 31.01.2024)</i> |
| Ms. Richa Kalra | Independent Director |
| Mr. Kaushal Kashyap | <i>Director (Category: Non Executive)</i> |
| Mr. Sanjay Sahni | Independent Director |
| Ms. Ruchi Chordia | <i>Independent Director (appointed w.e.f. 12.08.2023)</i> |
| Ms. Priyanka Sisodia | Independent Director (appointed w.e.f. 24.01.2024 & resigned on 30.08.2024) |
| Ms. Honey Agarwal | Additional Director (Category: Non-Executive Independent) (appointed w.e.f. 30.08.2024) |
| Mrs. Nidhi Deveshwar | <i>Chairperson & Whole-time Director (Re-appointment w.e.f. 29.11.2023)</i> |
| Ms. Somali Trivedi | Company Secretary & Chief Financial Officer |

KEY MANAGERIAL PERSONNEL

| | |
|----------------------|---|
| Mrs. Nidhi Deveshwar | Chairperson & Whole-time Director (Re-appointment w.e.f. 29.11.2023) |
| Ms. Somali Trivedi | Company Secretary & Chief Financial Officer |

AUDIT COMMITTEE

| | |
|----------------------|-------------|
| Ms. Richa Kalra | Chairperson |
| Mr. Sanjay Sahni | Member |
| Mrs. Nidhi Deveshwar | Member |

STAKEHOLDER RELATIONSHIP COMMITTEE

| | |
|----------------------|-------------|
| Ms. Richa Kalra | Chairperson |
| Mr. Kaushal Kashyap | Member |
| Mrs. Nidhi Deveshwar | Member |

NOMINATION & REMUNERATION COMMITTEE

| | |
|----------------------|-------------|
| Ms. Richa Kalra | Chairperson |
| Mr. Sanjay Sahni | Member |
| Mrs. Nidhi Deveshwar | Member |

SECRETARIAL AUDITOR

M/s. Jain P & Associates
Company Secretaries

Add: B-40, Phase-2, VivekVihar, Delhi-110095

STATUTORY AUDITOR

M/s. V SahaiTripathi & Co.,
Chartered Accountants

8-E, Hansalaya, 15 Barakhamba Road,
Connaught Place, New Delhi - 110001

INTERNAL AUDITOR

M/s. STVG & Co., Chartered Accountants

REGISTRAR & SHARE TRANSFER AGENT

MCS Share Transfer Agent Limited

Add: F-65, 1st Floor, Okhla Industrial Area, Phase-1,
New Delhi-110020

Tel.: 011-41406149

E-mail: helpdeskdelhi@mcsregistrars.com

CIN

L65921DL1991PLC043087

CORPORATE OFFICE & REGISTERED OFFICE

Upper Ground Floor, South Tower, NBCC Place,
BhishamPitamah Marg, , New Delhi, Delhi,
110003

SHARES LISTED AT

NATIONAL STOCK EXCHANGE OF INDIA LTD.

Exchange Plaza, Plot No. C/1, G Block, Bandra-
Kurla Complex Mumbai - 400 051

BSE LIMITED

PhirozeJeejeebhoy Towers, Dalal Street,
-400001

CALCUTTA STOCK EXCHANGE LIMITED

7, Lyons Range, Dalhousie, Kolkata-700001

E-MAIL

info@dfsloonline.in

WEBSITE

www.dfsloonline.in

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NOTICE OF 33RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33rd Annual General Meeting of the members of **DCM Financial Services Limited** ("DCM" or "the Company") will be held on **Friday, September 27, 2024 at 01:00 P.M.)** at **Sarita Sadan, NS 3B, SaritaVihar, Adj. to St. Giri Public School New Delhi-110076**), to transact the following business (es):-

ORDINARY BUSINESS:**1. Adoption of Standalone and Consolidated Financial Statements for the year ended 31st March, 2024**

To receive, consider and adopt the Standalone & Consolidated Financial statements of the Company for the financial year ended on 31st March, 2024 including the Audited Balance Sheet as at March 31, 2024, Profit & Loss Statement for the financial yearended on that date together with the Reports of Board of Directors and Auditors there on and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolution**:

"RESOLVED THAT the Standalone & Consolidated Audited Financial Statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. Re-appointment of Mr. Kaushal Kashyap (DIN: 07683753), Director liable to retire by rotation

To appoint **Mr. Kaushal Kashyap** (DIN: 07683753) who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for Re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. Kaushal Kashyap** (DIN: 07683753), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS:**3. Re-appointment of Ms. Richa Kalra (DIN:07632571) as an Independent Director(Category: Non-Executive)**

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 recommendation of Nomination & Remuneration Committee of the Board and Board of Directors and subject to the approval of shareholders at the ensuing Annual General Meeting and pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, **Ms. Richa Kalra** (DIN: 07632571), who was re-appointed as an Independent Director(Category: Non-Executive) of the Company for a term of five consecutive years commencing from October 06, 2019 to October 05, 2024, by the members at the 28th Annual General Meeting, has submitted a declaration that she meets the criteria for independence as provided in Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations, be and is hereby re-appointed as an Independent Director(Category: Non-Executive) of the Company for a term of two consecutive years commencing from **October 06, 2024 up to October 05, 2026, not liable to retire by rotation.**"

"RESOLVED FURTHER THAT any of the Director of the Company be is hereby authorised to sign and file all the necessary e-forms, applications, documents, inter alia, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto."

4. Adoption of New Set of Articles of Association in accordance with Companies Act, 2013

To consider and if though fit, to pass with or without modification the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and 15 of the Companies Act, 2013, together with Schedule I as enacted there under in the Act, to be read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and all other applicable provisions, if any, of the Companies Act 2013, a new set of Articles of Association, primarily based on Table F of Schedule I to the Companies Act 2013, be and is hereby approved and adopted as the new set of Articles of Association in place of the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT any of the Director of the Company be is hereby authorised to sign and file all the necessary e-forms, applications, documents, inter alia, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto.”

5. Adoption of new set of Memorandum of Association in accordance with Companies Act, 2013

To consider and if though fit, to pass with or without modification the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13, 15 and all other applicable provisions of the Companies Act, 2013 to be read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the draft clauses as contained in the Memorandum of Association (primarily based on Table A as set out under Schedule I to the Act) which are submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses as contained in the existing Memorandum of Association of the Company with immediate effect.”

“RESOLVED FURTHER THAT any of the Director of the Company be is hereby authorised to sign and file all the necessary e-forms, applications, documents, inter alia, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto.”

6. Approval for Borrowing Limits of the Company as provided under Section 180 (1)(c) of the Companies Act, 2013

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 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company and in suppression of all earlier resolutions passed (if any) in this regard under the Companies Act, 1956 (earlier in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company and / or any Committee thereof to borrow at its discretion, either from the Company's Bank(s) or any other Indian or Foreign Bank(s), Financial Institution(s) and / or any other Lending Institutions or Persons from time to time such sum(s) of money(s) and the sum(s) to be borrowed together with the money(s) already borrowed by the Company (apart from temporary loans obtained from the Company's bankers / FIs in the ordinary course of business) with or without security on such terms and conditions as they may think fit shall exceed the aggregate of the paid-up capital and free reserves and securities premium of the Company that is to say, reserves not set apart for any specific purpose provided that the total amount together with the money(s) already borrowed by the Board of Directors shall not exceed the sum of Rs. 100 Crores (Rupees One Hundred Crores only) at any given point of time.”

“RESOLVED FURTHER THAT any of the Director of the Company be and are hereby severally authorised to sign and file all the necessary e-forms, applications, documents, inter alia, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto.”

7. Approval under section 180 (1)(a) of the Companies Act, 2013

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 180(1)(a) of the Companies Act, 2013 and subject to other approvals, if applicable or required under any statute(s) / rule(s)/ regulation(s) or any law for the time being in force or required from any other concerned authorities and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and in supersession of all earlier resolutions passed in this regard under the Companies Act, 1956 (earlier in force), the Board of Directors of the Company and / or Committee thereof be and are hereby authorised and shall be deemed to have always been so authorised to create such mortgages/ charges/ hypothecation and / or other encumbrances, in addition to the existing mortgages, charges, hypothecation and other encumbrances, if any created by the Company on all or any part of the immovable and / or movable properties, current and / or fixed assets, tangible or intangible assets, book debts and / or claims of the Company wheresoever situate, present and future such charge to rank either pari-passu with or second, subsequent, subservient and subordinate to all mortgages, charges, hypothecation and other encumbrances created / to be created by the Company in favour of Indian or Foreign Bank(s), Financial Institution(s), Foreign Financial Institution(s), and other Lending Institution, and / or to such other Persons, if any, from whom the Company has / or proposed / proposes to borrow money/ sums of moneys by way of Term Loans, Cash Credits, Overdrafts, discounting of bills, inter corporate deposits, commercial papers or such other financial instruments permitted to be used by the appropriate authorities from time to time together with interest, cost, charges and other incidental expenses in terms of agreement(s) entered / to be entered into by the Board of Directors / Committee(s) thereof of the Company within the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Companies Act, 2013 i.e. Rs. 100 Crores (Rupees One Hundred Crores only) at any given point of time.

“RESOLVED FURTHER THAT any of the Director of the Company be is hereby authorised to sign and file all the necessary e-forms, applications, documents, inter alia, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto.”

8. Approval for Related Party Transactions as per Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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 Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and provisions of Section 188 of the Companies Act, 2013 and other applicable provisions, if any, of Listing Regulations and Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the Company’s Policy on Materiality of and Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of ‘Related Party Transaction’ under Regulation 2(1)(zc) of the Listing Regulations read with provisions of Section 188 of the Companies Act, 2013 and the rules made thereunder to be entered into between the Company and Related party falling within the definition of ‘Related Party’ under Regulation 2(1)(zb) of the Listing Regulations read and Section 2(76) of the Companies Act, 2013, on such material terms and conditions as may be mutually agreed between the parties, for a period commencing from the 32nd Annual General Meeting upto 35th Annual General Meeting of the Company to be held in the year 2027 provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction (s) shall be carried out in the ordinary course of business and at an arm’s length basis.”

“FURTHER RESOLVED that Audit Committee and Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this Resolution, for and on behalf of the Company, without being required to seek further consent or approval of the Members or otherwise and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

"FURTHER RESOLVED that all actions taken by the Audit Committee and Board of Directors of the Company in connection with any matter referred to or contemplated in this Resolution, be approved, ratified and confirmed in all respects.

"RESOLVED FURTHER THAT any of the Director of the Company be is hereby authorised to sign and file all the necessary e-forms, applications, documents, inter alia, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto."

9. APPROVAL OF LIMITS FOR THE LOANS, GUARANTEES AND INVESTMENT BY THE COMPANY AS PER SECTION 186 OF THE COMPANIES ACT, 2013

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 186 of the Companies Act, 2013 and subject to other approvals, if applicable or required under any statute(s) / rule(s)/ regulation(s) or any law for the time being in force or required from any other concerned authorities and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and in supersession of all earlier resolutions passed in this regard under the Companies Act, 1956 (earlier in force), the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 50 Crore (Rupees Fifty Crore only) over & above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013."

"RESOLVED FURTHER THAT any of the Director of the Company be is hereby authorized to sign and file all the necessary e-forms, applications, documents, inter alia, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto."

10. Regularization of Ms. Honey Agarwal (DIN: 10401335) as an Independent Director

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

"RESOLVED THAT subject to the approval of shareholders at the ensuing Annual General Meeting and pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Ms. Honey Agarwal (DIN: 10401335), who was appointed as an Additional (Category: Independent) Director of the Company by the Board of Directors at their Meeting held on August 30, 2024 in terms of Section 149 of the Companies Act, 2013, on recommendation of Nomination & Remuneration Committee, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from August 30, 2024 up to August 29, 2029, not liable to retire by rotation."

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

**(Nidhi Deveshwar)
Chairperson & Whole Time Director
(DIN: 09505480)**

**Date: 30.08.2024
Place: New Delhi**

NOTES:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business(s) specified under Item No. 3, 4, 5, 6, 7, 8 & 9 to be transacted at the 33rd Annual General Meeting is annexed hereto.
2. **A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, PROXY FORMS DULY COMPLETED IN ALL RESPECTS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
A person can act as a proxy on behalf of members **not exceeding fifty** and holding in aggregate **not more than ten percent of the total share capital** of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person(s) or shareholder(s).
3. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorization, etc., authorizing their representative to attend the AGM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the scrutinizer by email through its registered email address to jainpandassociates@gmail.com (email id of scrutinizer) with a copy marked to Company info@dfsionline.in & helpdesk.evoting@cdslindia.com
4. Brief details of the director(s), seeking re-appointment at 33rd Annual General Meeting are annexed here to Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India and as per the provisions of Companies Act, 2013 and forms part of this Notice.
5. Institutional investors, who are members of the Company, are encouraged to attend and vote at the 33rd AGM of the Company.
6. The Register of Members and Share Transfer Books will remain closed from **Saturday, September 21, 2024 to Friday, September 27, 2024** (both days inclusive).
7. The shares of the Company are at presently listed on BSE Limited(BSE), National Stock Exchange of India Limited(NSE)& Calcutta Stock Exchange Limited(CSE).
8. Pursuant to the provisions under Section 108 of Companies Act, 2013 to be read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time along with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members, the facility to exercise their right to vote at the ensuing Annual General Meeting by Electronic Means. So the business(s) proposed to be transacted as mentioned in the Annual General Meeting Notice may be transacted through voting by Electronic Means (Remote e-voting) as well. For this, Company is availing the services provided by **Central Depository Services (India) Limited (CDSL)**. The facility for voting through Ballot Paper will also be made available at the meeting venue, for the members who have not cast their votes by remote e-voting. They shall also be able to exercise their voting rights at the AGM by voting through ballot paper. Members who have already cast their vote by remote e-voting process prior to the date of meeting shall be eligible to attend the Annual General Meeting but shall not be entitled to cast their votes again through ballot process.
9. The Scrutinizer, after scrutinizing the votes cast at the meeting through Poll and through remote e-voting, shall, not later than two working days of conclusion of the Meeting, make a **"Consolidated Scrutinizer's Report"** and submit the same to the Chairperson. The results declared along with the consolidated scrutinizer's report shall be placed on website of the Company info@dfsionline.in and on the website of BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com The Report shall simultaneously be placed on Notice Board of the Company at premises of the Registered Office.
10. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the General Meeting.
11. Voting rights shall be reckoned on the Paid-up value of shares registered in the name of Member / Beneficial Owner (in case of shares in Dematerialized form) as on the **cut-off date i.e. Friday, September 20, 2024.**

12. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, shall only be entitled to avail the facility of e-voting / Poll

Note: A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

13. No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the General Meeting.
14. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its RTA.
15. In terms of Sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read MCA General Circular No.14/2020 dated 08.04.2020, General Circular 03/2022 dated 05.05.2022, General Circular No.11/2022 dated 28.12.2022 and General Circular No.09/2023 dated 25.09.2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023; Notice of 33rd AGM along with the Annual Report for FY 2024 is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice and Annual Report for FY 2024 will also be available on the Company's website at www.dfsonline.in the website of the stock exchange i.e., BSE Limited(BSE) at www.bseindia.com and National Stock Exchange of India Limited(NSE) at www.nseindia.com and on the website of the RTA at (helpdeskdelhi@mcsregistrars.com). The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., Central Depository Services (India) Limited (CDSL), viz., www.evotingindia.com.
16. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their E-mail address and mobile number by sending email to Company's email Id info@dfsonline.in or to by writing to our RTA, MCS Share Transfer Agent Ltd., Add: F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 at helpdeskdelhi@mcsregistrars.com Members are requested to register their email id and support the green initiative efforts of the Company. Company had already sent communication of updation of relevant records by the member shareholders with the company vide its letter dated December 20, 2022 in pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023.
17. With a view to enable the Company to serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
18. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
19. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
20. The Company has been maintaining, inter alia, the following statutory registers at its registered office at **Upper Ground Floor, South Tower, NBCC Place, Bhisham Pitamah Marg, Pragati Vihar, Delhi-110003**
 - a) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
 - b) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.
21. In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic/Physical mode and shall remain open and be accessible to any member during the continuance of the meeting.

22. Pursuant to section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the Company's website). In respect of shares held in electronic/demat form, the members may please contact their respective depository participant
23. The route map attending the **33rd Annual General Meeting (AGM)** by the Member Shareholders is annexed to this Notice
24. For more details on shareholders' matters, please refer to the section on 'General Shareholder Information', included in the Annual Report.
25. In case a person becomes a member of the Company after dispatch of AGM Notice, and is a member as on the cut-off date for e-voting, i.e., **Friday, September 20, 2024** such person may obtain the user id and password from by email request on evoting@cdsl.co.in.
26. Member may send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to info@dfsionline.in for obtaining the Annual Report and Notice of AGM.
27. **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**
 1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@dfsionline.in or helpdesk.evoting@cdslindia.com
 2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@dfsionline.in or helpdesk.evoting@cdslindia.com
28. **The Instructions for shareholders for remote e-voting are as under**
 - i. The Board of Directors of the company has appointed M/s. Jain P & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the e-voting and ballot process for the Annual General Meeting in a fair and transparent manner.
 - ii. The voting period begins on **<Tuesday, September 24, 2024 at 09:00 A.M.>** and ends on **<Thursday, September 26, 2024, 05:00 PM.>**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **<Friday, September 20, 2024>** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - iii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - iv. The shareholders should log on to the e-voting website www.evotingindia.com
 - v. Click on "Shareholders" module.
 - vi. Now enter your User ID
 For CDSL: 16 digits beneficiary ID,
 For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 OR
 Alternatively, if you are registered for **CDSL's EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login – Myeasi** using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

vii. Next enter the Image Verification as displayed and Click on Login..

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

viii. If you are a first time user then follow the steps given below:

| For Members holdings shares in Demat Form or Physical | |
|---|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) |
| | <ul style="list-style-type: none"> Members Who have not update their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digitsofthe sequence number in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (indd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v). |

ix. After entering these details appropriately, click on "SUBMIT" tab.

x. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

xi. For Members holding shares in physical form, the details can be used for remote e-voting on the resolutions contained in this Notice only.

xii. Click on the EVSN for **<DCM FINANCIAL SERVICES LIMITED>** on which you choose to vote.

xiii On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same you will find an option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" Implies that you "Assent to the Resolution" and option "NO" implies that you "Dissent to the Resolution".

xiv Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution's details.

xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote

xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xix. Note for Non- Individual Shareholders and Custodians:-

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@dfslonline.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com; under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. NitinKunder (022-23058738) or Mr. MehboobLakhani (022-23058543) or Mr. RakeshDalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. RakeshDalvi, Manager, (CDSL) Central Depository Services (India) Limited, AWing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

- i. To address issues/grievances of shareholders relating to the ensuing AGM, including e-voting, the following official has been designated:

| | |
|------------------|--|
| Name of Official | Ms. SOMALI TRIVEDI |
| Designation | Company Secretary & Compliance Officer |
| Address | Upper Ground Floor, South Tower, NBCC Place, Bhisham Pitamah Marg, Pragati Vihar, Delhi-110003 |
| Contact | 011-20818570 |
| E-mail | info@dfslonline.in |

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

ITEM NO. 3: RE-APPOINTMENT OF MS. RICHA KALRA (DIN:07632571) AS AN INDEPENDENT DIRECTOR(CATEGORY: NON-EXECUTIVE)

Ms. Richa Kalra (DIN: 07632571) was appointed as an Additional Director on the Board of the Company on October 06, 2016. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, members of the Company at the 25th Annual General Meeting held on November 30, 2016 approved the appointment of Ms. Richa Kalra as an Independent Director (Category: Non-Executive) of the Company for a period of 3(three) consecutive years commencing from October 06, 2016 to October 05, 2019.

Further, the members of the Company at the 28th Annual General Meeting held on September 30, 2019 approved the re-appointment of Ms. Richa Kalra as an Independent Director (Category: Non-Executive) of the Company for a period of 5(five) consecutive years commencing from October 06,

2019 to October 05, 2024.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for reappointment, for another term of upto five years, on passing of a special resolution by shareholders.

Subject to the shareholder's approval and keeping in view the expertise of Ms. Richa Kalra, Nomination & Remuneration Committee of the Board and Board of Directors at their meeting held on August 21, 2024 respectively has approved her re-appointment as an Independent Director (Category: Non-Executive) for a term of 2(Two) consecutive years with effect from October 06, 2024 up to October 05, 2026 and not be liable to retire by rotation

The Company has received intimation in Form DIR-8 from Ms. Richa Kalra that, she is not disqualified from being re-appointed as an Director in terms of Section 164 of the Act, declaration that she meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and her consent to continue as an Independent Director.

For your information and record, Ms. Richa Kalra has vast experience in the field of accounts, Company Law, finance and general management. Besides being a Qualified Company Secretary, she had made a valuable contribution in the field of educational system as well. Board considers that her association would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director. Therefore, after consideration of all facts and circumstances, Nomination and Remuneration Committee & Board recommends re-appointment of Ms. Richa Kalra (Category: Non-Executive) as an Independent Director of the Company.

Except for Ms. Richa Kalra and/or her relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the passing of resolution set out at Item No. 03 of the Notice except to the extent of their directorships and shareholding in the Company (if any).

ITEM NO.4: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

The Companies Act, 2013 is now largely in force. The existing Articles of Association ("AOA") of the Company are based on the Companies Act, 1956. Not only do several regulations in the existing AOA contain references to the specific Sections of the Companies Act, 1956, but some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013. With the coming into force of the Companies Act, 2013 several regulations of the existing AOA of the Company require alteration or deletion. It is therefore, considered expedient to replace the existing AOA with an entirely new set of AOA (primarily based on Table F of Schedule I to the Companies Act 2013). The substitution of the existing AOA with the new AOA is proposed to align the AOA of the Company with the provisions of the Companies Act, 2013. The proposed new draft of AOA is kept available for inspection during office hours at registered office of the Company up to the date of ensuing General Meeting.

None of the following persons is/are interested in the aforesaid resolution, financially or otherwise:- (i) Any Director(s) or Manager, (ii) Any Other Key Managerial Personnel(s), (iii) Relatives of the persons mentioned in sub clauses (i) and (ii) above.

The Board recommends passing of the resolution as set out at Item No. 04 as a Special Resolution.

ITEM NO.5: ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION

The existing Memorandum of Association ("MOA") of the Company is based on Companies Act, 1956 and is no longer in conformity with the Companies Act, 2013. With the enactment of Companies Act, 2013 Act, several clauses of MOA require alteration/deletion. Given this position, it is considered expedient to adopt the new set of Memorandum of Association (primarily based on Table A as set out under Schedule I to the Act) in place of existing MOA, instead of amending it by alteration/incorporation of provisions of Companies Act, 2013 Act. In terms of Section 13 of Companies 2013 Act, consent of Members by way of a Special Resolution is required for adoption of a new set of Memorandum of Association.

None of the following persons are interested in the aforesaid resolution, financially or otherwise:- (i) Any Director(s) or Manager, (ii) Any Other Key Managerial Personnel(s), (iii) Relatives of the persons mentioned in sub clauses (i) and (ii) above.

The Board recommends passing of the resolution set out at Item No. 05 as a Special Resolution.

ITEM NO.6: APPROVAL FOR BORROWING LIMITS OF THE COMPANY AS PROVIDED UNDER SECTION 180 (1)(C) OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors have the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the company could exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business provided a consent by way of Special Resolution by the Shareholders of the Company has been obtained.

Keeping in view the future plans of the Company and to fulfil long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on May 04, 2024 has, subject to the approval of shareholders of the Company, proposed and approved for seeking the shareholder approval for giving authorization to Board of Directors under section 180(1)(c) of the Companies Act, 2013 upto an aggregate limit of Rs.100 crores.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, the Board/Committee sought consent/approval of the members for passing an Special Resolution as set out in Item No. 6 of Notice.

ITEM NO.7: APPROVAL UNDER SECTION 180 (1)(A) OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings;

provided a consent by way of an Special Resolution by the Shareholders of the Company has been obtained.

In order to secure the borrowings / financial assistance, the Company may be required to create security by way of mortgage/ charge and/or hypothecation of its assets and properties both present and future.

Keeping in view the future plans of the Company and to fulfil long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on May 04, 2024 has, subject to the approval of shareholders of the Company, proposed and approved for seeking the shareholder approval for setting up limit upto an aggregate limit of Rs.100 Crores under Section 180(1)(a) of the Companies Act, 2013 due to the sanction of limits under Section 180(1)(c) of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any)

Accordingly, the Board/Committee sought consent/approval of the members for passing a Special Resolution as set out in Item No. 7 of Notice.

ITEM NO.8. APPROVAL FOR RELATED PARTY TRANSACTION AS PER COMPANIES ACT, 2013 AND SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As per the provision of Section 188 of the Companies Act, 2013 read with rules made thereunder transactions with related parties which are at arm length basis and in ordinary course of business are exempt from the obligation of obtaining prior approval of shareholders. However, prior approval of the shareholders is required for the Related Party Transactions, as defined in Section 188 of the Companies Act, 2013, where the amount of transaction with Related party (i.e., Related party falling within the definition of 'Related Party' Section 2(76) of the Companies Act, 2013) exceeds the limits as specified in Section 188 of the Companies Act, 2013 read with Rule 15(3) of Companies (Meeting of Board and its Power) Rules, 2014.

As per Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), prior approval of the shareholders is required for Related Party Transactions (as per 'Related Party Transaction' defined under Regulation 2(1)(zc) of the Listing Regulations) exceeding the threshold of lower of Rs. 1,000 crores (Rupees one

thousand crores) or 10% (ten per cent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity (i.e., transaction between the Company and Related party. Related party falling within the definition of 'Related Party' under Regulation 2(1)(zb) of the Listing Regulations).

Given the nature of the Company's business, the Company works closely with its related party including its subsidiary(ies) to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on an arm's length basis.

Amongst the transactions that the Company enters into with its related parties, the estimated value of the contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) of the Company with the Related Party may exceed the threshold of Material Related Party Transactions within the meaning of Regulation 23(1) of the Listing Regulations i.e. Rs. 1,000 crores (Rupees one thousand crores) being the lower of Rs. 1,000 crores (Rupees one thousand crores) or 10% (ten per cent) of the annual consolidated turnover of the Company as per the last audited financial statements of the Company or exceeds the threshold limits as specified in Section 186 of the Companies Act, 2013 read with Rule 15(3) of Companies (Meeting of Board and its Power) Rules, 2014.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any)

Accordingly, the Board/Committee sought consent/approval of the members for passing a Special Resolution as set out in Item No. 8 of Notice.

ITEM NO.9: APPROVAL OF LIMITS FOR THE LOANS, GUARANTEES AND INVESTMENT BY THE COMPANY AS PER SECTION 186 OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors of a Company can give loan to any person or body corporate, give guarantee or provide security in connection with a loan to any other body corporate or person(s); and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sum of money(ies) on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, beyond the maximum permissible limit under Section 186 of the Companies Act, 2013 i.e. 60% of the paid-up capital of the Company and its free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, provided that if special resolution has been passed by the shareholders of the Company to that effect.

Keeping in view the future plans of the Company and to fulfil long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on May 04, 2024 has, subject to the approval of shareholders of the Company, has proposed and approved for seeking the shareholder approval for setting up limit upto an amount of Rs.50 Crores(Rupees Fifty Crore only) over & above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013 and to give powersto the Board of Directors or any duly constituted committee thereof to that effect under Section 186 of the Companies Act, 2013.

The loan(s), guarantee(s), security (ies) and investment(s), as the case may be, shall be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 9 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

ITEM NO. 10: REGULARIZATION OF MS. HONEY AGARWAL (DIN: 10401335) AS AN INDEPENDENT DIRECTOR

Ms. Honey Agarwal (DIN: 10401335) was appointed as an Additional (Independent) Director on the Board of the Company on August 30, 2024. As per the provisions of Regulation 25 of SEBI (LODR) Regulations, 2015 an Independent Director shall be appointed on the Board of a Company on passing of a special resolution by shareholders.

The Company has received intimation in Form DIR-8 from Ms. Honey Agarwal (DIN: 10401335) that, she is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act, declaration that she meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015.

The resolution seeks the approval of members for the appointment of Ms. Honey Agarwal (DIN: 10401335) as an Independent Director of the Company commencing from August 30, 2024 up to August 29, 2029 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. She is not liable to retire by rotation.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Ms. Honey Agarwal (DIN: 10401335), the Board of Directors at its meeting held on August 30, 2024 approved the appointment of Ms. Honey Agarwal (DIN: 10401335) as mentioned in the resolution.

For your information and record, Ms. Honey Agarwal (DIN: 10401335) has vast experience in the field of Corporate Laws, Accounts, Finance and Corporate Governance. Board considers that her association would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director. Therefore, after consideration of all facts and circumstances, the Board recommends appointment of Ms. Honey Agarwal (DIN: 10401335) as an Independent Director of the Company.

Except for Ms. Honey Agarwal (DIN: 10401335) and/or her relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE RE-APPOINTED IS FURNISHED BELOW:

| Name | Mr. Kaushal Kashyap | Ms. Richa Kalra | Ms. Honey Agarwal |
|--|--|--|--|
| Director Identification Number (DIN) | 07683753 | 07632571 | 10401335 |
| Date of Birth | 23/12/1991 | 22/01/1979 | 06/11/1985 |
| Date of Appointment in the Board | 01/09/2020 | 06/10/2016 | 30/08/2024 |
| Qualification | Graduate | Qualified Company Secretary | Qualified Company Secretary |
| Nature of Expertise in specific functional areas | Experience in Administration and Management | She has vast experience as a Company Secretary, general management in Corporate Sector and has been actively involved in the field of education. | She has around 15 years of vast experience as a Qualified Company Secretary in Corporate Sector. |
| Shareholding in the Company including shareholding as beneficial owner | NIL | NIL | NIL |
| List of Directorship held in other companies | 1. Accuvant Advisory Services Limited 2. Gupta Power Technologies Private Limited | Avro India Limited | Scriptech Wealth Management Services Private Limited |

| | | | |
|---|---|--|--|
| Names of Listed Entities in which the person holds membership of Committees of the Board | Member of Stakeholder Relationship Committee:: DCM Financial Services Limited Chairperson of Audit Committee: Accuvant Advisory Services Limited Member of Nomination and Remuneration Committee & Stakeholder Relationship Committee: Accuvant Advisory Services Limited | Chairperson of Audit Committee, Stakeholders Relationship Committee & Nomination and Remuneration Committee: DCM Financial Services Limited | None |
| Name of listed entities from which the person has resigned in the past three years | - | - | - |
| Number of Meetings of the Board attended during the FY 2023-24 | 8 | 10 | - |
| Relationship between Directors Inter-se | None | None | None |
| Terms and conditions of appointment/re-appointment | Re-appointment as a Non-Executive, Non-Independent Director | Re-appointment as a Non-Executive, Independent Director | Appointment as a Non-Executive, Independent Director |
| In case of Independent Director: The skills and capabilities required for the role and the manner in which the proposed person meets such requirements | NA | The role and capabilities as required in the case of Independent Director are well defined in the Policy on Nomination, Appointment, and Removal of Directors. Further, the Board has a defined list of core skills / expertise/ competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profiles of Ms. Richa Kalra and concluded that she possess the relevant skill and capabilities to discharge the role of Independent Director. | |

DIRECTOR'S REPORT

To

The Shareholders of the Company,

Your directors are pleased to present this 33rd Annual Report together with the Audited Annual Financial Statements for the year ended March 31, 2024.

FINANCIAL HIGHLIGHTS- AT A GLANCE

➤ Overall Performance of your Company

The Financial Year 2023-24 has been a little tumultuous for the Company as your Company has shown a conventional performance during the year under review. The Net Loss of your Company, on standalone basis, stood at Rs. (93.04) Lakh & Rs.(93.89)Lakh on Consolidated basis for the financial year 2023-24 as compared to the net loss of Rs. (484.24) Lakh on standalone basis &Rs. (484.93) Lakh on Consolidated basis in the Financial Year 2022-23.

➤ The financial summary, performance highlights operations/state of affair of your Company for the years are summarized below:

(Amount In Lakh)

| PARTICULARS | Standalone | | Consolidated | |
|--|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| | Year ended 31st March, 2024 | Year ended 31st March, 2023 | Year ended 31st March, 2024 | Year ended 31st March, 2023 |
| Income from Business Operations | - | - | - | - |
| Other Income | 80.80 | 103.12 | 81.99 | 103.21 |
| Total Income | 80.80 | 103.12 | 81.99 | 103.21 |
| Less: Expenditure except Depreciation | 147.04 | 160.86 | 147.72 | 160.80 |
| Profit/Loss before Depreciation and Tax | (66.24) | (57.74) | (65.73) | (57.59) |
| Less: Depreciation | 28.72 | 32.72 | 29.73 | 33.65 |
| Profit/Loss before Tax | (94.96) | (90.46) | (95.46) | (91.24) |
| Less: Tax Expense | - | - | - | - |
| Add: Deferred Tax Asset | (5.71) | 398.59 | (5.35) | 398.50 |
| Add: MAT Credit Entitlement | - | - | - | - |
| Less: Prior Period Taxes | 3.79 | (4.81) | 3.78 | (4.81) |
| Net Profit/Loss after tax | (93.04) | (484.24) | (93.89) | (484.93) |
| Add: Other Comprehensive Income | (0.25) | (0.50) | (0.25) | (0.50) |
| Net Profit/Loss for the period | (93.29) | (484.74) | (94.14) | (485.43) |
| Earnings per share: | | | | |
| Basic | (0.42) | (2.19) | (0.42) | (2.19) |
| Diluted | (0.42) | (2.19) | (0.42) | (2.19) |

RESULTS OF OPERATIONS & STATE OF COMPANY'S AFFAIRS UNDER SECTION 134(3)(i) OF THE COMPANIES ACT, 2013

During the year under review, the total income of the company stood at **Rs 80.80 Lakhs** in comparison to **Rs.103.12 Lakh** in the previous year on a standalone basis, and total income, on a consolidated basis of the company, for the year stood at **Rs.81.99 Lakh** in comparison to **Rs.103.21 Lakh** for the last year. Earnings before Tax (PBT) for the period was **Rs. (94.96) Lakh** as compared to **Rs. (90.46) Lakh** of last fiscal on a standalone basis. Earning after Tax (PAT) was **Rs. (93.04) Lakh** as compared to **Rs. (484.24) Lakh** of last fiscal and earning per share (EPS)increased to Rs. (0.42) as compared to **Rs. (2.19)** of last financial year on a standalone basis.

DIVIDEND

No Dividend was declared for the current financial year due to losses incurred by the Company during the year under review.

INDIAN ACCOUNTING STANDARDS

As per the requirements of notification dated 16th February, 2015 issued by the Ministry of Corporate Affairs (MCA), Financial Statements of the Company for the Financial Year 2023- 24 have been prepared as per Indian Accounting Standard (IND-AS) specified under Section 133 of the Companies Act, 2013 (the Act), Companies (Indian Accounting Standards) Rules, 2015, and other relevant provisions of the Act.

RESERVES

The Board, in light of losses incurred during the year under review, proposes no amount for transferring to the reserves.

SHARE CAPITAL

There was no change under the Share Capital during the year under review as the Company has not issued any shares including Equity Shares, Shares with Differential Voting Rights, Stock Options, Sweat Equity, etc. The Company has not bought back any equity shares during the year 2023-24.

As on 31st March, 2024, the Authorised Capital of the Company stood at Rs. 65,00,00,000 consisting of 6,50,00,000 Equity Shares of Rs.10/- each & paid-up share capital of the Company stood at Rs. 221,250,540/- consisting of 22,125,054 Equity Shares of Rs. 10/- each

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no unpaid/unclaimed Dividend declared or paid by the Company, the provisions of Section 125 of the Companies Act, 2013 do not apply on the Company for the period under review..

DEPOSITS

During the year under review, the Company has not accepted any deposits in terms of Section 73 of the Companies Act, 2013. However, as on 31.03.2024, there are outstanding fixed deposits aggregating to Rs.4090.43 lacs are payable and the Hon'ble Court has appointed the committee of Justice Anil Kumar, former Judge of Delhi High Court and who has invited claims from Depositors for the verification and payment as per report/ scheme. Once this exercise is complete and the report is submitted to the Court, the numbers and the value of unclaimed deposits will be known. After the Demise of Justice Anil Kumar, the Delhi High Court appointed Sh. Laxmi Kant Gaur District Judge (Retd.) to head One Man Committee to resolve the Depositor's pending issue with the Company & Company is now working under the directions of Sh. Laxmi Kant Gaur, District Judge (Retd.) for the resolution of outstanding Fixed Deposit holders as well as Debenture holders.

SUBSIDIARY/ ASSOCIATE/ JOINT VENTURES COMPANIES OF THE COMPANY

The Company has One Subsidiary Company named as 'Global IT Options Limited' within the meaning of Section 2(87) of the Companies Act, 2013 ("Act") and there are no associates or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of financial statements of the Company's subsidiary is mentioned in **Form AOC-1** is marked as "**Annexure-A**" and form part of this report .

REVISION OF FINANCIAL STATEMENT

There was no revision of the financial statements of the company, for the year under review

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section of this Board Report.

CHANGE IN DIRECTORS /KEY MANAGERIAL PERSONNEL DURING THE YEAR

The details about the changes in Directors or Key Managerial Personnel by way of Appointment, Re – designation, Resignation, Death, Dis-qualification, variation made or withdrawn etc. are as follows:

| S.No. | Name | Designation | Appointment | Resignation |
|-------|-----------------------------------|--|-------------|-------------|
| 1. | Ms. Rajni Gupta (DIN: 07242992) | Independent Director | 12.02.2018 | 12.08.2023 |
| 2. | Ms. Ruchi Chordia (DIN: 09725509) | Additional (Non-Executive) Independent Director | 12.08.2023 | - |

| S.No. | Name | Designation | Appointment | Resignation |
|-------|--|--|---|-------------|
| 3. | Ms. Ruchi Chordia (DIN:09725509) | Independent Director | 12.08.2023 (Regularized at AGM held on 15.09.2023) | - |
| 4. | Mrs. Nidhi Deveshwar (DIN:09505480) | Additional (Executive) Wholetime Director | Re-appointed w.e.f. 29.11.2023 | - |
| 5. | Mrs. Nidhi Deveshwar (DIN:09505480) | Wholetime Director | 29.11.2023 (Regularized at EGM held on 28.02.2024) | - |
| 6. | Ms. Priyanka Sisodia (DIN:10479252) | Additional (Non- Executive) Independent Director | 24.01.2024 | - |
| 7. | Ms. Priyanka Sisodia (DIN:10479252) | Independent Director | 24.01.2024 (Regularized at EGM held on 28.02.2024) | - |
| 8. | Ms. Parul Singh (DIN:09811725) | Independent Director | 29.11.2022 | 31.01.2024 |

The Board places on record its appreciation for the services rendered by Ms. Rajni Gupta and Ms. Parul Singh during their term as Independent Directors of the Company.

Opinion of the Board with regard to integrity, expertise and experience (including the proficiency) of the independent directors appointed during the year

Based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company at their respective Meeting held on 12.08.2023 has appointed Ms. Ruchi Chordia(DIN: 09725509) as an Additional (Non-Executive) Independent Director (Category: Non-Executive) of the Company for a term of 5 (Five) consecutive years w.e.f. 12.08.2023 to 11.08.2028 in accordance with the provisions of Section 149, 150 and 152 of the Companies Act, 2013 read with Schedule IV and Rules made thereunder and other applicable provisions of the Companies Act, 2013, if any and regularized at Annual General Meeting (AGM) of the Company held on 15.09.2023.

Based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company at their respective Meeting held on 24.01.2024 has appointed Ms. Priyanka Sisodia (DIN: 10479252) as an Additional (Non-Executive) Independent Director of the Company for a term of 5 (Five) consecutive years w.e.f. 24.01.2024 to 23.01.2029 in accordance with the provisions of Section 149, 150 and 152 of the Companies Act, 2013 read with Schedule IV and Rules made thereunder and other applicable provisions of the Companies Act, 2013, if any and regularized at Extra Ordinary General Meeting (AGM) of the Company held on 28.02.2024.

The details of Directors being recommended for appointment / re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is contained in the accompanying Notice convening ensuing Annual General Meeting of the Company. Appropriate Resolution(s) seeking shareholders' approval are also included in the Notice.

Retirement by Rotation

Pursuant to Section 149(13) of the Companies Act, 2013, the independent directors are not liable to retire by rotation. Further Section 152(6) of the Companies Act, 2013 stipulates that 2/3rd of the total number of directors of the public company should be liable to retire by rotation and out of such directors, 1/3rd should retire by rotation at every Annual General Meeting of the company. To meet the requirement of provisions of Section 152(6) of the Companies Act, 2013 Mr. Kaushal Kashyap (DIN: 07683753) Director will be retiring by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re- appointment. The Board recommends his re-appointment to the Board of Directors of the Company at the ensuing Annual General Meeting. A resolution seeking Shareholders' approval for his re-appointment along with other required details forms part of the Notice.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SECTION 149(6) OF COMPANIES ACT, 2013

All Independent Directors have given declarations under Section 149(7) of the Companies Act, 2013 that they meet the criteria of Independence as laid down under section 149(6) of the Companies Act,

2013 and Rules made thereunder to be read with SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015.

Further, in the opinion of the Board, the Independent Directors also possess the attributes of integrity, expertise and experience as required to be disclosed under Rule 8(5)(iii), of the Companies (Accounts) Rules, 2014.

ANNUAL RETURN UNDER SECTION 134(3)(a) OF THE COMPANIES ACT, 2013

As required under Section 134(3)(a) of the Act, the Annual Return for the financial year ended on 31st March 2023 in Form MGT-7 pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014 is put on the Company's website and can be accessed at <https://dfsionline.in/investor.html>.

NUMBER OF MEETINGS OF THE BOARD & COMMITTEES

During the financial year ended on March 31, 2024, 11 Board Meetings were held & the dates on which the Board meetings were held are **11.04.2023, 23.05.2023, 09.08.2023, 12.08.2023, 08.11.2023, 29.11.2023, 26.12.2023, 24.01.2024, 27.01.2024, 08.02.2024 & 20.03.2024**. The maximum interval between any two meetings didn't exceed 120 days, as prescribed in the Companies Act, 2013. Further, details of the meetings of the Board and its Committees are given in the Corporate Governance Report, which forms part of the Annual Report. Further, during the year, a separate meeting of the Independent Directors of the Company was held on March 18, 2024 to discuss and review the performance of all other non-independent Directors, the Chairperson of the Company and the Board as a whole, and for reviewing and assessing the matters as prescribed under Schedule IV of the Companies Act, 2013 and under Regulation 25(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of section 177 of the Companies Act, 2013 to be read with Regulation 18 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015. The Audit Committee of the Company comprises of Ms. Richa Kalra (Chairperson), Mrs. Nidhi Deveshwar and Mr. Sanjay Sahni as Members. During the year, all the recommendations made by the Audit Committee were accepted by the Board.

The Composition of Audit Committee is given in the Corporate Governance Report which forms the integral part of this Annual Report.

NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee of the Company is constituted in line with the provisions of Section 178 of the Companies Act, 2013 to be read with Regulation 19 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015. The Nomination and Remuneration Committee of the Company comprises Ms. Richa Kalra (Chairperson), Mrs. Nidhi Deveshwar, and Mr. Sanjay Sahni as Members.

The Composition of the Committee is given in the Corporate Governance Report which forms the integral part of this Annual Report.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee of the Company is constituted in line with the provisions of section 178 of the Companies Act, 2013 to be read with Regulation 20 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015. The Stakeholders' Relationship Committee of the Company comprises of Ms. Richa Kalra (Chairperson), Mrs. Nidhi Deveshwar and Mr. Kaushal Kashyap as Members.

The Composition of the Committee is given in the Corporate Governance Report which forms the integral part of this Annual Report.

BOARD ANNUAL EVALUATION UNDER SECTION 134(3)(p) OF THE COMPANIES ACT, 2013

The provisions of Section 134(3)(p) of the Companies Act, 2013 read with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 mandate that a Formal Annual Evaluation is to be made by the Board of its own performance and that of its Committee and individual Directors. Schedule IV of the Companies Act, 2013 states that performance

evaluation of the Independent Director shall be done by Directors excluding the Director being evaluated. The Board carried out a formal annual performance evaluation as per the criteria/framework laid down by the Nomination & Remuneration Committee of the company and adopted by the Board. The evaluation was carried out through a structured evaluation process to judge the performance of individual Directors including the Chairperson of the Board. They were evaluated on

parameters such as their education, knowledge, experience, expertise, skills, behavior, leadership qualities, level of engagement & contribution, independence of judgment, decision making ability for safeguarding the interest of the Company, stakeholders and its shareholders.

The performance evaluation of the Independent Directors was carried out by the entire Board except the participation of concerned Independent Director whose evaluation was to be done. The performance evaluation of the Chairperson and the Non Independent Directors was carried out by the Independent Directors. The Board was satisfied with the evaluation process and approved the evaluation results thereof.

STATUTORY AUDITOR & SECRETARIAL AUDITOR WITH THEIR QUALIFICATION, RESERVATION OR ADVERSE REMARKS ALONG WITH THE EXPLANATION OR COMMENTS BY THE DIRECTORS

A. STATUTORY AUDITOR:

M/s. V. Sahai Tripathi & Co., Chartered Accountants (FRN: 000262N), were appointed as the Statutory Auditors of the Company at the Extra Ordinary General Meeting (EGM) held on January 20, 2023 for a term of (5) five consecutive years i.e., to hold the office from the conclusion of the Extra Ordinary General Meeting till the conclusion of 36th Annual General Meeting of the Company to be held for the financial year ending March 31, 2027 pursuant to Section 139 of the Companies Act, 2013.

Qualification(s) and Directors' comments on the report of Statutory Auditor:

(i) Justice Anil Kumar as one man committee was appointed vide order dated:- 3rd September, 2015 by the Hon'ble High Court of Delhi to scrutinize the list of depositors and other claimants and to take steps enumerated hereinafter with the view to resolve at-least some of the disputes. The one-man committee submitted its report on to Hon'ble High Court of Delhi on 22nd April, 2016. Taking cognizance of the report, Hon'ble High Court of Delhi on 10th August, 2017 accepted the recommendation of one-man committee enumerated in the report. Under Scheme of One-Man Committee, Interest of Rs 235 Lakhs are payable to Debenture Holders and Rs 1,448 Lakhs are payable to Fixed Depositors under Phase-2 of Schedule of Payments laid down by One Man Committee. Presently the said committee has waived any further payment of Interest to Fixed Depositors, Debenture-holders and other lenders,*

however on complete liquidation of properties and investments, if any surplus remains after payment to all stakeholder creditors, then further payment of Interest would be decided. All stakeholders' creditors which are covered under scheme has given its consent to the scheme. No provision of Rs. 1,683 Lakhs as laid down under the scheme towards Interest on Debentures and Fixed Deposits, have been provided in the financial statements on the outstanding amount of Debentures and Fixed Deposits.

Had interest of Rs. 1,683 Lakhs been provided for in the financial statements of year ending 31st March 2018 on outstanding amount of Debentures and Fixed Deposits, the Net Profit before tax would have been lowered by Rs. 1,683 Lakhs and Net Profit after tax would have been lowered by Rs. 1,340 Lakhs as at 31st March, 2018. The cumulative net loss as well as Current Liabilities as at 31st March, 2024 would have been higher by Rs 1,340 Lakhs. The same has been explained in Note 15.2 and Note 15.3.

**The Hon'ble High Court of Delhi has appointed Mr. Laxmi Kant Gaur, District Judge (Retd.) vide its order dated 29th July 2021, as the One Man Committee in place of Hon'ble Mr. Justice Anil Kumar (in view of his unfortunate demise). The One Man Committee would continue from the stage at which the exercise assigned to the One Man Committee by the High Court stands, at the stage when Hon'ble Mr. Justice Anil Kumar unfortunately expired. The agenda of the One Man Committee would be as per the order dated 3rd September, 2015, read with subsequent orders passed, if any, in that regard.*

Director's Comment: Provision of interest on certain liabilities covered under Para i and under notes 15.2. & 15.3 is in accordance with the Scheme of restructuring filed by the Company before the Hon'ble Delhi High Court, which provides for waiver and cancellation of interest and the same is pending before the Hon'ble Court. Further, the quantum of interest, if any will be decided by the High Court of Delhi upon completion of phase II payments and sale of assets.

(ii) For redemption of 'B' series debentures of Rs. 2014.98 Lakhs debenture redemption reserve is required to be created. Debenture redemption reserve of Rs. 2014.98 Lakhs has not been created due to insufficient profits. The same has been explained in Note 15.2

Director's Comment: Non-creation of debenture redemption reserve. The same cannot be created

due to insufficient profits in the past against the redemption of debenture. This has no impact on financial results of the company as redemption reserve is to be created out of Reserve and Surplus available with the company. Company has commenced repayments in the earlier years as well as in the current Year as per directions of the Hon'ble High Court of Delhi vide order dated 10th Aug, 2017 and recommendations of One Man Committee. Company is still not creating Debenture redemption Reserve for the same reason that it has no sufficient profits to do so.

(iii) The value of assets charged as security in favor of banks, debenture-holders & financial institutions have been depleted over a period of time. The depletion has not yet been ascertained by the Company. To the extent of shortfall, if any, the liability is unsecured, whereas the same has been shown as secured. The same has been explained in Note 15.2.

Director's Comment: It relates to the ascertainment of Security against Debentures and Bank Loan, which could not be ascertained since the Company has litigation with various Lease and Hire Purchase customers and the matters are sub-judice, hence confirmations and acknowledgments are not feasible.

(iv) Balance confirmation of security deposits provided, trade receivables, some bank balances, FD balances with bank, rent receivables, other advances, borrowings, balances payable to related parties and other receivables and payables have not been received from the parties/ persons concerned. In the absence of balance confirmations, the closing balances as per books of accounts have been incorporated in the financial statements and have been shown, unless otherwise stated by the management about its recoverability in the financials including considering the NPA Provisions, are good for recovery/payment. Time barred debts under the Limitations Act have not been separately ascertained and written off or provided for. In the absence of such confirmation & corresponding reconciliation, it is not feasible for us to determine financial impact on the financial statements and the amount referred as receivable/ payable in the financial statements can differ. (Please refer Note No.-38).

Director's Comment: Balance Confirmation of security deposits, trade receivables, some bank balances, some FD with bank, rent receivables, other advances, borrowings, balance payable to related parties etc. - Note 38 - Due to ongoing litigation and disputes with creditors as outlined in Note 38, the Company could not obtain balance confirmations.

(v) Contingent liabilities and Other Commitments

v(a) During the year ended 30th June, 2011 the company's tenant had filed a claim of Rs. 100.00 lacs against the company due to damages suffered by the tenant which is still pending under arbitration proceedings as on 31st March, 2024.

Director's Comment: There are certain disputes with the tenant and the claim of the tenant is contested

v(b) There is an award passed by the High Court vide its judgment dated April 27, 2022 against the company in the matter of MS Shoes East Limited for Rs.

12.82 lacs i.e. the claim amount, along with interest of Rs. 8.97 lacs for an underwriting given by the company in the year 1995 for the public issue of M/s MS Shoes East Ltd.

Director's Comment: Both parties have filed an appeal against the judgement dated 27.4.2022 and both matters are being heard by the Hon'ble High Court of Delhi. In view of this, no provision has been made

v(c) Due to dispute with the builder namely M/s NBCC Ltd. from which the company had purchased an office premises in the year 1995, regarding a claim of Rs. 288.29 lacs on account of increase in super area and certain other expenditure which the builder i.e. M/s NBCC Ltd. had incurred and the same is pending in arbitration. Breakup of the amount of Rs. 288.29 lacs mentioned supra is as follows:

| S. No. | Description | Amount (In Lacs) |
|--------------|---|------------------|
| 1. | Difference in super area Vs. provisional area | 229.28 |
| 2. | Claim of property tax | 3.19 |
| 3. | Claim of ground rent | 21.67 |
| 4. | Allied charges | 7.82 |
| 5. | Augmentation of Electric sub station | 1.33 |
| 6. | Loss of profit | 20.00 |
| 7. | Arbitration cost | 5.00 |
| TOTAL | | 288.29 |

During the financial year ending March 31, 2021, the award was given in respect of dispute that has arisen between NBCC Ltd. (Claimant) and DCM Financial Services Limited (Respondent) in relation to sale of Commercial Space-Upper Ground Floor NBCC Place, Pragati Vihar, New Delhi by the Claimant to the respondent.

The summary position of award is as under:

| Party | Amount Claimed (in Lacs) | Awarded (in Lacs) |
|--|-----------------------------|----------------------|
| NBCC Ltd.- Claimant | 434.95 | 41.06 |
| DCM Financial Services Limited - Counter Claimant/ Respondent | 3,269.50 | 78.97 |

In addition to the above, Interest @ 10% is payable by both the parties on their respective amounts.

That whereas NBCC has filed objections to the award in Delhi High Court in Dec 2020 and the same appears to be lying in objections. That DCM has also filed objection in Delhi High Court and the same has not being listed so far.

Director's Comment: Both parties have filed an appeal against the award before the Hon'ble High Court of Delhi and the decision is pending. In view of this, no provision has been made.

The rest of the observations/ comments of auditors are self-explanatory and need no comments

B. SECRETARIAL AUDITOR

Pursuant to the provision of Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014, the Company has appointed **M/s. Jain P & Associates, Company Secretaries** to undertake Secretarial Audit of the Company for the Financial Year 2023-24.

The Secretarial Audit was conducted by **Ms. Preeti Mittal, Company Secretary**, and the report thereon is annexed herewith as **"Annexure-C and form part of this report."**

Qualification(s) and Directors' comments on the report of Secretarial Auditor:

Observation: E Form DPT-3 not filed for the Financial Years 2022-23 & 2023-24.

Director's Comment: The filing of Form DPT-3 has now been shifted to V3 portal of MCA, which contains the mandatory field to specify SRN of Form GNL-2, in which DPT-1 is filed. Before the introduction of Form DPT-3, the Company was required to file Return of Deposits in Form GNL-2. Since there was no requirement of filing DPT-1 in Form GNL-2, as company had not issued any circular in form of Advertisement inviting Deposits from the Public, during the relevant period. So, we have not filed DPT-1, as attachment in Form GNL- 2, with MCA, hence SRN of Form GNL -2 is not available with us. We are in process of following up with MCA to resolve the issue.

Observation:

It is imperative to mention here that the R.B.I. had filed a petition for winding up of the Company being CP No 296/2004. The petition for winding up was heard on 6th March, 2006 and the Hon'ble High Court, Delhi directed that the Company shall not operate its bank accounts without the permission of the court. It is further pertinent to mention that the order is still in operation.

The Company had issued non-convertible debentures in the year 1995-96 on a private placement basis, wherein the Central Bank of India had been appointed as their Debenture Trustee. Further, at the time when redemption of the said debentures got due, the Company was ordered by Reserve Bank of India to make re-payment to the debenture holders in

priority to any other "Creditor" including the Redemption of these Debentures. However, due to serious financial and cash flow constraints being faced by the Company, the Company could not make payment to any party at that time. As on date of this report, payment to many Debenture holders is still pending to be made by the Company.

Thereafter, the matter went to the Hon'ble High Court, Delhi, in the form of a scheme which got approved on 10th August, 2017.

Further, as required under the approved scheme, the Company has duly initiated the process of making repayment to the Deposit Holders, but still payment could not be made to the many Deposit Holders.

Director's Comment

Repayments to debenture holders are being carried out in compliance with the directives of the Hon'ble High Court of Delhi and the One Man Committee. All debenture holders have received payments from the One-Man Committee, whose Know Your Customer (KYC) information and claims were verified to be correct.

Annual Secretarial Compliance Report

A Secretarial Compliance Report for the financial year ended March 31, 2024 on compliance of all applicable SEBI Regulations and circulars/ guidelines issued thereunder, was obtained from **M/s. Jain P & Associates, Company Secretaries**, and submitted to the stock exchange and has been attached with this Annual Report as **"Annexure-D" and form part of this report.**

C. INTERNAL AUDITOR

The Company had appointed **M/s. STVG & Co., Chartered Accountants** as Internal Auditor of the Company to carry out the Internal Audit Functions. The Internal Auditor submits a "Quarterly Report" to the Audit Committee for its review.

D. COST AUDITOR

Your directors hereby inform you that the Company does not fall under the criteria as specified under Section 148 (1) of the Companies Act, 2013 read with Companies (Cost Record and Audit) Rules, 2018 for maintenance of cost accounts. Therefore, the Company is not required to maintain the cost records in respect of its products/service. Therefore, no requirement of the Appointment of a Cost Auditor arises.

REPORTING OF FRAUDS

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143 (12) of the Act and Rules framed thereunder.

PARTICULAR OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Act are given in the notes to Financial Statements forming part of the Annual Report.

PARTICULAR OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188 OF THE COMPANIES ACT, 2013

During the financial year 2023-24, the Company has not entered into any contracts/arrangements/ transactions with related parties which could be considered material in accordance with the Company's Policy on Materiality of Related Party Transactions. All the transactions made on arm's length basis are being reported in Form No.AOC-2 in terms of Section 134 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is annexed as **"Annexure-B" and form part of this report..**

DETAILS OF 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, IF ANY UNDER SECTION 134(3)(I) OF THE COMPANIES ACT, 2013

No material changes and commitments affecting the financial position of the Company occurred between the end of financial year to which this financial statements relates and the date of this Report.

CHANGE IN NATURE OF BUSINESS

During the year under review, there was no change in the nature of business of the Company.

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

To the best of the Management's knowledge, there has been no material order passed by any regulator or Court or Tribunal impacting the Going Concern status of the Company's operations.

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

During the year under review, there has been no one time settlement of loan taken from Bank & Financial Institution.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUT-GO

The requisite information with regard to conservation of energy, technology absorption, and foreign exchange earnings and outgo, in terms of Section 134(3)(m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 is given below:

| | Conservation of energy | |
|----|--|-----|
| 1. | the steps taken or impact on conservation of energy | Nil |
| 2. | the steps taken by the company for utilizing alternate sources of energy | Nil |
| 3. | the capital investment on energy conservation equipment | Nil |

| | Technology absorption | |
|----|---|------|
| 1. | the efforts made towards technology absorption | Nil |
| 2. | the benefits derived like product improvement, cost reduction, product development or import substitution | Nil |
| 3. | in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) | Nil |
| 4. | the details of technology imported | Nil |
| 5. | the year of import | Nil |
| 6. | whether the technology been fully absorbed | Nil. |
| 7. | if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and | Nil |
| 8. | the expenditure incurred on Research and Development | Nil |
| | Foreign exchange earnings and Outgo | |
| 1. | The Foreign Exchange earned in terms of actual inflows during the year | Nil |
| 2. | The Foreign Exchange outgo during the year in terms of actual outflows | Nil |

Further, there were no foreign exchange earnings and outgo during the year under review.

RISK MANAGEMENT

The provisions of SEBI Regulations for formation of Risk Management Committee are not applicable to the Company. However, as per section 134 (3) (n) of Companies Act 2013, the company regularly maintains a proper check in normal course of its business regarding risk management. Currently, the company does not identify any element of risk which may threaten the existence of the company.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The company does not fall under the criteria of net worth, turnover or profit for applicability of Corporate Social Responsibility (CSR) provisions as per Section 135 of the Companies Act, 2013, hence the same are not applicable to the company for the period under review.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Vigil Mechanism Policy of the Company is constituted in line with the provisions of section 177 of the Companies Act, 2013 to be read with Regulation 22 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015. The Company promotes ethical behavior in all its business activities. Towards this, the Company has adopted a Policy on Vigil Mechanism and whistle blower policy. Protected disclosures can be made by a whistle blower through an e-mail or a letter to the Compliance Officer or to the Chairperson of the Audit Committee. The Audit Committee also reviews complaints/issues (if any) raised through Vigil Mechanism or by any Whistle blower on a quarterly basis. The whistle blower policy is uploaded on the website of the Company and can be accessed at <http://dfsionline.in/policy/5.pdf>

During the year under review, no protected disclosure concerning any reportable matter in accordance with the Vigil Mechanism and Whistle Blower Policy of the Company was received by the Company.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

As per the requirement of "The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013" and Rules made thereunder, your Company has constituted Internal Complaints Committee (ICC) at its workplaces. During the year, no complaints were filed with the Company.

| Number of complaints received | Number of complaints disposed of | Number of complaints pending more than ninety days | Number of workshops or awareness programme against sexual harassment |
|-------------------------------|----------------------------------|--|--|
| NIL | NIL | NIL | NIL |

CORPORATE GOVERNANCE REPORT

As per Reg. 34 of SEBI Regulation, 2015 to be read with Part A of Schedule V of the said regulations, a separate section on corporate governance practices followed by the company, together with the certificate from the Practicing Company Secretary confirming compliance forms an integral part of this Report.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a robust and comprehensive Internal Financial Control system commensurate with the size, scale and complexity of its operation. The system encompasses the major processes to ensure the reliability of financial reporting, compliance with policies, procedures, laws, and regulations, safeguarding of assets, and economical and efficient use of resources.

The Company has performed an evaluation and made an assessment of the adequacy and effectiveness of the Company's Internal Financial Control System. The Statutory Auditors of the Company have also reviewed the Internal Financial Control system implemented by the Company on the financial reporting and in their opinion, the Company has, in all material respects, adequate Internal Financial Control system over Financial Reporting and such controls over Financial Reporting were operating effectively as on 31st March, 2024 based on the internal control over financial reporting criteria established by the Company.

The policies and procedures adopted by the Company ensure the orderly and efficient conduct of its business and adherence to the company's policies, prevention and detection of frauds and errors, accuracy & completeness of the records, and the timely preparation of reliable financial information.

The Internal auditors continuously monitor the efficacy of internal controls with the objective of providing to the Audit Committee and the Board, an independent, objective and reasonable assurance on the adequacy and effectiveness of the organization's risk management with regard to the internal control framework.

Audit committee meets regularly to review reports submitted by the Internal Auditors. The Audit Committee also meet the Company's Statutory Auditors to ascertain their views on the financial statements, including the financial reporting system and compliance to accounting policies and procedures followed by the Company.

PERSONNEL RELATIONS

Your Directors hereby place on record their appreciation for the services rendered by executives, staff and other workers of the Company for their hard work, dedication and commitment. During the year under review, relations between the Employees and the Management continued to remain cordial.

PARTICULARS OF EMPLOYEES

The Particulars of Remuneration of Employees during the year 2023-24 pursuant to the provisions of Section 197, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is disclosed as an ***"Annexure-E" and form part of this report.***

Disclosure as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year-

| Name | Designation | Ratio to median Remuneration |
|---------------------|-------------------|------------------------------|
| Ms. Nidhi Deveshwar | Wholtime Director | 0.66 |

- (ii) the percentage increase in remuneration of each Director, Chief Financial Officer(CFO), Chief Executive Officer(CEO), Company Secretary(CS) or Manager, if any, in the financial year; Given

as per the Table below :

| Name | Designation | Remuneration(in Rs.) | Percentage(Increase/(Decrease) |
|---------------------|-------------------------|----------------------|--------------------------------|
| Ms. Nidhi Deveshwar | Wholtime Director | 4,04,000/- | (4.72) |
| Ms. Somali Trivedi | Company Secretary & CFO | 6,12,000/- | 24.14 |
| Mr. Vikram Dogra | Vice President | 32,52,000/- | 2.49 |

- (iii) the percentage increase in the median remuneration of employees in the financial year:24.14%
- (iv) the number of permanent employees on the rolls of company; 6
- (v) a) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year = 7.92% and its comparison with the
- b) percentile increase in the managerial remuneration: Nil and
- c) Justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration paid according to Remuneration Policy of the Company. No exceptional increase in Managerial Remuneration.

Disclosure as per Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 Disclosure of Top Ten Employees in terms of

remuneration drawn and the name of every employee is given in “**Annexure-E**”and form part of this report.

The remuneration paid to all Key Managerial Personnel was in accordance with the remuneration policy as adopted by the company.

REMUNERATION POLICY OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board on the recommendation of Nomination &Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management Personnel and fixation of their remuneration thereof. The Policy contains, inter-alia, directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director, etc. The same can be accessed at <https://dfsionline.in/policy/17.pdf>

FAMILIARIZATION PROGRAMMES FOR INDEPENDENT DIRECTORS

Pursuant to the provisions of Regulation 25(7) of Listing Regulations, 2015, the Board has framed a policy to familiarize Independent Directors about the Company.

ANNUAL LISTING FEES/CHARGES

The shares of the Company are presently listed at BSE Limited(BSE), National Stock Exchange of India Limited(NSE) and the Calcutta Stock Exchange Limited(CSE).

All statutory dues including Annual Listing Fees for the Financial Year 2024-25 has been paid by the Company except for dues of Calcutta Stock Exchange Limited(CSE), as correspondence is underway with CSE for reconciliation & payment of dues of CSE.

CODE OF CONDUCT AS PER SEBI (LODR) REGULATIONS, 2015

The Board of Directors has laid down the code of conduct for all Board Members and members of the Senior Management of the Company. Additionally, all Independent Directors of the company shall be bound by duties of Independent Directors as set out in Companies Act, 2013 to be read with SEBI Listing Regulations, 2015.

CODE OF CONDUCT AS PER SEBI (PREVENTION OF INSIDER TRADING) REGULATIONS, 2015

The Board of Directors has laid down the Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information as per Regulation 8(1) of SEBI (Prevention of Insider Trading) Regulations, 2015&Code of Conduct to Regulate, Monitor and Report Trading by the Designated Persons as per Regulation 9(1) of SEBI (Prevention of Insider Trading) Regulations, 2015.

All Board Members, Key Managerial Personnel, and Senior Management Personnel have affirmed compliance with the Code of Conduct.

DISCLOSURE OF STATEMENT OF DEVIATION(S) OR VARIATION(S) UNDER REGULATION 32 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

With reference to Regulation 32 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the disclosure of Statement of Deviation(s) or Variation(s) as per the said regulation is not applicable to the Company.

THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

During the year, no such application was made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016.

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

During the year, no such valuation done at the time of One Time Settlement and while taking Loan from the Banks or Financial Institutions.

DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134(3) of the Companies Act 2013, the Directors, would like to state as follows:

- (a) In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments & estimates that are reasonable and prudent so as to give a true & fair view of the state of affairs of the company at the end of the financial year and of the profit & loss of the Company for that period ;
- (c) The Directors had taken proper & sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the company and for preventing & detecting fraud & other irregularities;
- (d) The Directors had prepared the Annual Accounts on a going concern basis;
- (e) The Directors had laid down Internal Financial Controls to be followed by the Company and such controls are adequate and are operating effectively;
- (f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DISCLOSURE OF CREDIT RATING

Disclosure of Credit Rating is not applicable on the company during the year under review.

GENERAL

The Board of Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions or applicability pertaining to these matters during the year under review:

- i) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- ii) Issue of shares (including sweat equity shares and Employees' Stock Options Schemes) to employees of the Company under any scheme.
- iii) Fraud reported by the Auditors to the Audit Committee or the Board of Directors of the Company.
- iv) Scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- v) Payment of remuneration or commission from any of its holding or subsidiary companies to the Managing Director of the Company.

ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation for the assistance and co- operation received from the various stakeholders including Financial Institutions, Banks, Governmental authorities, and other business associates who have extended their valuable support and encouragement during the year under review.

Your Directors take the opportunity to place on record their deep appreciation of the committed services rendered by the employees at all levels of the Company, who have contributed significantly towards the Company's performance and for enhancing its inherent strength. Your Directors also acknowledge with gratitude the encouragement and support extended by our valued stakeholders.

**For and on behalf of the Board
For DCM Financial Services Limited**

**Nidhi Deveshwar
Chairperson & Whole time Director
DIN: 09505480**

**Date: 21.08.2024
Place: New Delhi**

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of
Subsidiaries/ Associate Companies/ Joint Ventures**

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rupees in Lakh)

| S. No. | Particulars | Details |
|--------|---|---------------------------|
| 1. | Name of the subsidiary | Global IT Options Limited |
| 2. | The Date since when subsidiary was acquired | 31.05.1995 |
| 3. | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | NA |
| 4. | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | NA |
| 5. | Share capital | 100.00 |
| 6. | Reserves & surplus | (80.03) |
| 7. | Total assets | 20.57 |
| 8. | Total Liabilities | 20.57 |
| 9. | Investments | 0.91 |
| 10. | Turnover | NIL |
| 11. | Profit before taxation | (0.52) |
| 12. | Provision for taxation | (0.35) |
| 13. | Profit after taxation | (0.86) |
| 14. | Proposed Dividend | NIL |
| 15. | % of shareholding | 90% approx. |

| | | |
|---|--|-----|
| 1 | Names of subsidiaries which are yet to commence operations | NIL |
| 2 | Names of subsidiaries which have been liquidated or sold during the year | NIL |

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

| Sr. No. | Name of Associate/ Joint Venture | Details |
|---------|--|---------|
| 1. | Latest audited Balance Sheet Date | NA |
| 2. | Shares of Associate/Joint Venture held by the company on the year end | NA |
| | No. | NA |
| | Amount of Investment in Associate/Joint Venture | NA |
| | Extend of Holding% | NA |
| 3. | Description of how there is significant influence | NA |
| 4. | Reason why the associate/joint venture is not consolidated | NA |
| 5. | Net worth attributable to shareholding as per latest audited Balance Sheet | NA |
| 6. | Profit/Loss for the year | NA |
| | Considered in Consolidation | NA |
| | Not Considered in Consolidation | NA |

| | | |
|---|--|-----|
| 1 | Names of Associate Companies/Joint Ventures which are yet to commence operations | NIL |
| 2 | Names of Associate Companies/Joint Ventures which have been liquidated or sold during the year | NIL |

**On behalf of the Board of Directors
For DCM Financial Services Limited**

Date: 21.08.2024
Place: NewDelhi

Nidhi Deveshwar
Whole-time Director
DIN:09505480

Richa Kalra
Director
DIN: 07632571

Somali Trivedi
Company Secretary
& CFO

Form AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

| | | | |
|---|--|--|-------------------|
| 1 | Details of contracts or arrangements or transactions not at Arm's Length basis | | |
| | a) | Name(s) of the related party and nature of relationship | Nil |
| | b) | Nature of contracts/arrangements/ transactions | Nil |
| | c) | Duration of the contracts/ arrangements/ transactions | Nil |
| | d) | Salient terms of the contracts or arrangements or transactions including the value, if any | Nil |
| | e) | Justification for entering into such contracts or arrangements or transactions. | Nil |
| | f) | Date(s) of approval by the Board | Nil |
| | g) | Amount paid as advances, if any | Nil |
| | h) | Date on which the special resolution was passed in General Meeting as required under first proviso to section 188. | Nil |
| 2 | Detail of material contracts or arrangement or transactions at Arm's Length basis | | |
| | a) | Name(s) of the related party and nature of relationship | As Per Annexure-1 |
| | b) | Nature of contracts/arrangements /transactions | |
| | c) | Duration of the contracts/arrangements/ transactions | |
| | d) | Salient terms of the contracts or arrangements or transactions including the value, if any: | |
| | e) | Date(s) of approval by the Board, if any | |
| | f) | Amount paid as advances, if any | |

On behalf of the Board of Directors
For DCM Financial Services Limited

Date: 21.08.2024
Place: Delhi

Nidhi Deveshwar
Chairperson & Whole-Time Director
DIN: 09505480

List of Related Parties:

| Sr. No. | Description of Relationship | Name of Party | |
|---------|-----------------------------|-----------------------|--|
| 1. | Subsidiary Company | Global IT Option Ltd. | |
| 2. | Significant Influence | 1. | DCM Services Ltd |
| | | 2. | DCM International Ltd |
| | | 3. | DCM Anubhavi Marketing Pvt. Ltd. |
| 3. | Key Management Personnel | 1. | Mrs. Nidhi Deveshwar (Whole time Director) (Re-appointment w.e.f. 29.11.2023 and regularized at EGM held on 28.02.2024) |
| | | 2. | Mrs. Somali Trivedi (Company Secretary & CFO) |

Transactions with related parties during the year (Rs. In Lakh)

| Sr. | Particulars | For the year ending 31.03.2024 | For the year ending 31.03.2023 |
|-----|-----------------------------------|-----------------------------------|-----------------------------------|
| 1 | Remuneration | 10.16 | 8.94 |
| 2 | Services procured from Subsidiary | 0.50 | 0.50 |

Balance Outstanding (Rs. In Lakh)

| | | | |
|----|-----------------------------------|--------|--------|
| 1. | DCM Services Ltd.* | | |
| | - ICD payable | 739.24 | 739.24 |
| | - Equity shares to be issued | 182.70 | 182.70 |
| 2. | DCM International Ltd.* | 281.57 | 281.57 |
| 3. | DCM Anubhavi Marketing Pvt. Ltd.* | 31.84 | 31.84 |
| 4. | Remuneration payable | 0.48 | 0.27 |

***Balances payable to these companies are subject to confirmation and reconciliation as at March 31, 2024.**

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
DCM FINANCIAL SERVICES LIMITED
Add: Upper Ground Floor, South Tower, NBCC Place,
Bhisham Pitamah Marg, Pragati Vihar
Delhi-110003

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

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2024** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings-
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018- **Not applicable during the period under review.**
 - (e) The Securities and Exchange Board of India (Share based Employee Benefits and Sweat Equity) Regulations, 2021- **Not applicable during the period under review.**
 - (f) The Securities and Exchange Board of India (Issue and Listing of Non Convertible Securities) Regulations, 2021- **Not applicable during the period under review.**
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021-**Not applicable during the period under review.**
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- **Not applicable during the period under review.**
 - (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
 - (k) The Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009-**Not applicable during the period under review**
 - (l) The Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993-**Not applicable during the period under review**

- (vi) The Environment (Protection) Act, 1986
- (vii) The EPF & Misc. Provisions Act, 1952;
- (viii) Industrial and Labour Laws;

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

- (i) Secretarial Standards (SS-1 & SS-2) issued by The Institute of Company Secretaries of India

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except the following:

E Form DPT-3 not filed for the Financial Years 2022-23 & 2023-24.

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors and Key Managerial personnel of the Company that took place during the year under review were carried out in compliance with the provision of the Act.
- As per the management's representation, adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- As per the management's representation, majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there is one case pending with Hon'ble High Court, Delhi against the company, the noting of the same is given below.

1. It is imperative to mention here that the R.B.I. had filed a petition for winding up of the Company being CP No 296/2004. The petition for winding up was heard on 6th March, 2006 and the Hon'ble High Court, Delhi directed that the Company shall not operate its bank accounts without the permission of the court. It is further pertinent to mention that the order is still in operation.
2. The Company had issued non-convertible debentures in the year 1995-96 on private placement basis, wherein the Central Bank of India had been appointed as their Debenture Trustee. Further, at the time when redemption of the said debentures got due, the Company was ordered by Reserve Bank of India to make re-payment to the debenture holders in priority to any other "Creditor" including the Redemption of these Debentures. However, due to serious financial and cash flow constraints being faced by the Company, the Company could not make payment to any party at that time. As on date of this report, payment to many Debenture holders is still pending to be made by the Company.

Thereafter, the matter went to the Hon'ble High Court, Delhi, in the form of a scheme which got approved on 10th August, 2017.

Further, as required under the approved scheme, the Company has duly initiated the process of making repayment to the Deposit Holders, but still payment could not be made to the many Deposit Holders.

We further report that based on review of compliance mechanism established by the Company, we are of the opinion that there are adequate systems and processes in place in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines:-

- As informed, the Company has responded appropriately to notices received from various statutory/ regulatory authorities including initiating actions for corrective measures, wherever found necessary.

**For Jain P & Associates,
Company Secretaries**

**Preeti Mittal
Company Secretary
Membership No.: F12900
C P No.: 17079
UDIN: F012900F000992604**

Date: 17.08.2024

Place: Delhi

This report is to be read with our letter of even date which is annexed as 'Annexure 1' and forms an integral part of this report.

[Annexure to the Secretarial Audit Report for the Financial Year ended 31st March, 2024]

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

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

**For Jain P & Associates,
Company Secretaries**

**Preeti Mittal
Company Secretary
Membership No.: F12900
C P No.: 17079
UDIN: F012900F000992604**

**Date: 17.08.2024
Place: Delhi**

**Secretarial Compliance Report of DCM Financial Services Limited
for the year ended March 31, 2024**

To,

The Board of Directors

DCM Financial Services Limited

Add: Upper Ground Floor, South Tower,
NBCC Place, Bhisham Pitamah Marg,
Delhi, 110003

Dear Sir

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **DCM Financial Services Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at Upper Ground Floor, South Tower, NBCC Place, Bhisham Pitamah Marg, Delhi- 110003. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We, **Jain P & Associates**, have examined:

- (a) all the documents and records made available to us and explanation provided by **DCM Financial Services Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **March 31, 2024 ("Review Period")** in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**");

The Specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable for the said review period**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable for the said review period**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable for the said review period**

- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as applicable;

and circulars/ guidelines issued thereunder; and based on the above examination, We hereby report that, during the Review Period:

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

| Sr. No. | Particulars | Compliance Status (Yes/No/ NA) | Observation/ Remarks by PCS* |
|---------|--|--------------------------------|------------------------------|
| 1. | <p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p> | Yes | |
| 2. | <p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI | Yes Yes | |
| 3. | <p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website | Yes Yes Yes | |
| 4. | <p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the Listed Entity.</p> | Yes | |
| 5. | <p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p> | Yes Yes | |

| | | | |
|-----|---|----------------|--|
| 6. | <u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015. | Yes | |
| 7. | <u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations | Yes | |
| 8. | <u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained. | Yes Yes | |
| 9. | <u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 201 within the time limits prescribed thereunder. | Yes | |
| 10. | <u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 | Yes | |
| 11. | <u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges(including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder | NA | No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges(including under the Standard Operating Procedures (SOP) issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued there under |
| 12. | <u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities. | NA | During the year under review, the statutory auditor did not resign from the listed entity or any of its material subsidiaries. |

| | | | |
|-----|--|----|--|
| 13. | <u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc. | No | |
|-----|--|----|--|

We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below: -

| S r. N o. | Compliance Requirement (Regulations/circulars/guidelines including specific clause) | Regulation/Circular No | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/Remarks of the Practicing Company Secretary | Management Response | Remarks |
|-----------|---|---|--|------------------------------|----------------|--|-------------|--|--|---|
| 1. | The Chairperson of the Stakeholders Relationship Committee shall be present at the annual general meetings to answer queries of the security holders. | Regulation 20(3) of SEBI (LODR) Regulations, 2015 | Ms. Richa Kalra, the Chairperson of the Stakeholders Relationship Committee was not present at the 32nd Annual General Meeting held on September 15, 2023. | Stock Exchange e-BSE Limited | Clarification | Ms. Richa Kalra, the Chairperson of the Stakeholders Relationship Committee was not present at the 32nd Annual General Meeting held on September 15, 2023. | N.A | Ms. Richa Kalra, the Chairperson of the Stakeholders Relationship Committee was not present at the 32nd Annual General Meeting held on September 15, 2023. | Due to some medical reason, Ms. Richa Kalra, Chairperson of Stakeholders Relationship Committee was not present at the 32nd Annual General Meeting of Company which was held on Friday, September 15, 2023. Further she had authorized Ms. Ankita Kumari (PAN: LSNPK 8089H) to attend the Annual General Meeting as a representative on her behalf. It has been also been clarified in Corporate Governance Report filed for the quarter ended September 30, 2023. | Clarification was given by the Company to BSE Limited vide letter dated February 09, 2024 to their satisfaction. Subsequently the query was closed by the exchange. |

| | | | | | | | | | | |
|----|--|--|--|---------------------------------|---------------|--|----|--|--|---|
| 2. | The chairperson of the audit committee shall be an independent director and he/she shall be present at Annual general meeting to answer shareholder queries. | Regulation 18(1)(d) of SEBI (LODR) Regulations, 2015 | Ms. Richa Kalra, the Chairperson of the Audit Committee was not present at the 32nd Annual General Meeting held on September 15, 2023. | Stock Exchange of India Limited | Clarification | Ms. Richa Kalra, the Chairperson of the Audit Committee was not present at the 32nd Annual General Meeting held on September 15, 2023. | NA | Ms. Richa Kalra, the Chairperson of the Audit Committee was not present at the 32nd Annual General Meeting held on September 15, 2023. | Due to some medical reason, Ms. Richa Kalra, Chairperson of Audit Committee was not present at the 32nd Annual General Meeting of Company which was held on Friday, September 15, 2023. Further she had authorized Ms. Ankita Kumari (PAN: LSNPK 8089H) to attend the Annual General Meeting as a representative on her behalf. It has been also been clarified in Corporate Governance Report filed for the quarter ended September 30, 2023. | Clarification was given by the Company to BSE Limited vide letter dated February 09, 2024 to their satisfaction. Subsequently the query was closed by the exchange. |
|----|--|--|--|---------------------------------|---------------|--|----|--|--|---|

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Compliance Requirement (Regulations/ circulars/ guidelines including specific-clause) | Regulation/ Circular No | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---|---|-------------------------|------------|-----------------|----------------|----------------------|-------------|---|---------------------|---------|
| Not Applicable as No Observation was in Previous Report | | | | | | | | | | |

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For Jain P & Associates,
Company Secretaries**

**Preeti Mittal
Company Secretary
Membership No.: F12900
C.O.P No.: 17079
UDIN:F012900F000410715
PR No.: 2985/2023**

**Date: 21.05.2024
Place: Delhi**

PARTICULARS OF EMPLOYEES**A. Statement showing details of top ten employees in terms of remuneration drawn as required under Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial personnel) Rules 2014**

| Sr. No. | Name of Employee | Designation of Employee | Remuneration received (Amount in Lakh) | Nature of employment, whether contractual or otherwise | qualifications and experience of the employee | Date of commencement of employment | Age of Employees | the last employment held by such employee before joining the company | the percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule(2) above | Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager |
|---------|----------------------|-----------------------------------|--|--|---|------------------------------------|------------------|--|---|---|
| 1. | Mrs. Nidhi Deveshwar | Chairperson & Whole Time Director | 4.04 | Contractual | M.A. | 14.02.2022 | 49 | Adwait Public School | Nil | No |
| 2. | Mr. Vikram Dogra | Vice President-Operations | 32.52 | Regular | B.Com | 23.06.1998 | 66 | Usha International Ltd | 0.001% | No |
| 3. | Mr. Ajit Kumar | Executive Accounts | 7.73 | Regular | B.Com | 25.08.2006 | 43 | First Employment | Nil | No |
| 4. | Mrs. Somali Trivedi | Company Secretary & CFO | 6.12 | Regular | CS& M.Com | 18.07.2019 | 32 | Dr. M. Induscorp Limited | Nil | No |
| 5. | Mr. Rajender Prasad | Assistant | 5.31 | Regular | B.A. | 05.01.1998 | 51 | Cure Fast Remedies Limited | 0.001% | No |
| 6. | Mr. Hari Bahadur | Office boy | 3.56 | Regular | 4th | 07.01.1995 | 54 | First Employment | Nil | No |

B. No employee of the Company has drawn remuneration aggregating to Rs. 1.02 Cr per annum during the year under report.**C. No employee of the Company, employed for the part of the year, has drawn remuneration of Rs. Eight Lakh & fifty thousand per month.**

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members
DCM Financial Services Limited
Add: Upper Ground Floor, South Tower, NBCC Place,
Bhisham Pitamah Marg, Pragati Vihar,
Delhi-110003

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **DCM Financial Services Limited** (CIN:L65921DL1991PLC043087) and having registered office at Upper Ground Floor, South Tower, NBCC Place, Bhisham Pitamah Marg, Pragati Vihar, Delhi-110003 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **31st March, 2024** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA), or any such other Statutory Authority.

| S. No. | Name | DIN | Original Date of Appointment | Date of Re-Appointment / Change in Designation |
|--------|----------------------|----------|------------------------------|--|
| 1. | Ms. Richa Kalra | 07632571 | 06.10.2016 | 06.10.2019 |
| 2. | Mrs. Nidhi Deveshwar | 09505480 | 14.02.2022 | 29.11.2023 |
| 3. | Mr. Kaushal Kashyap | 07683753 | 01.09.2020 | 18.12.2020 |
| 4. | Mr. Sanjay Sahni | 08364951 | 01.09.2020 | 18.12.2020 |
| 5. | Ms. Ruchi Chordia | 09725509 | 12.08.2023 | 15.09.2023 |
| 6. | Ms. Priyanka Sisodia | 10479252 | 24.01.2024 | 28.02.2024 |

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Jain P & Associates,
Company Secretaries**

Preeti Mittal
Company Secretary
Membership No.: F12900
C P No.: 17079
UDIN: F012900F000992538

Date: 17.08.2024
Place: Delhi

CORPORATE GOVERNANCE REPORT

Corporate Governance is about promoting fairness, transparency, accountability, commitment to values, ethical business conduct and about considering all stakeholders' interest while conducting business. In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto, (the 'SEBI Listing Regulations'), given below are the corporate governance policies and practices of DCM Financial Services Limited (hereinafter called the 'Company' or 'DCM') for FY2024.

This Report states compliance with requirements of the Companies Act, 2013, as amended (the 'Act'), the SEBI Listing Regulations, as applicable to the Company. As will be seen, the Company's corporate governance practices and disclosures have gone well beyond complying with the statutory and regulatory requirements stipulated in the applicable laws.

I. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Your Company is committed to practice good Corporate Governance in all its activities and processes. The Directors' endeavor is to create an environment of fairness, equity and transparency with the underlying objective of securing long-term shareholder value, while, at the same time, respecting the rights of all stakeholders.

The Company adheres to the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as "SEBI (LODR) Regulations, 2015" or "SEBI Regulations") and your management is taking all possible steps to fulfill its commitment in a judicious, fair and transparent manner.

In accordance with this philosophy, the Company has adopted Code of Conduct for its Senior Management Personnel and Board of Directors.

APPROPRIATE GOVERNANCE STRUCTURE WITH DEFINED ROLES AND RESPONSIBILITIES

The Company has put in place an internal governance structure with defined roles and responsibilities of every constituent of the system. The Company's shareholders appoint the Board of Directors, which in turn governs the Company. The Board has established various committees to discharge its responsibilities in an effective manner. The Company has Whole time Director (WTD) to guide the functioning of the Board. The Whole time Director (WTD), who in consultation with the Board of Directors provides overall direction and guidance to the Company. The WTD is responsible for the corporate strategy, planning, external contacts and the overall management of the Company.

The Company Secretary assists the WTD in management of the Board's administrative activities such as convening and conducting the Board, Committee and Shareholders meetings, dissemination of information to all stakeholders of the Company, strengthening the compliance culture of the Company, co-ordination with the Regulators and all other stakeholders of the Company.

ETHICS/ GOVERNANCE POLICIES

At DCM, we strive to conduct our business and strengthen our relationships in a manner that is dignified, distinctive and responsible. We adhere to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. Therefore, we have adopted various codes and policies to carry out our duties in an ethical manner. Some of these codes and policies are:

1. Policy for determination of material events
2. Preservation of records policy
3. Code of conduct for Directors and Senior Management
4. Code of Conduct under regulation 9 of SEBI (Prohibition of Insider Trading) Regulation, 2015
5. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
6. General Code of Conduct
7. Performance Evaluation Policy
8. Policy on materiality of Related Party Transactions
9. Prevention of Sexual Harassment Policy

10. Related Party Transactions Policy
11. Risk Management Policy
12. Vigil Mechanism and Whistle-blower Policy

AUDITS AND INTERNAL CHECKS AND BALANCES

M/s. V Sahai Tripathi & Co., Chartered Accountants, is the Statutory Auditors of the Company. M/s. STVG & Co., Chartered Accountants is the internal auditor of the Company. The Statutory Auditors and the Internal Auditor perform independent reviews of the ongoing effectiveness of Company's various components of the systems of internal controls and present the same before the Audit Committee on quarterly basis for their review and necessary action.

RISK MANAGEMENT, INTERNAL CONTROLS AND COMPLIANCE

The Board of Directors of the Company have designed Risk Management Policy and framework to avoid events, situations or circumstances which may lead to negative impact on the Company's businesses as a whole and have defined a structured approach to manage uncertainty and outcomes. Key business risks and their mitigation are considered as a part of the annual/strategic business plans and is reviewed by the Audit Committee on frequent basis. The Company's internal as well as operational controls are commensurate with its size and the nature of its operations. The Company has put in place a defined risk management framework to identify, assess, monitor and mitigate the risks at enterprise level. Organization adopts a systematic approach to mitigate risks associated with accomplishment of objectives, operations, performance and regulations. Company believes that such steps would help to achieve stated objectives of the organizations. The Company shall continue to have periodic review mechanism for monitoring of various risk events in relation to various functional activities being undertaken by the organization.

BEST CORPORATE GOVERNANCE PRACTICES

DCM strives for highest Corporate Governance standards and practices. It, therefore, endeavors to continuously improve and adopt the best of Corporate Governance codes and practices. Some of the implemented best governance norms and practices include the following:

- All securities related filings with Stock Exchanges are reviewed every quarter by the Stakeholders' Relationship Committee and the Board of Directors.
- The Company has independent Board Committees covering matters related to Stakeholder Relationship, Directors Remuneration and the nomination of Board Members.
- The Senior Management Personnel review the ongoing effectiveness of operational and financial risk mitigations and governance practices.
- The Company undertakes Annual Secretarial Audit from an Independent Company Secretary who is in whole-time practice.

ROLE OF THE COMPANY SECRETARY IN OVERALL GOVERNANCE PROCESS

The Company Secretary plays a key role in ensuring compliances with all applicable laws to the Company and that the Board (including Committees thereof) procedures are followed and regularly reviewed. The Company Secretary acts as Secretary to all the Committees of the Board of Directors of the Company. The Company Secretary also ensures that all relevant information, details and documents are made available to the Directors and Senior Management for effective decision-making at the meetings. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company to ensure compliance with applicable statutory requirements, to provide guidance to Directors and to facilitate convening of meetings. The Company Secretary Interfaces and act as link between the management and regulatory authorities for governance matters.

II. BOARD OF DIRECTORS

Keeping with the commitment to the principle of integrity and transparency in business operations for good corporate governance, the Company's policy is to have an appropriate blend of independent and non-independent directors to maintain the independence of the Board and to separate the Board functions of governance and management.

A. Composition & Category of the Board of Directors and attendance of each director at the meeting of the board of directors and the last annual general meeting

As on 31st March 2024, there were Six Directors comprising One Whole Time Director, One Non-Executive Director and Four Non-Executive Independent Directors.

The Board consists of eminent persons with considerable professional experience in business, industry, finance, audit and law. None of the Director is a member of more than ten committees and Chairperson of more than five Committees across all the Companies in which they are Directors. All the members have made disclosures regarding their directorship and memberships in various committees.

As on 31st March, 2024, the composition of Board of Directors is in conformity with Regulation 17 of SEBI Regulations, 2015 and the provisions of Companies Act, 2013.

Category and attendance of each of the Directors at the Board Meetings held during 2023-24 and the last Annual General Meeting is given below:

| S. No. | Name | Category | Number of Board Meetings held during the year 2023-24 | | | Whether attended last AGM for FY2022-23 | No. of Membership/ Chairpersonship in mandatory Committees (i.e., Audit Committee & Stakeholder Relationship Committee) | | No. of Membership/ Chairpersonship in Nomination & Remuneration Committee |
|--------|--|---|---|--------------------|----------|---|---|------------|---|
| | | | Held | Entitled to attend | Attended | | Chairpersonship | Membership | |
| 1 | Ms. Rajni Gupta* (DIN: 07242992) | Independent Director (Non-Executive) | 11 | 3 | 1 | No | 0 | 0 | 0 |
| 2 | Ms. Richa Kalra (DIN: 07632571) | Independent Director (Non-Executive) | 11 | 11 | 10 | No | 2 | 0 | 1(C) |
| 3 | Ms. Parul Singh* (DIN: 09811725) | Independent Director (Non-Executive) | 11 | 9 | 6 | Yes | 0 | 0 | 0 |
| 4 | Ms. Ruchi Chordia** (DIN: 09725509) | Independent Director (Non-Executive) | 11 | 8 | 5 | No | 0 | 0 | 0 |
| 5 | Mr. Sanjay Sahni (DIN: 08364951) | Independent Director (Non-Executive) | 11 | 11 | 8 | Yes | 0 | 1 | 1(M) |
| 6 | Mr. Kaushal Kashyap (DIN: 07683753) | Director (Non-Executive) | 11 | 11 | 8 | Yes | 0 | 1 | 0 |
| 7 | Mrs. Nidhi Deveshwar*** (DIN: 09505480) | Chairperson & Whole-time Director (Executive) | 11 | 11 | 10 | Yes | 0 | 2 | 1(M) |
| 8 | Ms. Priyanka Sisodia****(DIN: 10479252) | Independent Director (Non-Executive) | 11 | 4 | 4 | NA | 0 | 0 | 0 |

Note:

*Ms. Rajni Gupta (DIN: 07242992) & Ms. Parul Singh (DIN: 09811725) resigned from Directorship on 12.08.2023 & 31.01.2024 respectively.

**Ms. Ruchi Chordia has been appointed as an Additional Director (Category: Non-Executive & Independent) w.e.f. 12.08.2023 and regularized in the AGM held on 15.09.2023.

*** Mrs. Nidhi Deveshwar was re-appointed as Whole time Director (Category: Executive) w.e.f. 29.11.2023 and was regularized in the EGM held on 28.02.2024.

****Ms. Priyanka Sisodia has been appointed as an Additional Director (Category: Non-Executive& Independent) w.e.f. 24.01.2024 and regularized in the EGM held on 28.02.2024.

Number of other Board of Directors or Committees in which a Director is a Member or Chairperson as on 31.03.2024 (including the Company)

| Sr. No. | Name of director | Directorships | | | Committee positions in listed and unlisted public limited companies | | Committee positions in listed and unlisted public limited companies in Nomination & Remuneration Committees |
|---------|--------------------------------------|----------------------------|--------------------------------------|------------------------------|---|----------------|---|
| | | In equity listed companies | In unlisted public limited companies | In private limited companies | As member (including as chairperson) | As chairperson | |
| 1 | Ms. Richa Kalra (DIN: 07632571) | 2 | Nil | Nil | 2 | 2 | 1(C&M) |
| 2. | Ms. Ruchi Chordia (DIN: 09725509) | 3 | Nil | Nil | 2 | 1 | 1(C&M) |
| 3. | Mr. Sanjay Sahni (DIN: 08364951) | 3 | Nil | Nil | 5 | 2 | 3(M) |
| 4. | Mr. Kaushal Kashyap (DIN: 07683753) | 2 | 1 | Nil | 3 | 1 | 1(M) |
| 5. | Mrs. Nidhi Deveshwar (DIN: 09505480) | 1 | Nil | Nil | 2 | 0 | 1(M) |
| 6. | Ms. Priyanka Sisodia (DIN: 10479252) | 1 | 1 | Nil | 0 | 0 | 0 |

- I) None of the director holds office as a director, including as an alternate director, in more than twenty companies at the same time. None of them has directorships in more than ten public companies. For reckoning the limit of public companies, directorships of private companies that are either holding or subsidiary company of a public company are included and directorships in dormant companies are excluded. For the purpose of reckoning the directorships in listed companies, only equity listed companies have been considered.
- II) As per declarations received, none of the directors serve as an independent director in more than seven equity listed companies or in more than three equity listed companies in case he/she is a whole-time director in any listed company.
- III) None of the directors was a member in more than ten committees, nor a chairperson in more than five committees across all public companies in which he/she was a director.

Directorship in equity listed companies and Name of equity listed entities where directors of the Company held directorships as on 31st March 2024 (including the Company)

| Sr. No. | Name of Directors | Listed Entity | Category |
|---------|------------------------|---|--|
| 1. | Ms. Richa Kalra | 1. DCM Financial Services Limited 2. AVRO India Limited | Independent Director (Non-Executive) Independent Director (Non-Executive) |
| 2. | Ms. Ruchi Chordia* | 1. DCM Financial Services Limited 2. SBC Exports Limited 3. Vinayak Vanijya Limited | Independent Director (Non-Executive) Independent Director (Non-Executive) Independent Director (Non-Executive) |
| 3. | Mrs. Nidhi Deveshwar** | 1. DCM Financial Services Limited | Whole time Director (Executive) |

| Sr. No. | Name of Directors | Listed Entity | Category |
|---------|-------------------------|---|--|
| 4. | Mr. Kaushal Kashyap | 1. DCM Financial Services Limited 2. Accuvant Advisory Services Limited | Director (Non-Executive) Independent Director (Non-Executive) |
| 5. | Mr. Sanjay Sahnii | 1 DCM Financial Services Limited 2 Sueryaa Knitwear Limited 3 Garg Acrylics Limited | Independent Director (Non-Executive) Independent Director (Non-Executive) Independent Director (Non-Executive) |
| 6. | Ms. Priyanka Sisodia*** | 1 DCM Financial Services Limited | Independent Director |

Note:

**Ms. Ruchi Chordia has been appointed as an Additional Director (Category: Non-Executive & Independent) w.e.f. 12.08.2023 and regularized at AGM held on 15.09.2023.*

***Mrs. Nidhi Deveshwar was re-appointed as Whole time Director w.e.f. 29.11.2023 and regularized in the EGM held on 28.02.2024.*

****Ms. Priyanka Sisodia has been appointed as an Additional Director (Category: Non-Executive & Independent) w.e.f. 24.01.2024 and regularized at EGM held on 28.02.2024.*

Disclosure of relationships between Directors inter-se

None of the present Directors are "Relative" of each other as defined in Section 2 (77) of Companies Act, 2013 and Rule 4 of the companies (Specification of definitions details) Rules, 2014.

Number of meetings of the Board of Directors held and dates on which held

During the period, the Board of Directors of your Company met 11 (Eleven) times. The dates on which the meetings were held are **11.04.2023, 23.05.2023, 09.08.2023, 12.08.2023, 08.11.2023, 29.11.2023, 26.12.2023, 24.01.2024, 27.01.2024, 08.02.2024 & 20.03.2024** and the gap requirement of 120 days between two meetings have been complied with. The necessary quorum was present for all the meetings.

Orderly succession to Board and Senior Management

The framework of succession planning for appointment of Board/Management is passed by the Board. In addition, changes in the Senior Management and their responsibilities are updated to the Board from time to time.

Number of shares and convertible instruments held by Non-Executive Directors

None of the Non-Executive Directors holds any share in the Company.

Letters of appointment of Independent Directors & policy to familiarize

The company issued formal letters of appointment to Independent Directors in the manner as provided in the Companies Act, 2013.

The company has also formulated a policy to familiarize the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes.

A. Non-Executive Directors Compensation and Disclosures

Apart from payment of sitting fees, the Company does not have any pecuniary relationship or transactions with non-executive Directors. No remuneration was given to any of the Non-Executive Directors during the financial year 2023-24.

B. Familiarization Program for Directors

The Company has Familiarization Program Module ("the Program") for Independent Directors ("ID") of the Company. As per the requirement regulation 25(7) of SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015 the company is required to familiarize the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through this programmes.

C. Skill/ Expertise/ Competence of the Board of Directors

The Board of Directors along with Nomination & Remuneration Committee (NRC) identifies the right candidate with right qualities, skills and practical expertise/ competencies required for the effective functioning of individual member to possess and also the Board as a whole. The Committee focuses on the qualification and expertise of the person, the positive attributes, standard of integrity, ethical behavior, independent judgment of the person in selecting a new Board member. In addition to the above, in case of independent directors, the Committee shall satisfy itself with regard to the independence of the directors to enable the Board to discharge its functions and duties effectively. The same are in line with the relevant provisions of the Listing Regulations. The NRC has identified the following core skills, expertise and competencies for the effective functioning of the Company which is currently available with the Board:

- Expertise in Legal, Finance & Accountancy
- Human Resource.
- Risk Management
- Knowledge of the Industry
- Leadership
- Board Services & Corporate Governance
- Diversity
- Personal Values
- Functional & Managerial Experience

Given below is a list of core skills, expertise and competencies of the individual Directors:

| Name of Director | Skills/Expertise/Competencies | | | | | | | | |
|-------------------------|---|----------------|-----------------|---------------------------|------------|---------------------------------------|-----------|-----------------|------------------------------------|
| | Expertise in Legal, finance & Accountancy | Human Resource | Risk Management | Knowledge of the Industry | Leadership | Board Services & Corporate Governance | Diversity | Personal Values | Functional & Managerial Experience |
| Mrs.Nidhi Deveshwar* | ✓ | ✓ | - | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Ms. Richa Kalra | ✓ | - | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | - |
| Ms. Ruchi Chordia** | ✓ | - | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Ms. Priyanka Sisodia*** | ✓ | - | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mr. Sanjay Sahni | ✓ | - | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mr. Kaushal Kashyap | - | - | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

*Mrs. Nidhi Deveshwar was re-appointed as Whole time Director w.e.f. 29.11.2023 and regularized in the EGM held on 28.02.2024.

**Ms. Ruchi Chordia has been appointed as an Additional Director (Category: Non-Executive & Independent) w.e.f.12.08.2023 and regularized at AGM held on 15.09.2023.

***Ms. Priyanka Sisodia has been appointed as an Additional Director (Category: Non-Executive & Independent) w.e.f.24.01.2024 and regularized at EGM held on 28.02.2024.

- The company is engaged to carry on the business, as per its memorandum of Association of the company of non-banking and financial company.
- In the opinion of the Board the independent directors fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements), 2015 and are independent of the management.

- F. During the year, Ms. Rajni Gupta(DIN: 07242992)& Ms. Parul Singh(DIN: 09811725), Independent Directors resigned w.e.f. 12.08.2023 & 31.01.2024 respectively. They resigned due to their personal exigencies and the confirmation has been received that there are no other material reasons other than those provided

Particulars of Senior Management including the changes therein since the close of the previous financial year:

The particulars of the Senior Management of the Company and the changes during the year 2023-24 are listed below:

| Name of Senior Management Personnel | Designation | Nature of Change and Effective date |
|-------------------------------------|---|-------------------------------------|
| Mr. Vikram Dogra | Vice President | - |
| Ms. Somali Trivedi | Company Secretary & Chief Financial Officer | - |

III. COMMITTEES OF THE BOARD

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has **Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Internal Compliant Committee**. All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below:

A. Audit Committee

- The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Regulations, 2015 read with Section 177 of Companies Act, 2013.
- The term of reference of the Audit Committee is as per Part C of Schedule II of the SEBI (LODR) Regulations, 2015 and provisions of Companies Act 2013.
- The Audit Committee invites such of the executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors and representatives of the internal auditors to be present at its meetings.
- The previous Annual General Meeting (AGM) of the Company was held on 15th September, 2023. Ms. Richa Kalra, Chairperson of the Audit Committee could not attend the meeting due to medical issues so it was attended by the representative of Mrs. Richa Kalra.
- The composition of the Audit Committee and the details of meetings attended by its members are given below:

| S. No. | Name | Category | No. of Committee Meetings held | No. of meeting which member was entitled to attend | No. of Committee Meetings Attended |
|--------|----------------------|-------------|--------------------------------|--|------------------------------------|
| 1. | Ms. Richa Kalra | Chairperson | 4 | 4 | 4 |
| 2. | Mrs. Nidhi Deveshwar | Member | 4 | 4 | 4 |
| 3. | Mr. Sanjay Sahni | Member | 4 | 4 | 4 |

- Four Audit Committee meetings were held during the year 2023-24 on 23/05/2023, 09/08/2023, 08/11/2023 & 08/02/2024.
- The necessary quorum was present for all the meetings.
- The role of the **audit committee** includes the following:
 - Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
 - Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
 - Approval of payment to statutory auditors for any other services rendered by the statutory auditor;

4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b. changes, if any, in accounting policies and practices and reasons for the same;
 - c. major accounting entries involving estimates based on the exercise of judgment by management;
 - d. significant adjustments made in the financial statements arising out of audit findings;
 - e. compliance with listing and other legal requirements relating to financial statements;
 - f. disclosure of any related party transactions;
 - g. modified opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence & performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up thereon;
15. Reviewing the findings of any internal investigation by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the whistle blower mechanism;
19. Approval of appointment of chief financial officer after assessing the qualification, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- ix. The audit committee shall mandatorily review the following information:
 1. Management discussion and analysis of the financial condition and results of operations;
 2. Statement of significant related party transactions (as defined by the audit committee), submitted by the management;
 3. Management letters / letters of internal control weaknesses issued by the statutory

auditors;

4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
6. Statement of deviations:
 - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

x. Audit & other duties

1. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
2. Discussion with internal auditors of any significant findings and follow up there on.
3. Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and Internal Auditors considering their independence and effectiveness and their replacement and removal.
4. To recommend to the Board the remuneration of the Statutory Auditors and internal auditors.
5. To grant approval for related party transactions which are in the ordinary course of business and on an arm's length pricing basis and to review and approve such transactions subject to the approval of the Board.

B. Stakeholders Relationship Committee (erstwhile Shareholders' Grievance Committee)

- i. Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI LODR Regulations, 2015, the Board has constituted Stakeholders' Relationship Committee to specifically look into the mechanism of redressal of grievances of shareholders and other security holders. Headed by Ms. Richa Kalra, the Non-Executive Independent Director.
- ii. The composition of the Stakeholders' Relationship Committee and the details of meetings attended by its members are given below:

| S. No. | Name of the Member | Category | No. of Committee Meetings held | No. of meeting which member was entitled to attend | No. of Committee Meetings Attended |
|--------|----------------------|-------------|--------------------------------|--|------------------------------------|
| 1. | Ms. Richa Kalra | Chairperson | 4 | 4 | 4 |
| 2. | Mrs. Nidhi Deveshwar | Member | 4 | 4 | 4 |
| 3. | Mr. Kaushal Kashyap | Member | 4 | 4 | 3 |

- xi. Four Stakeholders' Relationship Committee meetings were held during the year 2023-24 on 23/05/2023, 09/08/2023, 08/11/2023 & 08/02/2024. The necessary quorum was present for all the meetings.

iii. Functions and Terms of Reference:

The Committee considers and resolves the grievances of the security holders of the listed entity including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends..

The functioning and broad terms of reference of the Stakeholders' Relationship Committee of the Company are as under:

- a) To consider and resolve the grievance of security holders of the Company.

- b) To review important circulars issued by SEBI /Stock Exchanges
- c) To take note of compliance of Corporate Governance during the quarter/year.
- d) To approve request for share transfer and transmissions.
- e) To approve request pertaining to demat of shares/sub-division/consolidation/issue of renewed/duplicate share certificate etc.

iv. Name, designation and address of Compliance Officer:

| | |
|-------------|--|
| Name | Somali Trivedi |
| Designation | Company Secretary & Compliance officer |
| Address | Upper Ground Floor, South Tower, NBCC Place, Bhisham Pitamah Marg, Delhi, 110003 |

v. Number of Shareholder's complaints received, not resolved to the satisfaction of shareholders and pending during the financial year 2023-24 are as follows:

| No. of Complaints pending as on 01.04.2023 | No. of Complaints received during the year 2023-24 | No. of Complaints resolved during the year | No. of Complaints not resolved during the year to the satisfaction of shareholders | No. of Complaints pending as on 31.03.2024 |
|--|--|--|--|--|
| NIL | 1 | 1 | NIL | NIL |

C. Nomination & Remuneration Committee

- i. Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015, the Board has duly constituted the Nomination & Remuneration Committee, with all members being Non-Executive Directors and Independent Director as Chairperson. The composition of Nomination & Remuneration Committee is as follows:

| S. No. | Name | Category | No. of Committee Meetings held | No. of meeting which member was entitled to attend | No. of Committee Meetings Attended |
|--------|---------------------|-------------|--------------------------------|--|------------------------------------|
| 1. | Ms. Richa Kalra | Chairperson | 3 | 3 | 3 |
| 2. | Ms. Nidhi Deveshwar | Member | 3 | 3 | 2 |
| 3. | Mr. Sanjay Sahni | Member | 3 | 3 | 3 |

The Nomination & Remuneration committee's meetings were held on 12/08/2023, 29/11/2023 and 24/01/2024.

ii. The terms of reference of the committee are as follows:

- a) Formulation of the criteria for determining qualification, positive attributes and independence of a director and to recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- b) Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- c) Devising a policy on diversity of board of directors;
- d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- e) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- f) The remuneration policy as adopted by the company envisages the payment of remuneration according to qualification, experience and performance at different

levels of the organization. The workers at the factory as well as those rendering clerical, administrative and professional services are suitably remunerated according to the industry norms.

iii. Performance Evaluation Criteria For Independent Directors:

Performance Evaluation Criteria of Board members including Independent Directors as approved by the Board provides:

- a) Each of the director(s) are required to assign the rating on different parameters for the evaluation of board, independent director(s) and committees of the Board of Directors and has to submit the same to the Nomination & Remuneration Committee.
- b) The rating is to be assigned on a scale of five for the purpose of evaluation of performance as under:

| Rating Scale | Scale Performance |
|--------------|--------------------|
| 5 | Exceptionally Good |
| 4 | Good |
| 3 | Satisfactory |
| 2 | Needs Improvement |
| 1 | Unacceptable |

- c) The Nomination & Remuneration Committee shall receive the Evaluation Forms in sealed cover and summarize the results. The Chairperson of the Nomination & Remuneration Committee may have discussions with individual director where clarification or interpretation is required.
- d) The Chairperson of the NRC shall develop a report on the basis of evaluation rating received. The Committee shall review the result and submit its recommendation for the consideration of Board.
- e) The Board shall review the recommendations of the Nomination & Remuneration Committee and issue necessary directions.

iv. Remuneration of Directors

The remuneration payable to all Directors including Managing Director, if any is decided by the shareholders in the General Meeting. As per the Companies Act, 2013, the Board of Directors of the Company is empowered to determine the sitting fee payable to Independent Directors within the ceiling prescribed under the Companies Act, 2013

The Non-Executive Directors were paid sitting fees during the financial year 2023-24.

Remuneration of Executive Directors for the financial year 2023-24 (Amount in Lacs)

| S. No. | Name of Director | Designation | Salary | Benefits | Performance Related Pay (PRP) for the year 2023-24 | Total |
|--------|----------------------|-----------------------------------|--------|----------|--|-------|
| 1. | Mrs. Nidhi Deveshwar | Chairperson & Whole-time Director | 4.04 | — | ----- | 4.04 |

The Company had not given any stock options during the year 2023-24.

Except as mentioned above, there was no pecuniary relationship or transaction with

Non-Executive Directors vis-a-vis the Company during the financial year 2023-24.

Criteria of making payment to non-executive directors is available on the website of the company. The same can be accessed at <https://dfsloonline.in/policy/6.pdf>

V. GENERAL BODY MEETING

a) Annual General Meeting

The details of last three Annual General Meetings (AGM) of shareholders held were as under:

| Financial Year | Date | Venue | Time | Whether any Special Resolution passed |
|----------------|----------------------------------|--|------------|---------------------------------------|
| 2020-21 | 23 rd December, 2021 | Through Video Conferencing or Other Audio Visual Means | 01:00 P.M. | - |
| 2021-22 | 30 th September, 2022 | Through Video Conferencing or Other Audio Visual Means | 01:00 P.M. | 1 |
| 2022-23 | 15 th September, 2023 | Sarita Sadan, NS 3B, SaritaVihar, Adj to St. Giri Public School New Delhi-110076 | 01:00 P.M. | 1 |

b) One Extraordinary General Meeting of Members was held during the year under review dated 28.02.2024

c) No Postal Ballot was conducted during the year under review.

VI. MEANS OF COMMUNICATION

Quarterly/ Half Yearly/ Annual Financial Results notice, advertisement and other official news are published both in vernacular language newspapers and English National newspaper regularly. The said results are also displayed/uploaded on the Company's website i.e. <https://dfsloonline.in/np.html>

VII. GENERAL SHAREHOLDER INFORMATION

| S. No. | Particulars | Information |
|--------|--|--|
| 1. | Annual General Meeting: | 33 rd |
| | Day | Friday |
| | Date& Time | 27 th September, 2024 at 01:00 P.M. |
| | Venue | Sarita Sadan, NS 3B, SaritaVihar, Adj to St. Giri Public School New Delhi-110076 |
| 2. | Financial year | April 1, 2023 to March 31, 2024 |
| 3. | Financial Calendar 2024-25 Results for quarter/year ending: 30 th June, 2024 (Tentative Schedule) (b) 30 th September, 2024 (c) 31 st December, 2024 (d) 31 st March, 2025 | On 8 th day of August, 2024 On or before 14 th day of November, 2024 On or before 14 th day of February, 2025 On or Before 30 th day of May, 2025 |
| 4. | Book Closure | September 21, 2024 to September 27, 2024 |
| 5. | Listed on | NSE, BSE& CSE |
| 6. | Dividend payment date | The Company has not recommended or paid any dividend during the financial year under review. |
| 7. | Stock Exchange Code | BSE Security Code: 511611 NSE Stock Code: DCMFINSERV CSE: 014032 |

VIII. NOMINATION

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferred in the case of death of the registered shareholder(s). The prescribed nomination form (SH-13) will be sent by the Company upon such request and is also available on the Company's website at www.dfsonline.in

Nomination facility for shares held in electronic form is also available with depository participants.

IX. VOTING THROUGH ELECTRONIC MEANS

Pursuant to section 108 of Act and the Rules made thereunder and provisions under SEBI Listing Regulations, every listed company is required to provide its members the facility to exercise their right to vote at general meetings by electronic means.

The Company has entered into an arrangement with CDSL, the authorized agency for this purpose, to facilitate such e-voting for its members.

The shareholders would therefore be able to exercise their voting rights on the items put up in the Notice of AGM through such e-voting method. The Company will also provide facility to members attending the AGM to vote at the meeting through ballot process.

Shareholders who will be attending the meeting and who had not already cast their votes by remote e-voting shall be able to exercise their right of voting at the meeting.

Cut-off date, as per the said Rules, is Friday, September 20, 2024 and the remote e-voting shall be open for a period of 3 (three) days, from Tuesday, September 24, 2024 (09.00 a.m.) till Thursday, September 26, 2024 (05.00 p.m.).

The Board has appointed M/s. Jain P & Associates, Practicing Company Secretary, as Scrutinizer for the e-voting process and ballot process.

Detailed procedure is given in the Notice of the 33rd AGM and is also placed on the Company's website at www.dfsonline.in

Shareholders may get in touch with the Company Secretary at info@dfsonline.in for further assistance.

XI. DISCLOSURE

- a) There have been no materially significant related party transactions which may have potential conflict with the interests of the Company at large.

Accordingly, the disclosure of Related Party Transactions as required under section 134(3) (h) of the Companies Act, 2013 in Form AOC-2 is attached with the Directors' Report.

- b) During last three year under review, the company has complied with all the mandatory requirements of the SEBI (LODR) Regulations, 2015, except the following:

| S. No. | Relevant Regulation | Particulars of Non-compliance | Amount involved | Remarks |
|--------|---------------------|-------------------------------|-----------------|---------|
| | NIL | | | |

- c) The Company has in place vigil mechanism and whistle blower policy under which employees can report any violation of applicable laws and regulations and the Code of Conduct of the Company. Vigil Mechanism of the Company provides adequate safeguards against victimization of persons who use such mechanism and no personnel have been denied access to the Audit Committee.
- d) The Company has complied with all the mandatory requirements of Listing Regulations.
- e) Global IT Options Limited is the subsidiary of our Company. The Company has in place policy for determining 'material' subsidiaries and the same is also placed on Company's website i.e. www.dfsonline.in and web-link of the same is <http://dfsonline.in/policy/8.pdf>
- f) The Company has in place Policy for Related Party Transaction and the same is also placed on Company's website i.e. www.dfsonline.in and web-link of the same is <http://dfsonline.in/policy/7.pdf>
- g) Information pertaining to the disclosure of commodity price risks and commodity hedging

activities is not applicable to the Company.

- h) The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).
- i) A certificate from M/s. Jain P& Associates, Company Secretary in practice that none of the Directors on the Board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board, Ministry of Corporate Affairs or any such statutory authority, forms part of this report.
- j) There were no instances where the Board has not accepted any recommendation of any committee of the board which was mandatorily required during the financial year in concern.
- k) Total fees for all services paid by the listed entity to the statutory auditor and all entities in the network of the statutory auditor is Rs.4,01,200/-.
- l) A Practicing Company Secretary has carried out Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd (CDSL) and the total issued and listed capital. The said Audit Report confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

XI. The Company has duly complied with all the Corporate Governance requirements as specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

XII. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS (2) TO (10)

It is to confirm that the Company has not incurred any non-compliance of any information contained in this Corporate Governance Report.

XIII. INFORMATION REQUIRED UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

Your Company has constituted Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and also has a policy and framework for employees to report sexual harassment cases at workplace. The Company's process ensures complete anonymity and confidentiality of information. The below table provides details of complaints received/disposed during the financial year 2023-24:

| No. of Complaints Filed | No. of Complaints Disposed off | No. of Complaints Pending |
|-------------------------|--------------------------------|---------------------------|
| NIL | | |

XIV. DISCLOSURE REGARDING SHARES IN SUSPENSE ACCOUNT

- (a) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: NIL
- (b) Number of shareholders who approached issuer for transfer of shares from suspense account during the year: NIL
- (c) Number of shareholders to whom shares were transferred from suspense account during the year: NIL
- (d) aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: NIL
- (e) that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: NIL

XVI. RISK MANAGEMENT

As per Regulation 21 of SEBI Regulations, 2015, the Company is not required to constitute Risk Management Committee.

XVII. INDEPENDENT DIRECTORS

The Board of the Company has been duly constituted with an optimum combination of Executive Directors, Non-Executive and Independent Directors. All the members are financially literate

and possess sound knowledge of accounts, audit, finance, law, etc.

Presently, the Board of the Company comprises of following 4 (Four) Independent Directors:

- i) Ms. Richa Kalra
- ii) Ms. Ruchi Chordia
- iii) Ms. Priyanka Sisodia
- iv) Mr. Sanjay Sahn

Meeting of Independent Directors

As required by the Code of Independent Directors under the Companies Act, 2013 and the Listing Regulations, a meeting of the Independent Directors of the Company was convened during the year to oversee and review the performance of Non-Independent Directors and of the Board as a whole. The meeting of Independent Directors was held on 18th March, 2024.

The independent directors present elected Ms. Richa Kalra as Chairperson for the meeting. All independent directors were present at the meeting.

XVII. MANAGEMENT DISCUSSION AND ANALYSIS

A separate chapter on Management Discussion and Analysis is given in this Annual Report.

XVIII.CEO/CFO CERTIFICATION

The Chief Financial Officer of the Company has furnished a certificate relating to financial statements and internal control systems as per the format prescribed under Regulation 17(8) of the SEBI (LODR) Regulations, 2015 and the Board took the same on record.

XIX. COMPLIANCE CERTIFICATION

Compliance Certificate for Corporate Governance obtained from M/s. Jain P & Associates, Company Secretaries in Practice is annexed herewith.

XX. CODE OF CONDUCTS

Details of various policies and codes required to be framed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 are given under the head "Investors" on the website of the company i.e. www.dfsonline.in

XXI. Market price data- high, low during each month of the financial year 2023-24:

The Market price data is given in the table mentioned below:

BSE:

| Month | High (Rs.) | Low (Rs.) | Closing (Rs.) |
|------------|------------|-----------|---------------|
| April '23 | 7.50 | 3.25 | 5.39 |
| May '23 | 5.53 | 4.31 | 4.85 |
| June '23 | 5.27 | 4.35 | 4.45 |
| July '23 | 4.75 | 4.30 | 4.52 |
| August '23 | 4.60 | 3.93 | 4.09 |
| Sep '23 | 4.72 | 4.15 | 4.44 |
| Oct '23 | 7.60 | 4.37 | 4.83 |
| Nov '23 | 5.05 | 4.39 | 4.46 |
| Dec '23 | 4.79 | 4.39 | 4.55 |
| Jan '24 | 5.4 | 4.13 | 4.90 |
| Feb '24 | 6.76 | 4.76 | 6.48 |
| March '24 | 6.36 | 4.81 | 4.81 |

NSE:

| Month | High (Rs.) | Low (Rs.) | Closing (Rs.) |
|------------|------------|-----------|---------------|
| April '23 | 7.60 | 3.35 | 5.40 |
| May '23 | 5.65 | 4.30 | 4.85 |
| June '23 | 5.30 | 4.35 | 4.45 |
| July '23 | 4.80 | 4.30 | 4.55 |
| August '23 | 4.65 | 3.90 | 4.10 |
| Sep '23 | 4.70 | 4.10 | 4.35 |
| Oct '23 | 7.45 | 4.35 | 4.60 |

| | | | |
|-----------|------|------|------|
| Nov '23 | 5.05 | 4.40 | 4.50 |
| Dec '23 | 4.70 | 4.30 | 4.55 |
| Jan '24 | 5.50 | 4.40 | 5.10 |
| Feb '24 | 6.70 | 4.85 | 6.50 |
| March '24 | 6.40 | 4.70 | 4.70 |

Calcutta Stock Exchange

There is no trading on Calcutta Stock Exchange Limited in the shares of the Company. Therefore, market price data is not available for the financial year 2023-24 pertaining to trading on Calcutta Stock Exchange Limited.

XXII. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2024:

| Shareholding of Nominal value of Rs. 10/- | No. of Shareholders | % of Shares | No. of Shares held | % of Share Holders |
|---|---------------------|-----------------|--------------------|--------------------|
| 1-500 | 21495 | 86.6385 | 2923472 | 13.21 |
| 501-1000 | 1698 | 6.8440 | 1472884 | 6.66 |
| 1001-2000 | 798 | 3.2164 | 1261319 | 5.70 |
| 2001-3000 | 284 | 1.1447 | 734744 | 3.32 |
| 3001-4000 | 118 | 0.4756 | 434052 | 1.96 |
| 4001-5000 | 135 | 0.5441 | 660701 | 2.99 |
| 5001-10000 | 156 | 0.6288 | 1168229 | 5.28 |
| Above 10000 | 126 | 0.5079 | 13469653 | 60.88 |
| Total | 24810 | 100.0000 | 22125054 | 100.00 |

Categories of Equity Shareholders as on March 31, 2024

| | Category | No. of Shares | % of Holding |
|-----------|--|--------------------|---------------|
| 1. | Promoters Holding | | |
| | Promoters | | |
| | - Indian Promoters | 8,739,952 | 39.50% |
| | - Foreign Promoters | - | - |
| | - Persons acting in concert | - | - |
| | Sub Total | 8,739,952 | 39.50% |
| 2. | Non Promoters Holding | | |
| | Institutional Investor | - | - |
| | Mutual Fund and UTI | 18,600 | 0.08% |
| | Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions/ Non Govt. Institutions) | 13,19,900 | 5.97% |
| | Foreign Bank | 32,800 | 0.15% |
| | Sub Total | 13,71,300 | 6.20% |
| 3. | Others | | |
| | Corporate Bodies | 3,43,491 | 1.55% |
| | Indian Public | 1,08,30,198 | 48.95% |
| | NRI's/ OCB's | 5,50,134 | 2.49% |
| | Foreign Company/OCB | 800 | 0 |
| | Any Other (HUF/Firm/Foreign Companies) Clearing Member | 2,89,179 | 1.31% |
| | Sub Total | 1,20,13,802 | 54.30% |
| | Grand Total | 2,21,25,054 | 100% |

XXIII. DEMATERIALIZATION OF SHARES AND LIQUIDITY

The shares of the Company are in the compulsory dematerialized segment and are available for trading with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The Share Capital Audit Report regarding reconciliation of the total issued, listed and capital held by depositories in a dematerialized form with respect to the Equity Share Capital of the Company was obtained from the Practicing Company Secretary for each quarter during the year and submitted to the Stock Exchanges within the stipulated time.

Number of shares held in dematerialized and physical mode as on **31st March 2024**

| Particulars | Total Shares | % to Equity |
|---|--------------|-------------|
| Shares in dematerialized form with NSDL | 1,38,51,615 | 64.61 |
| Shares in dematerialized form with CDSL | 46,50,410 | 21.02 |
| Physical | 36,23,029 | 16.37 |
| Total | 22,125,054 | 100 |

ISIN of the Company : INE891B01012

The names and addresses of the depositories are as under:

- National Securities Depository Limited**
Trade World, A-Wing, 4th & 5th Floors, Kamala Mills Compound,
SenapatiBapatMarg, Lower Parel, Mumbai - 400 013
- Central Depository Services (India) Limited**
Marathon Futurex, A-Wing, 25th floor,
NM Joshi Marg, Lower Parel, Mumbai - 400013

XXIV.DISCLOSURE BY THE COMPANY AND ITS SUBSIDIARIES OF 'LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS/ COMPANIES IN WHICH DIRECTORS ARE INTERESTED BY NAME AND AMOUNT

During the year 2023-24, the Company and its subsidiary company had not made any Loans and Advances in the Nature of Loans to Firms/Companies in which Directors are interested. Hence, no such Disclosure required.

XXV. DETAILS OF MATERIAL SUBSIDIARIES OF THE COMPANY

| | |
|--|---|
| Name of Material Subsidiary | Global IT Options Limited |
| Date of Incorporation | 31/05/1995 |
| Place of Incorporation | New Delhi |
| Name of Statutory Auditors | M/s. V SahaiTripathi& Co., Chartered Accountants (FRN: 000262N) |
| Date of Appointment of Statutory Auditors | 30.09.2022 |

XXVI.Company Details:

Registered Office : Upper Ground Floor, South Tower, NBCC Place, Bhisham Pitamah Marg, , New Delhi, 110003 (w.e.f. 20.03.2024)

Plant Location : Not Applicable

Address for Communication : Same as Above

The phone numbers and e-mail addresses for communication are given below:

| Particulars | Telephone Number | Fax No. |
|---|------------------|---------|
| Registered Office: Upper Ground Floor, South Tower, NBCC Place, Bhisham Pitamah Marg, New Delhi, Delhi, 110003 | 011-20818570 | - |
| Corporate Office: Upper Ground Floor, South Tower, NBCC Place, Bhisham Pitamah Marg, New Delhi, Delhi, 110003 | 011-20818570 | - |

As per the Circular of the Securities & Exchange Board of India dated 22.01.2007, the exclusive e-mail address for of investor of investor Complaints is info@dfsionline.in

On behalf of Board of Directors
For DCM Financial Services Limited

Date: 21.08.2024
Place: New Delhi

Nidhi Deveshwar
Chairperson & Whole-Time Director
DIN: 09505480

MANAGEMENT DISCUSSION AND ANALYSIS

We submit herewith the "Management Discussion and Analysis Report" on the business of the Company as applicable to the extent relevant.

INDUSTRY STRUCTURE AND DEVELOPMENT

India, too, has initiated relief measures. The Government of India announced a slew of wide-ranging reforms across varied sectors amidst a comprehensive package aggregating Rs. 20 lakh crore — or approximately 10% of nominal GDP — which covered among others (i) direct cash transfers and food security for vulnerable sections of society, (ii) collateral free loans and concessional credit to farmers and street vendors, (iii) enhancement of systemic liquidity by the reserve Bank of India (RBI), (iv) special liquidity and partial credit guarantee scheme to provide liquidity to NBFCs, HFCs, MFIs and mutual funds, (v) 100% credit guarantee scheme for aggregate Rs. 3 lakh crore of emergency credit lines by banks and NBFCs to their MSME borrowers and (vi) subordinated debt and equity support to MSMEs. The Government has also initiated compliance relief measures across various regulatory requirements. The RBI has also initiated several measures like reduction in policy rates, monetary transmission, credit flows to the economy and providing relief on debt servicing.

Global headline inflation is expected to fall from an annual average of 6.8 percent in 2023 to 5.9 percent in 2024 and 4.5 percent in 2025, with advanced economies returning to their inflation targets sooner than emerging market and developing economies. The latest forecast for global growth five years from now at 3.1 percent is at its lowest in decades.

The general budget for FY25 is expected to continue the push on capital expenditure, as has been the trend in the past few years, with industry demanding an increase of 25 per cent in the capex allocation over the revised estimate of FY24.

However, with the budget expected to be tabled in the second half of July, essentially covering expenditure to be taken up for eight months ending March 2025, experts feel that the capacity to spend on projects may be curtailed.

Capital expenditure is notably high, with an increase of 16.9% to a record ₹11.11 lakh crore, accounting for 3.4% of the GDP. This is the highest in 26 years and implies a compounded annual growth rate (CAGR) of 27% over the last five years in capex, which now comprises 23.3% of total expenditure, indicating the government's commitment to enhancing public infrastructure.

The Budget also demonstrates the government's focus on fiscal consolidation, with a reduction in the fiscal deficit to 5.8% for FY24 vs. a budgeted 5.9%, a further reduction to 5.1% for FY25 and aims to reach a target of below 4.5% by FY26. This is a significant move given that the nominal growth for the current year stands at 9% versus the Budget estimate of 10%.

The growth rate in Real GDP during 2023-24 is estimated at 8.2% as compared to 7.0% in 2022-23.

Industry Overview

According to ICRA's recent report, in 2023 non-bank lenders will focus on reviving growth by improving asset quality supported by increasing retail demand and liquidity. As part of the same, MSME sector and other developing sectors will witness increased participation from NBFCs. Also, with the introduction of 5G services in the country more NBFCs will tap into exploring Artificial Intelligence and Machine Learning for offering services or full-fledged applications.

Gold loan industry has now gained respectability, as compared to 15-20 years back, and the persisting competition in the gold loan industry suggests it is a growing industry. While the sector will continue to face competition from banks, I believe NBFCs will continue to play a vital role due to its deeper reach, ability to offer more flexibility, personalized services and innovative digital solutions. Gold loans have played an important part during the pandemic and will continue to be an important source of credit to MSMEs, the agri sector, small businesses, unorganized sector and this is also evident from the steady demand for gold loans.

To keep this momentum of growth going in 2024 as well, it is important to address the key challenges faced by the NBFC sector. One such challenge is the recent revision of securitization norms by RBI which state that loans with residual maturity of less than 365 days cannot be securitised. We do believe that this can have an impact on the level of securitisation, as gold loans, MFI loans are of shorter duration.

In a scenario of rising interest rates and intense competition from banks, NBFCs will further need to focus on their pricing power to maintain profitability and also focus on higher-yield segments for

growth. Needless to say, NBFCs with stronger business models, strong capital adequacy, strong underwriting capabilities and focus on digital strategy will continue to perform better and grow stronger in years to come.

In 2023-24, NBFCs played a larger role in supporting the socioeconomic construct of the Indian economy. The opportunity for credit penetration still remains very high in India. The NBFCs can set a new benchmark by tying up with fintechs and introducing new business models with personalized offerings.

OPPORTUNITIES, CHALLENGES AND OUTLOOK

Opportunities

NBFCs have served the unbanked customers by pioneering into retail asset-backed lending, lending against securities and microfinance. Following variables in the external environment may be seen as opportunities for the Company:

- The Government of India announced a slew of wide-ranging reforms across varied sectors amidst a comprehensive package aggregating Rs. 20 lakh crore — or approximately 10% of nominal subordinated debt and equity support to MSMEs.
- NBFCs aspire to emerge as a one-stop shop for all financial services.
- The sector has witnessed moderate consolidation activities in recent years, a trend expected to continue in the near future.
- New banking license-related guidelines issued by RBI place NBFCs ahead in competition for licenses owing largely to their rural network.
- New RBI guidelines on NBFCs with regard to capital requirements, provisioning norms & enhanced disclosure requirements are expected to benefit the sector in the long run

Challenges

Competitive rivalry between big players is intense in the industry

- Global recession due to COVID-19 pandemic.
- Working Capital and Liquidity Stress in the market.
- Low demand in the market.
- Financial services companies often compete on the basis of offering lower financing rates, higher deposit rates and investment services;
- Stringent regulatory norms prevent new entrants;
- Customers prefer to invest their money with a reputed financial services company offering a wide range of services;
- Medium bargaining power of customers. Although customers do not have much bargaining power, they can easily switch to another company based on the terms and quality of services provided.

Outlook

The war in Ukraine has triggered a costly humanitarian crisis that demands a peaceful resolution. At the same time, economic damage from the conflict will contribute to a significant slowdown in global growth in 2022 and add to inflation. Fuel and food prices have increased rapidly, hitting vulnerable populations in low-income countries hardest.

The baseline forecast is for growth to fall from 3.4 percent in 2022 to 2.8 percent in 2023, before settling at 3.0 percent in 2024. Advanced economies are expected to see an especially pronounced growth slowdown, from 2.7 percent in 2022 to 1.3 percent in 2023.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial statements have been prepared in accordance with the requirements of the Companies Act, 2013 and applicable accounting standards issued by the Institute of Chartered Accountants of India. The details of the financial performance of the Company are appearing in the Balance Sheet, Profit & Loss Accounts and other financial statements forming part of this annual report.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

The Company deals in Single Segment i.e. Finance and Leasing. During the year, the revenue from operations stood at Rs. 0 similar to last financial year on standalone basis.

INTERNAL CONTROL SYSTEM

Given the magnitude and nature of its business, the Company has maintained sound and commercial practice with an effective internal control system. The system ensures that all transactions are authorized, recorded and reported correctly to safeguard the assets of the Company and protect them from any loss due to unauthorized use or disposition. The adequate internal information system is in place to ensure proper information flow for the decision-making process. The Company also has well-established processes and clearly defined roles and responsibilities for people at various levels. The control mechanism also involves well documented policies, authorization guidelines commensurate with the level of responsibility and standard operating procedures specific to the respective businesses, adherence to which is strictly ensured. Internal audit is carried out frequently to create awareness and to take corrective actions on the respective units or areas, which need rectification. These reports are then reviewed by the "Management Team" and the "Audit Committee" for follow-up action.

HUMAN RESOURCE DEVELOPMENT

The Company regards its human resources as amongst its most valuable assets and proactively reviews policies and processes by creating a work environment that encourages initiative, provides challenges and opportunities and recognizes the performance and potential of its employees attracting and retaining the best manpower available by providing high degree of motivation.

Your Company believes in trust, transparency & teamwork to improve employees productivity at all levels.

DISCLOSURE OF ACCOUNTING TREATMENT

While preparation of financial statements, a relevant Accounting Standard treatment has been followed

CAUTIONARY STATEMENT

The management discussion and analysis report containing your Company's objectives, projections, estimates and expectation may constitute certain statements, which are forward looking within the meaning of applicable laws and regulations. The statements in this management discussion and analysis report could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in the governmental regulations, tax regimes, forex markets, economic developments within India and the countries with which the Company conducts business and other incidental factors.

DETAILS OF SIGNIFICANT CHANGES

There were no significant changes during the year in the area of working & operations of the company in Comparison to the previous financial year.

**On behalf of the Board of Directors
For DCM Financial Services Limited**

**Date: 21.08.2024
Place: New Delhi**

**Nidhi Deveshwar
Chairperson & Whole-Time Director
DIN: 09505480**

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

(In terms of Regulation 34(3) and Schedule V (E) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members,

DCM FINANCIAL SERVICES LIMITED

Add: Upper Ground Floor, South Tower, NBCC Place,

Bhisham Pitamah Marg, Pragati Vihar,

Delhi-110003

We have examined the report of Corporate Governance presented by the Board of Directors of **DCM FINANCIAL SERVICES LIMITED** for the year ended **31st March, 2024** as stipulated in Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V of the same.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the company for ensuring compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and according to the information and explanation given to us, the Company has taken required steps to comply with the conditions of corporate governance, to the extent applicable and -as stipulated in the aforesaid SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

We state that no investor grievance is pending for the period exceeding one month against the Company as per records maintained by the Stakeholders' Relationship Committee together with the status of Investor Grievance as on SEBI SCORES Portal.

We further state that such compliance is neither any assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For Jain P & Associates
Company Secretaries

Preeti Mittal
Company Secretary
C. P. No. 17079
M. No. F12900
UDIN : F012900F000992351

Date : 17.08.2024
Place : Delhi

CEO/CFO CERTIFICATION

I, **Somali Trivedi**, being **Chief Financial Officer** of **DCM Financial Services Limited** do hereby confirm and certify that:

1. I have reviewed the financial statements and the cash flow statement for the financial year 2023-24 and that to the best of my knowledge and belief:
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. there are, to the best of my knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violate the listed entity's code of conduct.
3. I accept responsibility for establishing and maintaining internal control for financial reporting and have evaluated the effectiveness of internal control system of the listed entity pertaining to financial reporting and have disclosed to the auditor along with the audit committee, deficiencies in the design or operation of such internal control(s), if any, of which I am aware and the steps I have taken or proposed to take to rectify these deficiencies.
4. during the year under reference:
 - a. there were no significant changes in internal control system over financial reporting;
 - b. there were no significant changes in accounting policies and that the same have been disclosed in the notes to the financial statements; and
 - c. there were no instance(s) of significant fraud involved therein, if any, of which the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For DCM Financial Services Limited

Date : 21.08.2024
Place : New Delhi

Sd/-
Somali Trivedi
Chief Financial Officer

DECLARATION FOR COMPLIANCE OF CODE OF CONDUCT

I, **Nidhi Deveshwar**, being **Whole Time Director** of the Company do hereby declare that all the Directors and Senior Management Personnel have affirmed compliance with the code of the conduct of the company for the financial year ended on March 31, 2024.

Date: 21.08.2024
Place : New Delhi

Nidhi Deveshwar
Chairperson & Whole Time Director
DIN: 09505480

INDEPENDENT AUDITOR'S REPORT

TO
THE MEMBERS OF
DCM FINANCIAL SERVICES LIMITED

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

We have audited the accompanying financial statements of **M/S DCM FINANCIAL SERVICES LIMITED** (the "Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss, Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the **Basis for Qualified Opinion paragraph and Emphasis of Matter paragraph**, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, "Ind AS" and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024 and its loss and total comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

- (i) Justice Anil Kumar* as one man committee was appointed vide order dated:- 3rd September, 2015 by the Hon'ble High Court of Delhi to scrutinize the list of depositors and other claimants and to take steps enumerated hereinafter with the view to resolve at-least some of the disputes. The one-man committee submitted its report on to Hon'ble High Court of Delhi on 22nd April, 2016. Taking cognizance of the report, Hon'ble High Court of Delhi on 10th August, 2017 accepted the recommendation of one-man committee enumerated in the report. Under Scheme of One-Man Committee, Interest of Rs 235 Lakhs are payable to Debenture Holders and Rs 1,448 Lakhs are payable to Fixed Depositors under Phase-2 of Schedule of Payments laid down by One Man Committee. Presently the said committee has waived any further payment of Interest to Fixed Depositors, Debenture-holders and other lenders, however on complete liquidation of properties and investments, if any surplus remains after payment to all stakeholder creditors, then further payment of Interest would be decided. All stakeholders' creditors which are covered under scheme has given its consent to the scheme. No provision of Rs. 1,683 Lakhs as laid down under the scheme towards Interest on Debentures and Fixed Deposits, have been provided in the financial statements on the outstanding amount of Debentures and Fixed Deposits.

Had interest of Rs. 1,683 Lakhs been provided for in the financial statements of year ending 31st March 2018 on outstanding amount of Debentures and Fixed Deposits, the Net Profit before tax would have been lowered by Rs. 1,683 Lakhs and Net Profit after tax would have been lowered by Rs. 1,340 Lakhs as at 31st March, 2018. The cumulative net loss as well as Current Liabilities as at 31st March, 2024 would have been higher by Rs 1,340 Lakhs. The same has been explained in **Note 15.2 and Note 15.3**.

**The Hon'ble High Court of Delhi has appointed Mr. Laxmi Kant Gaur, District Judge (Retd.) vide its order dated 29th July 2021, as the One Man Committee in place of Hon'ble Mr. Justice Anil Kumar (in view of his unfortunate demise). The One Man Committee would continue from the stage at which the exercise assigned to the One Man Committee by the High Court stands, at the stage when Hon'ble Mr. Justice Anil Kumar unfortunately expired. The agenda of the One Man Committee would be as per the order dated 3rd September, 2015, read with subsequent orders passed, if any, in that regard.*

- (ii) For redemption of 'B' series debentures of Rs. 2014.98 Lakhs debenture redemption reserve is required to be created. Debenture redemption reserve of Rs. 2014.98 Lakhs has not been created due to insufficient profits. The same has been explained in **Note 15.2**.
- (iii) The value of assets charged as security in favor of banks, debenture-holders & financial institutions have been depleted over a period of time. The depletion has not yet been ascertained by the Company. To the extent of shortfall, if any, the liability is unsecured, whereas the same has been shown as secured. The same has been explained in **Note 15.2**.

- (iv) Balance confirmation of security deposits provided, trade receivables, some bank balances, FD balances with bank, rent receivables, other advances, borrowings, balances payable to related parties and other receivables and payables have not been received from the parties/ persons concerned. In the absence of balance confirmations, the closing balances as per books of accounts have been incorporated in the financial statements and have been shown, unless otherwise stated by the management about its recoverability in the financials including considering the NPA Provisions, are good for recovery/payment. Time barred debts under the Limitations Act have not been separately ascertained and written off or provided for. In the absence of such confirmation & corresponding reconciliation, it is not feasible for us to determine financial impact on the financial statements and the amount referred as receivable/ payable in the financial statements can differ. **(Please refer Note No.-38).**

(v) Contingent liabilities and Other Commitments

- v(a) During the year ended 30th June, 2011 the company's tenant had filed a claim of Rs.100.00 lacs against the company due to damages suffered by the tenant which is still pending under arbitration proceedings as on 31st March, 2024.
- v(b) There is an award passed by the High Court vide its judgment dated April 27, 2022 against the company in the matter of MS Shoes East Limited for Rs. 12.82 lacs i.e. the claim amount, along with interest of Rs. 8.97 lacs for an underwriting given by the company in the year 1995 for the public issue of M/s MS Shoes East Ltd.
- v(c) Due to dispute with the builder namely M/s NBCC Ltd. from which the company had purchased an office premises in the year 1995, regarding a claim of Rs. 288.29 lacs on account of increase in super area and certain other expenditure which the builder i.e. M/s NBCC Ltd. had incurred and the same is pending in arbitration. Breakup of the amount of Rs. 288.29 lacs mentioned supra is as follows:

| S. No. | Description | Amount in lacs. |
|--------------|---|-----------------|
| 1. | Difference in super area Vs .provisional area | 229.28 |
| 2. | Claim of property tax | 3.19 |
| 3. | Claim of ground rent | 21.67 |
| 4. | Allied charges | 7.82 |
| 5. | Augmentation of Electric sub station | 1.33 |
| 6. | Loss of profit | 20.00 |
| 7. | Arbitration cost | 5.00 |
| TOTAL | | 288.29 |

During the financial year ending March 31, 2021, the award was given in respect of dispute that has arisen between NBCC Ltd. (Claimant) and DCM Financial Services Limited (Respondent) in relation to sale of Commercial Space-Upper Ground Floor NBCC Place, Pragati Vihar, New Delhi by the Claimant to the respondent.

The summary of position of award is as under:

| Party | Amount Claimed (in lacs.) | Awarded (in lacs.) |
|--|---------------------------|--------------------|
| NBCC Ltd.- Claimant | 434.95 | 41.06 |
| DCM Financial Services Limited - Counter Claimant/Respondent | 3,269.50 | 78.97 |

In addition to the above, Interest @ 10% is payable by both the parties on their respective amounts.

That whereas NBCC has filed objections to the award in Delhi High Court in Dec 2020 and the same appears to be lying in objections.

That DCM has also filed objection in Delhi High Court and the same has not being listed so far.

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SA's") specified under section 143(10) of the companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the

ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key Audit matters are those matters that in our professional judgement were of most significance in our audit of the standalone financial statement of the current period. These matters were addressed in the context of our audit of standalone financials statement as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to be communicated in our report.

Emphasis of Matter

- (i) We draw attention to **Note 36** in the financial statements, which indicates that the Company has incurred a net loss of Rs. 93.49 lacs during the year ended March 31, 2024 and, as of that date, the Company's current liabilities exceeded its total assets by Rs. 4,609.98 lacs. The accumulated loss as on 31st March, 2024 stands to Rs. 9,116.70 lacs (Previous year Rs. 9,023.41 lacs). As on 31st March, 2024, the Company's total liabilities exceeded to its total assets by Rs.4894.48 lacs (Previous year Rs. 4,801.20 lacs).

Further, the Company is not carrying on any business as to comply with the directives of the Reserve Bank of India, the company ceased to accept deposits from September 1997 and the company's application to RBI for certificate of registration (CoR) as a NBFC had been rejected by the RBI in year 2004. The Company contends that the Scheme of One Man Committee shall be implemented in full and other aspect of fresh restructuring scheme such issuance of equity to SBI Home Finance Limited and Pressman Leasing would be approved/decided upon by the Hon'ble Delhi High Court and accordingly the decision on revival of Company would be taken by Hon'ble Delhi High Court. It indicates that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern (**refer note 37**).

- (ii) We draw attention to **Note 26** in the financial statements regarding successful implementation of scheme of One Man Committee on which continuity and revival of the Company is completely dependent which not only includes successful implementation of Schedule of payments described under Phase-I and Phase-II, but also realisability of funds from the disposal of Fixed Assets especially Building which is under dispute with Tenant as well as NBCC.
- (iii) We draw attention to **Note 32** in the financial statements on the deposit Rs. 1,950.00 lacs with the Hon'ble Delhi High Court. DCM Services Ltd, as a promoter had committed to bring in Rs. 1,950.00 lacs as a promoter contribution upon sanction of their restructuring scheme under erstwhile Section 391 of the Indian Companies Act, 1956 which is under implementation by One Man Committee appointed with the direction of Hon'ble Delhi High Court. The Court vide order dated 06.05.2008 has asked DCM Services Limited to deposit Rs. 1,950.00 lacs with the Court and pursuant to the court order DCM Services Limited deposited Rs 500.00 lacs on 16.07.2010, Rs 670.00 lacs on 18.11.2010, Rs. 390.00 lacs on 21.04.2011 & Rs. 390.00 lacs on 27.04.2012 aggregating to Rs. 1,950.00 lacs on behalf of the promoters with the Registrar, Hon'ble Delhi High Court. All the funds are with Delhi High Court along-with accrued interest thereon. No financial impact of this has been recorded in the financials of the company till 31st March, 2024 as there is no clarity provided by Hon'ble High Court of Delhi on whether Company would have to issue any shares against such contribution as per SEBI guidelines or such amount would be refundable to DCM Services Limited by company or there would be no liability on the Company to either to pay the said amount or issue any shares in lieu of that. Till Company gets any clarity on this matter, no financial entry has been recorded in the books of accounts.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises Board's Report including Annexure to Board's Report, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibilities for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieve fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) Except for the matters described in the Basis for Qualified Opinion and Emphasis of Matter paragraphs, we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) Except for the matters described in the Basis for Qualified Opinion and Emphasis of Matter paragraphs along with the matters stated in paragraph 2(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) Except for the matters described in the Basis for Qualified Opinion and Emphasis of Matter paragraphs, the Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - d) Except for the matters described in the Basis for Qualified Opinion and Emphasis of Matter paragraphs, in our opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act;
 - e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V to the Companies Act, 2013 and on the basis of approval received from Central Government on 1st May, 2017 which contains payment of managerial remuneration of not more than Rs 3.99 Lacs per annum. No further order has been passed in this regard.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigation on the financial position in its financial statement – **Refer Note 28** to the financial statement;

- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii. The company moved an application before the Hon'ble Company Law Board, New Delhi on 22nd July 2004 under Regulation 44 of the Company Law Regulations 1991 proposing a fresh repayment schedule for fixed depositors, debenture-holders and other creditors of the Company. The company filed a **Fresh Scheme of Arrangement** for the reorganization of the share capital of the company and for compromise with the secured and unsecured creditors of the company, hereinafter referred to as the "**Fresh Restructuring Scheme**" before the Hon'ble Delhi High Court on 24th September 2004 mentioning therein repayment schedule.

Justice Anil Kumar as one-man committee was appointed vide order dated: - 3rd September, 2015 by the Hon'ble High Court of Delhi to scrutinize the list of depositors and other claimants and to take steps enumerated hereinafter with the view to resolve at-

least some of the disputes. The one-man committee submitted its report on to Hon'ble High Court of Delhi on 22nd April, 2016. Taking cognizance of the report, Hon'ble High Court of Delhi on 10th August, 2017 accepted the recommendation of one-man committee enumerated in the report. One Man Committee observed that it already has sufficient funds, ready cash, to repay about 70% of the deposits to all the depositors having deposits of more than Rs 0.05 lacs including secured creditors in the first stage. Under Phase -1, 70% of the principal amount be paid to the creditors having deposits of more than 0.05 lacs and full amount be paid to those who have deposits of Rs. or less than Rs. 0.05 lacs in the first instance to fixed depositors, Debenture-holders and banks. In the second phase, which should also commence with phase 1 simultaneously, properties and shares and all the assets be liquidated by selling and the realized amount is recommended to be utilized for the repayment of balance 30% of principal amount and the maturity interest component only on the fixed deposits and debentures. Other creditors such as banks, financial institutions, ICD Holders shall also be paid 30% of the Principal Amount except to SBI Home Finance Limited and Pressman Leasing which will be issued equity shares in Second Phase. Depending upon the availability of surplus amount from disposal of assets with the Company, the Hon'ble High Court of Delhi may decide whether some additional amount of interest can be paid to depositors or other creditors. During the year ended 31st March, 2018, Company started paying the amount as per Phase-I and the company is still in continuation of making payments as per Phase I for the year ended 31st March 2024. Also the company has started making payments as per Phase II simultaneously during the current financial year.

The One Man committee earlier recommended to pay to the creditors 70% of the principal amount. The above said arrangement was modified by the committee on 18th May 2019 and accordingly it has been decided to pay creditors in full who have claimed amount as per procedure set by the committee and whose documents have been verified. As per the claims made by the creditors 100% of principal being paid to them. Also company has also started paying balance 30% to creditors to whom 70% has already been paid previously. The balance payable to creditors is as per books and who have not claimed so far or their documents are under verification.

The matter regarding payment to fixed depositors, debenture-holders and other sums are already covered under Phase-I and Phase-II schedule of payment decided by One Man Committee duly appointed by Hon'ble Delhi High Court.

All the unpaid matured Public Fixed Deposits of Rs 4,090.43 Lakhs and unpaid Matured Debentures of Rs. 1,606.62 Lakhs which was more than seven year old. Accordingly except the matter stated above, there has been no delay in transferring amounts or there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company. **Refer Note No 15.2 and 15.3.**

- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The company has neither declared nor paid any dividend during the year ending March 31, 2024. Also, no dividend has been proposed by the Board for the year ending March 31, 2024. Accordingly, reporting under Rule 11(f) is not applicable.
- vi. The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1 April 2023.

Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility. The audit trail facility has been in operation from 7th July 2023 and the same has operated throughout the remaining year for all relevant transactions recorded in the software.

Further, we did not come across any instance of the audit trail feature being tampered with.

For V SAHAI TRIPATHI & CO.
Chartered Accountants
(Firm's Registration No. 000262N)

(Vishwas Tripathi)
Partner
M. No. 086897

Place : Delhi
Date: 28th May, 2024

Annexure 'A' To Independent Auditors' Report

Referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - (B) The Company has no intangible assets. Accordingly, reporting under this clause is not applicable.
 - (b) The company has a phased program of physical verification of its fixed assets which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. In accordance with such program, the management has physically verified its fixed assets during the year and according to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) The title deeds of all immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
 - (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988, as amended, and rules made thereunder.
- ii.
 - (a) The company does not have any inventory and hence reporting under clause 3(ii)(a) of the order is not applicable.
 - (b) The company has not been sanctioned any working capital limits in excess of Rs. 5 crores, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii. The Company has not made any investments and has not provided any loans, advances in the nature of loans, guarantee and security to any companies, firms, Limited Liability Partnerships or any other parties, during the year. Further, there are no loans or advance in the nature of loans having opening outstanding balances in the books of accounts of the company. Accordingly, reporting under clauses 3(iii)(a) to 3(iii)(f) of the Order is not applicable to the company.
- iv. The Company has not made any transaction in respect of loans covered under section 185 of the Companies Act 2013. In respect of investments covered under section 186 of the Companies Act, 2013, the provisions of the said section 186 had been duly complied with at the time of investments.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits during the year. Hence, reporting under clause 3(v) of the Order is not applicable.

However, the directives issued by the Reserve Bank of India and the provision of section 73 to 76 or any other relevant provision of the Companies Act 2013 are not applicable on all the unpaid matured public Fixed Deposits of Rs 4,090.43 Lakhs and Unpaid Matured Debentures of Rs.1,606.62 Lakhs standing as at 31st March, 2024 which were accepted in prior periods in view of filing of Fresh Restructuring Scheme Sfiled with Hon'ble Delhi High Court on 25th September, 2004.

Justice Anil Kumar as one-man committee was appointed vide order dated:-3rd September, 2015 by the Hon'ble High Court of Delhi to scrutinize the list of depositors and other claimants and to take steps enumerated hereinafter with the view to resolve at-least some of the disputes. The one-man committee submitted its report on to Hon'ble High Court of Delhi on 22nd April, 2016. Taking cognizance of the report, Hon'ble High Court of Delhi on 10th August, 2017 accepted the recommendation of one-man committee enumerated in the report. One Man Committee observed that that it already has sufficient funds, ready cash, to repay about 70% of the deposits to all the depositors having deposits of more than Rs 0.05 lacs including secured creditors in the first stage. Under Phase -1, 70% of the principal amount be paid to the creditors having

deposits of more than 0.05 lacs and full amount be paid to those who have deposits of Rs. or less than Rs.0.05 lacs in the first instance to fixed depositors, Debenture-holders and banks. In the second phase, which should also commence with phase 1 simultaneously, properties and shares and all the assets be liquidated by selling and the realized amount is recommended to be utilized for the repayment of balance 30% of principal amount and the maturity interest component only on the fixed deposits and debentures. Other creditors such as banks, financial institutions, ICD Holders shall also be paid 30% of the Principal Amount except to SBI Home Finance Limited and Pressman Leasing which will be issued equity shares in Second Phase. Depending upon the availability of surplus amount from disposal of assets with the Company, the Hon'ble High Court of Delhi may decide whether some additional amount of interest can be paid to depositors or other creditors. During the year ended 31st March, 2024, Company is in continuation of paying the amount as per Phase-I and company has started making payments as per Phase II simultaneously during the current financial year.

The matter regarding payment to fixed depositors, debenture-holders and other sums are already covered under Phase-I and Phase-II schedule of payment decided by One Man Committee duly appointed by Hon'ble Delhi High Court. The company contends that the aforesaid Public Deposits and payment to Debenture-holders shall be settled as per schedule laid down by the implementation of One-Man Committee outcome of Fresh Restructuring Scheme.

- vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the activities carried out by the Company. Hence, reporting under clause 3(vi) of the Order is not applicable to the Company.

- vii. In respect of statutory dues:

- (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of statutory dues that are in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and the record of the company examined by us, there were no disputed statutory dues that are pending before statutory authorities.

- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

- ix. In respect of loans and borrowings:

- (a) The company has defaulted in the repayment of dues to financial institutions, banks, debenture holders and the Inter Corporate Deposits borrowed from other companies as explained in **Note No.-13 and Note No.- 15** of Notes to Accounts.

The matter is sub-judice with Hon'ble Delhi High Court as the company had filed a Fresh Scheme of Arrangement for the reorganization of the share capital of the company and for compromise with the secured and unsecured creditors of the company, before the Hon'ble Delhi High Court at New Delhi on 24th September 2004.

Justice Anil Kumar as one man committee was appointed vide order dated:-3rd September, 2015 by the Hon'ble High Court of Delhi to scrutinize the list of depositors and other claimants and to take steps enumerated hereinafter with the view to resolve at-least some of the disputes. The one man committee submitted its report on to Hon'ble High Court of Delhi on 22nd April, 2016. Taking cognizance of the report, Hon'ble High Court of Delhi on 10th August, 2017 accepted the recommendation of one man committee enumerated in the report. One Man Committee observed that that it already has sufficient funds, ready cash, to repay about 70% of the deposits to all the depositors having deposits of more than Rs 5,000 including secured creditors in the first stage. Under Phase -1, 70% of the principal amount be paid to the creditors having deposits of more than 0.05 lacs and full amount be paid to those who have deposits of Rs. 0.05 lacs or less than Rs.0.05 lacs in the first instance to fixed depositors, Debenture-holders and banks. In the second phase, which should also commence with phase 1 simultaneously, properties and shares and all the assets be liquidated by selling and the realized amount is recommended to be utilized for the repayment of balance 30% of principal amount and the maturity interest component only on the fixed deposits and debentures. Other creditors such as banks,

financial institutions, ICD Holders shall also be paid 30% of the Principal Amount except to SBI Home Finance Limited and Pressman Leasing which will be issued equity shares in Second Phase. Depending upon the availability of surplus amount from disposal of assets with the Company, the Hon'ble High Court of Delhi may decide whether some additional amount of interest can be paid to depositors or other creditors. During the year ended 31st March, 2024, Company is paying the amount as per Phase-I and has simultaneously started making payments under Phase-II during the current financial year.

The matter regarding payment to aforesaid Financial Institution Parties are already covered under Phase-I and Phase-II schedule of payment decided by One Man Committee duly appointed by Hon'ble Delhi High Court. The company contends that the payment to aforesaid Financial Institution Parties shall be settled as per schedule laid down by the implementation of One Man Committee outcome of Fresh Restructuring Scheme.

- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, no funds have been raised on short term basis by the company during the year. In respect of funds raised by the company during earlier years, the matter is sub-judice with Hon'ble Delhi High Court (refer Note No.-13 and Note No.- 15 of Notes to Accounts).
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person during the year on account of or to meet the obligations of its subsidiary. In respect of funds borrowed in earlier years, the matter is sub-judice with Hon'ble Delhi High Court (refer Note No.-13 and Note No.- 15 of Notes to Accounts).
- (f) The company has not raised any loans during the year and hence reporting under clause 3(ix)(f) of the Order is not applicable.
- x. In respect of IPO / FPO and Private Placement / Preferential Allotment :
 - (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
 - (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. In respect of fraud and whistle blower complaints:
 - (a) No fraud by the Company and no fraud on the Company has been noticed or reported during the year.
 - (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
 - (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act 2013, to the extent applicable, with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- xiv. In respect of Internal Audit System:
 - (a) In our opinion and based on our examination, and according to the explanations given to us, the Company has not established its internal financial control over financial reporting on criteria based on or considering the essential components of internal control stated in

- the Guidance Note on Audit of Internal Financial Controls over financial reporting issued by the Institute of Chartered Accountants of India, though the company has an internal audit system.(Refer Annexure B to this report).
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. In respect of registration with RBI and reporting for Core Investment Company:
- (a) Initially the company was an NBFC. However, renewal of application for registration has been rejected by RBI in 2004. In view of rejection of NBFC license, Section 45-IA of Reserve Bank of India Act, 1934 is not applicable on this company. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has incurred cash losses of Rs. 81.38 lakhs and Rs. 46.26 lakhs during the current financial year and immediately preceding financial year, respectively.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and Management plans, payment of borrowings and various other dues sub-judice with Hon'ble Delhi High Court and considering that the company's application to RBI for certificate of registration (CoR) as a NBFC had been rejected by the RBI in year 2004, a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern (**refer note 36 of Notes to Accounts**).
- xx. In our opinion, section 135 of the Companies Act 2013 is not applicable to the company. Accordingly, reporting under clause 3(xx)(a) and 3(xx)(b) of the Order is not applicable.

For V SAHAI TRIPATHI & CO.

Chartered Accountants
(Firm's Registration No. 000262N)

(Vishwas Tripathi)

Partner

M.No. 086897

Place : Delhi

Date: 28th May, 2024

UDIN:24086897BKCSTW9992

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2(f) under the heading of “Report on Other Legal and Regulatory Requirements” of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (the “Act”)

We have audited the internal financial controls over financial reporting of **DCM FINANCIAL SERVICES LIMITED** (the “Company”) as of March 31, 2024 in conjunction with our audit of Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Management of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Disclaimer of Opinion

According to the information and explanation given to us, the Company has not established its internal financial control over financial reporting on criteria based on or considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over financial reporting issued by the Institute of Chartered Accountants of India. Because of this reason, we are unable to obtain sufficient appropriate audit evidence to provide a basis for our opinion whether the company had adequate internal financial controls over financial reporting and whether such internal financial controls were operating effectively as at March 31, 2024.

We have considered the disclaimer reported above in determining the nature, volume of transactions, materiality, timing, and extent of audit test applied in our audit of the standalone financial statement of the company and the disclaimer does not affect our opinion on the standalone financial statements of the company.

For V SAHAI TRIPATHI & CO.

Chartered Accountants
(Firm's Registration No. 000262N)

(Vishwas Tripathi)

Partner

M.No. 086897

Place : Delhi

Date: 28th May, 2024

BALANCE SHEET AS AT 31ST MARCH 2024

| (Amount in Lacs) | | | |
|-------------------------------------|----------|------------------|------------------|
| Particulars | Note No. | As at 31.03.2024 | As at 31.03.2023 |
| I. ASSETS | | | |
| Non-current assets | | | |
| (a) Property, Plant and Equipment | 1 | 1,080.21 | 1,108.58 |
| (b) Financial Assets | | | |
| (ii) Investments | 2 | - | - |
| (ii) Other Financial Assets | 3 | 345.95 | 332.37 |
| (c) Other Non-Current Assets | 4 | 151.79 | 158.79 |
| 2 Current assets | | | |
| (a) Financial Assets | | | |
| (i) Investments | 5 | 113.81 | 106.60 |
| (ii) Trade Receivable | 6 | - | - |
| (iii) Cash and cash equivalents | 7 | 19.43 | 22.44 |
| (iv) Other Bank Balance | 8 | 603.93 | 1,104.65 |
| (v) Other Financial Assets | 9 | 26.83 | 21.38 |
| (b) Other Current Assets | 10 | 2.36 | 2.27 |
| TOTAL ASSETS | | 2,344.31 | 2,857.08 |
| II EQUITY AND LIABILITIES | | | |
| Equity | | | |
| (a) Equity Share Capital | 11 | 2,212.51 | 2,212.51 |
| (b) Other Equity | 12 | (7,106.99) | (7,013.70) |
| 2 Liabilities | | | |
| Non-current liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 13 | 207.70 | 207.70 |
| (b) Provisions | 14 | 16.48 | 13.42 |
| (c) Deferred Tax Liabilities (Net) | 19 | 60.32 | 66.02 |
| Current liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 15 | 6,749.70 | 7,168.01 |
| (iii) Other Financial Liabilities | 16 | 182.39 | 181.30 |
| (b) Other current liabilities | 17 | 17.13 | 16.78 |
| (c) Provisions | 18 | 5.07 | 5.04 |
| TOTAL EQUITY AND LIABILITIES | | 2,344.31 | 2,857.08 |

Notes forming part of the standalone financial statements**For V Sahai Tripathi & Co.**

Chartered Accountants

Firm Registration No. 000262N

Vishwas Tripathi

Partner

Membership No. 086897

Nidhi Deveshwar

Whole Time Director

DIN: 09505480

Richa Kalra

Director

DIN: 07632571

Somali Tiwari

Company Secretary

M.No. A-47631

Place : Delhi

Dated : 28th May, 2024

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH 2024

| (Amount in Lacs) | | | |
|---|----------|-------------------------------|-------------------------------|
| Particular | Note No. | For the year ended 31.03.2024 | For the year ended 31.03.2023 |
| I. Revenue From Operations | | - | - |
| II. Other income | 20 | 80.80 | 103.12 |
| III. Total Revenue (I + II) | | 80.80 | 103.12 |
| IV. Expenses: | | | |
| Employee benefits expense | 21 | 62.36 | 64.96 |
| Finance costs | 22 | - | 0.42 |
| Depreciation and amortization expense | 1 | 28.72 | 32.72 |
| Other expenses | 23 | 84.68 | 95.48 |
| Total expenses | | 175.76 | 193.58 |
| V. Profit before exceptional items and tax (III-IV) | | (94.96) | (90.46) |
| VI. Exceptional Item | | - | - |
| VII. Profit before tax (V - VI) | | (90.46) | (90.46) |
| VIII. Tax expense: | 24 | | |
| (1) Current tax | | - | - |
| (2) Deferred tax | | (5.71) | 398.59 |
| (3) Prior Period Taxes | | 3.79 | (4.81) |
| IX Profit/ (Loss) for the year | | (93.04) | (484.24) |
| X Other Comprehensive income/(loss) | | | |
| A (i) Items that will not be reclassified to profit or loss | | (0.24) | (0.29) |
| (ii) Income tax relating to items that will not be reclassified to profit or loss | | (0.01) | (0.21) |
| B (i) Items that will be reclassified to profit or loss | | - | - |
| (ii) Income tax relating to items that will be reclassified to profit or loss | | - | - |
| XI Total Comprehensive Income/(loss) for the year (IX+X) | | (93.29) | (484.74) |
| XII Earnings per equity share: | | | |
| - Basic | | (0.42) | (2.19) |
| - Diluted | | (0.42) | (2.19) |

Notes forming part of the standalone financial statements**For V Sahai Tripathi & Co.**

Chartered Accountants

Firm Registration No. 000262N

Vishwas Tripathi

Partner

Membership No. 086897

Nidhi Deveshwar

Whole Time Director

DIN: 09505480

Richa Kalra

Director

DIN: 07632571

Somali Tiwari

Company Secretary

M.No. A-47631

Place : Delhi

Dated : 28th May, 2024

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024

| | | (Amount in Lacs) | |
|---|-----------------|------------------|--|
| Particulars | 31.03.2024 | 31.03.2023 | |
| (A) Cash flow from Operating Activities | | | |
| Profit Before Tax | (94.96) | (90.46) | |
| Add: | | | |
| Depreciation | 28.72 | 32.72 | |
| Less: | | | |
| Remeasurement of post employment defined benefit plans | - | (0.29) | |
| Lease rent paid (Ind AS) | - | (4.19) | |
| Interest on Fixed Deposits | (66.48) | (101.59) | |
| Dividend Income | (0.44) | (0.37) | |
| Profit on sale of Investments | - | 18.80 | |
| Interest on Income tax refund | - | (1.12) | |
| Balances written back | (6.25) | - | |
| Security Deposit Written off | 1.80 | - | |
| Unrealised gain on account of fair valuation of Investments | (7.21) | 5.02 | |
| Operating Profits before working Capital changes | (144.82) | (141.49) | |
| Adjustment for: | | | |
| Change in Other Financial Current Assets | (5.45) | (7.14) | |
| Change in Current Liabilities | 0.34 | 0.12 | |
| Change in Other Current Financial Liabilities | 1.10 | (12.23) | |
| Change in Provisions | 3.10 | 7.52 | |
| Change in Other Current Assets | (0.10) | (0.91) | |
| Cash generation from Operating Activities | (145.83) | (154.13) | |
| Less: | | | |
| Income Tax (paid)/refund | 2.28 | 7.82 | |
| Net cash flows from / (used in) operating activities | (143.55) | (146.31) | |
| (B) Cash Flow from Investing Activities | | | |
| Interest Income | 66.48 | 101.60 | |
| Dividend Income | 0.44 | 0.37 | |
| Redemption/(Purchase) of FD | 485.78 | 483.24 | |
| Sale of Investments | - | 11.98 | |
| Purchase / Sale of Fixed Assets | 0.35 | - | |
| Net Cash flows from /(used in) investing activities | 553.05 | 597.20 | |
| (C) Cash Flow from Financing Activities | | | |
| Repayment to Debenture Holders | (78.97) | (99.46) | |
| Repayment of Loan to Fixed Depositors | (319.59) | (345.86) | |
| Security Deposit received | (0.45) | - | |
| Repayment of ICD | (13.51) | - | |
| Nest Cash flows from /(used in) Financing Activities | (412.51) | (445.33) | |
| Net increase/(decrease) in cash & cash equivalents | (3.01) | 5.56 | |
| Cash and Cash equivalents (Opening Balance) | 22.44 | 16.88 | |
| Cash and Cash equivalents (Closing Balance) | 19.43 | 22.44 | |

Notes forming part of the standalone financial statements**For V Sahai Tripathi & Co.**

Chartered Accountants

Firm Registration No. 000262N

Vishwas Tripathi

Partner

Membership No. 086897

Place : Delhi

Dated : 28th May, 2024**Nidhi Deveshwar**

Whole Time Director

DIN: 09505480

Richa Kalra

Director

DIN: 07632571

Somali Tiwari

Company Secretary

M.No. A-47631

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2024**A. Equity Share Capital****(Amount in Lacs)**

| Particulars | As at 31st March 2024 | As at 31st March 2023 |
|---|--------------------------|--------------------------|
| Balance at the beginning of the reporting period | 2,212.51 | 2,212.51 |
| Change in Equity Share Capital due to prior period errors | - | - |
| Restated balance at the beginning of the reporting period | 2,212.51 | 2,212.51 |
| Changes in equity share capital during the year | - | - |
| Balance at the end of the reporting period | 2,212.51 | 2,212.51 |

B. Other Equity

Other equity consist of following:

(Amount in Lacs)

| Particulars | Reserves and Surplus | | | | | Total |
|--|----------------------|--------------------|------------------------------|-----------------|-------------------|-------------------|
| | Capital Reserve | Securities Premium | Debenture Redemption Reserve | Special Reserve | Retained Earnings | |
| Balance at the end of the 31.03.2022 | 193.87 | 1,650.86 | 8.75 | 156.23 | (8,538.67) | (6,528.96) |
| Profit/(loss) for the year | - | - | - | - | (484.24) | (484.24) |
| Other comprehensive income/(loss) for the year | - | - | - | - | (0.50) | (0.50) |
| Balance at the end of the 31.03.2023 | 193.87 | 1,650.86 | 8.75 | 156.23 | (9,023.41) | (7,013.70) |
| Profit/(loss) for the year | - | - | - | - | (93.04) | (93.04) |
| Other comprehensive income/(loss) for the year | - | - | - | - | (0.25) | (0.25) |
| Balance at the end of the 31.03.2024 | 193.87 | 1,650.86 | 8.75 | 156.23 | (9,116.70) | (7,106.99) |

For V Sahai Tripathi & Co.

Chartered Accountants

Firm Registration No. 000262N

Vishwas Tripathi

Partner

Membership No. 086897

Nidhi Deveshwar

Whole Time Director

DIN: 09505480

Richa Kalra

Director

DIN: 07632571

Somali Tiwari

Company Secretary

M.No. A-47631

Place : Delhi

Dated : 28th May, 2024

1 Property, Plant and Equipment

Property, plant and equipment consist of the following :

| Particulars | (Amount in Lacs) | | | | | |
|---|------------------|-------------------|-----------------|----------------------|-------------------------------|-----------------|
| | Land | Plant & Machinery | Buildings | Furniture & Fixtures | Office Equipment & Appliances | Computer |
| Year ended 31 March 2023 | | | | | | |
| <i>Opening Gross Carrying Amount as at March 31, 2022</i> | 3.06 | 0.07 | 1,304.34 | 7.81 | 0.32 | - |
| Additions | - | - | - | - | - | - |
| Disposals | - | - | - | - | - | - |
| Closing Gross Carrying Amount as at March 31, 2023 | 3.06 | 0.07 | 1,304.34 | 7.81 | 0.32 | - |
| Opening Accumulated Depreciation | - | 0.01 | 171.00 | 7.10 | 0.25 | - |
| Depreciation charged during the year 2022-2023 | - | 0.01 | 28.67 | - | - | - |
| Depreciation on Disposals | - | - | - | - | - | - |
| <i>Closing Accumulated Depreciation as at March 31, 2023</i> | - | 0.02 | 199.67 | 7.10 | 0.25 | - |
| Net Carrying Amount as at March 31, 2023 | 3.06 | 0.05 | 1,104.68 | 0.71 | 0.07 | - |
| Year ended 31 March 2024 | | | | | | |
| <i>Opening Gross Carrying Amount as at 31st March 2023</i> | 3.06 | 0.07 | 1,304.34 | 7.81 | 0.32 | - |
| Additions | - | - | - | - | - | 0.35 |
| Disposals | - | - | - | - | - | - |
| Closing Gross Carrying Amount as at March 31, 2023 | 3.06 | 0.07 | 1,304.34 | 7.81 | 0.32 | 0.35 |
| Opening Accumulated Depreciation | - | 0.02 | 199.67 | 7.10 | 0.25 | - |
| Depreciation charged during the year 2023-2024 | - | 0.01 | 28.66 | - | - | 0.04 |
| Depreciation on Disposals | - | - | - | - | - | - |
| <i>Closing Accumulated Depreciation as at 31st March 2024</i> | - | 0.03 | 228.33 | 7.10 | 0.25 | 0.04 |
| Net Carrying Amount as at 31st March 2024 | 3.06 | 0.04 | 1,076.01 | 0.71 | 0.07 | 0.31 |
| Total | | | | | | 1,108.58 |

2 NON CURRENT INVESTMENTS

| Particulars | As at 31st March, 2024 Amount in Lacs | As at 31st March, 2023 Amount in Lacs |
|-----------------------------------|---|---|
| Details of non current investment | | |
| -Investments in Equity Shares | - | - |
| Total | - | - |

2(A) Details of non-current investment consist of following:

(Amount in Lacs)

| Sr. No. | Particulars | Subsidiary / Others | No. of Shares / Units | | Quoted / Unquoted | Partly Paid / Fully paid | As at 31st March, 2024 | As at 31st March, 2023 |
|------------|--|------------------------|---------------------------|---------------------------|----------------------|-----------------------------|---------------------------|---------------------------|
| | | | As at 31st March, 2024 | As at 31st March, 2023 | | | | |
| (a) | Investments in Equity Shares (at cost) | | | | | | | |
| | Non -Trade Investments | | | | | | | |
| 1 | Global IT Options Ltd | Subsidiary | 900,000 | 900,000 | UnQuoted | Fully Paid | 90.00 | 90.00 |
| | Less: Provision for Impairment | | | | | | (90.00) | (90.00) |
| | TOTAL | | 900,000 | 900,000 | | - | - | - |

Note 3: Other Financial Assets (Non-current)

Other Financial Assets consist of the following:

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|-------------------|---------------------------|---------------------------|
| | Amount in lacs | Amount in lacs |
| Bank Deposits* | 340.74 | 325.81 |
| Security Deposits | 5.21 | 6.56 |
| Total | 345.95 | 332.37 |

*These are restricted bank deposits and cannot be operated without getting prior approval of Hon'ble Delhi High Court.

Note 4: OTHER NON CURRENT ASSETS

Other non current assets consist of the following :

| Deferred Tax | As at 31st March, 2024 | As at 31st March, 2023 |
|--|---------------------------|---------------------------|
| | In Lacs | In Lacs |
| TDS Recoverable (Net of Provisions) (Refer Note 4A) | 151.79 | 158.79 |
| Total | 151.79 | 158.79 |

Note 4A: Details of Tax Recoverable

| Deferred Tax Assets | As at 31st March, 2024 | As at 31st March, 2023 |
|--------------------------|---------------------------|---------------------------|
| | Amount in lacs | Amount in lacs |
| Advance Tax and TDS | 190.79 | 197.79 |
| Less : Provision for Tax | 39.00 | 39.00 |
| Net | 151.79 | 158.79 |

5 Current Investments

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|--------------------------------------|---------------------------|---------------------------|
| Details of current investment | | |
| --Investments in Equity Shares | 113.64 | 106.43 |
| --Investments in NCD | 0.17 | 0.17 |
| Total | 113.81 | 106.60 |

5 (A) Details of current investment consist of following:

| Sr. No. | Particulars | Subsidiary / Others | No. of NCD / Units | | Quoted / Unquoted | Partly Paid / Fully paid | As at 31st March, 2024 | As at 31st March, 2023 |
|---------|---|---------------------|------------------------|------------------------|-------------------|--------------------------|------------------------|------------------------|
| | | | As at 31st March, 2024 | As at 31st March, 2023 | | | | |
| (a) | Investments in Non Convertible Debentures | | | | | | | |
| | At Amortised Cost | | | | | | | |
| 1 | Nayara Energy Ltd (NCD)* | Others | 49 | 49 | Unquoted | Fully Paid | 0.17 | 0.17 |
| | *Amalgamation of Vadinar oil terminal Ltd with Nayara Energy Ltd (Non Convertible Debentures issued for Shares) | | | | | | | |
| | Total (a) | | | | | | 0.17 | 0.17 |

5(B) Details of current investment consist of following:

| Sr. No. | Particulars | Subsidiary / Others | No. of Shares / Units | | Quoted / Unquoted | Partly Paid / Fully paid | As at 31st March, 2024 | As at 31st March, 2023 |
|---------|---|---------------------|------------------------|------------------------|-------------------|--------------------------|------------------------|------------------------|
| | | | As at 31st March, 2024 | As at 31st March, 2023 | | | | |
| (a) | Investments in Equity Shares | | | | | | | |
| | At Fair Value Through Profit & Loss | | | | | | | |
| 1 | Clutch Auto Limited* | Others | 98,050 | 98,050 | Quoted | Fully Paid | 0.00 | 0.00 |
| 2 | Health fore Technologies (Religare Technologies Ltd)* | Others | 10 | 10 | Quoted | Fully Paid | 0.00 | 0.00 |
| 3 | Indo Biotech Foods Ltd* | Others | 300 | 300 | Quoted | Fully Paid | 0.00 | 0.00 |
| 4 | Sujana Steel Ltd (Sujana Metal Products Ltd *) | Others | 1,300 | 1,300 | Quoted | Fully Paid | 0.00 | 0.00 |
| 5 | Padmini Technology Ltd* | Others | 500 | 500 | Quoted | Fully Paid | 0.00 | 0.00 |
| 6 | Radhika Spinning Mills Ltd* | Others | 300 | 300 | Quoted | Fully Paid | 0.00 | 0.00 |
| 7 | Uniworth Textiles Ltd. * | Others | 100 | 100 | Quoted | Fully Paid | 0.00 | 0.00 |
| 8 | Virtualsoft Systems Limited | Others | 13,400 | 13,400 | Quoted | Fully Paid | 0.71 | 0.53 |
| 9 | Daewoo Motors India Ltd* | Others | 8,250 | 8,250 | Unquoted | Fully Paid | 0.00 | 0.00 |

| | | | | | | | | |
|----|---|--------|---------|---------|----------|------------|-------|-------|
| 10 | ESSAR Ports Ltd.* | Others | 3 | 3 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 11 | Galaxy Indo Fab Ltd (Shri Laksmi Cotsyn Ltd)* | Others | 200 | 200 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 12 | (AMNS Ports India Ltd)Hazira Cargo Terminals Ltd* | Others | 9 | 9 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 13 | Haryana Sheet Glass Ltd* | Others | 200 | 200 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 14 | Profin Money Market Ltd | Others | 25,000 | 25,000 | Unquoted | Fully Paid | 3.83 | 3.83 |
| 15 | Tulip Finance Ltd* | Others | 1,000 | 1,000 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 16 | World Tex Ltd* | Others | 437,500 | 437,500 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 17 | Salaya Bulk Terminals Ltd* | Others | 3 | 3 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 18 | Skypack Courier Ltd* | Others | 100 | 100 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 19 | Banaras Beads Ltd | Others | 110 | 110 | Quoted | Fully Paid | 0.10 | 0.09 |
| 20 | Doin Global Solutions Ltd (Religare Technova)* | Others | 40 | 40 | Quoted | Fully Paid | 0.00 | 0.00 |
| 21 | Gagan Polycot Ltd | Others | 700 | 700 | Quoted | Fully Paid | 0.01 | 0.01 |
| 22 | GE Shipping Ltd | Others | 65 | 65 | Quoted | Fully Paid | 0.65 | 0.42 |
| 23 | Gujarat Meditech Ltd | Others | 200 | 200 | Quoted | Fully Paid | 0.01 | 0.01 |
| 24 | Kinetic Trust Ltd.* | Others | 100 | 100 | Quoted | Fully Paid | 0.00 | 0.00 |
| 25 | Mid India Industries Ltd | Others | 100 | 100 | Quoted | Fully Paid | 0.01 | 0.01 |
| 26 | Shree Rajasthan Syntex Ltd* | Others | 500 | 500 | Quoted | Fully Paid | 0.00 | 0.00 |
| 27 | Sree Rayalaseema Hi Strength Hypo Ltd | Others | 8,255 | 8,255 | Quoted | Fully Paid | 40.64 | 33.85 |
| 28 | Cepharm Milk Specialities Ltd. * | Others | 30,000 | 30,000 | Quoted | Fully Paid | 0.00 | 0.00 |
| 29 | Punj Lyod Ltd | Others | 200,000 | 200,000 | Quoted | Fully Paid | 4.46 | 4.46 |
| 30 | Sujana Universal Industries Ltd* | Others | 1,100 | 1,100 | Quoted | Fully Paid | 0.00 | 0.00 |
| 31 | Swam Software Ltd | Others | 200 | 200 | Quoted | Fully Paid | 0.01 | 0.01 |
| 32 | Sunstar Lubricants Ltd* | Others | 3,100 | 3,100 | Quoted | Fully Paid | 0.00 | 0.00 |
| 33 | Jaimata Glass Ltd* | Others | 100 | 100 | Quoted | Fully Paid | 0.00 | 0.00 |
| 34 | Jsw Ispat Steel Ltd* | Others | 80 | 80 | Quoted | Fully Paid | 0.00 | 0.00 |
| 35 | Modern Threads Ltd* | Others | 100 | 100 | Quoted | Fully Paid | 0.00 | 0.00 |
| 36 | Tribology India Ltd* | Others | 400 | 400 | Quoted | Fully Paid | 0.00 | 0.00 |
| 37 | HPM Industries Ltd* | Others | 5,000 | 5,000 | Quoted | Fully Paid | 0.00 | 0.00 |
| 38 | Mardia Samyoung Capillary Tube co. Ltd* | Others | 1 | 1 | Quoted | Fully Paid | 0.00 | 0.00 |
| 39 | Grand Foundry Ltd* | Others | 600 | 600 | Quoted | Fully Paid | 0.00 | 0.00 |
| 40 | Goldwon Textiles Ltd* | Others | 100 | 100 | Quoted | Fully Paid | 0.00 | 0.00 |

| | | | | | | | | |
|----|--|--------|---------|---------|----------|------------|-------|-------|
| 41 | Good Value Marketing Ltd* | Others | 200 | 200 | Quoted | Fully Paid | 0.00 | 0.00 |
| 42 | Krishna Engineering Works Ltd* | Others | 300 | 300 | Quoted | Fully Paid | 0.00 | 0.00 |
| 43 | Superforging & Steels Ltd* | Others | 9,600 | 9,600 | Quoted | Fully Paid | 0.00 | 0.00 |
| 44 | Bharati Telecom Ltd* | Others | 100 | 100 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 45 | Rajasthan Antibiotics Ltd. | Others | 30,000 | 30,000 | Unquoted | Fully Paid | 63.07 | 63.07 |
| 46 | Cebon India Ltd.* | Others | 30,000 | 30,000 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 47 | Krishna Cold Rolled Ltd (Rs.2.50 pd) | Others | 25,000 | 25,000 | Unquoted | Fully Paid | 0.05 | 0.05 |
| 48 | Vaipus Biotech Ltd | Others | 700 | 700 | Unquoted | Fully Paid | 0.10 | 0.10 |
| 49 | Adhunik Synthetics Ltd* | Others | 100 | 100 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 50 | Bhiwani Synthetics Ltd* | Others | 400 | 400 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 51 | BLB Mutual Services Ltd* | Others | 300 | 300 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 52 | BLB Share & Financial Services Ltd* | Others | 50 | 50 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 53 | Cepharm Organics Ltd* | Others | 250 | 250 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 54 | Chirau Finance Invest. & Leasing* | Others | 3,900 | 3,900 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 55 | City Lifts Ltd* | Others | 2,800 | 2,800 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 56 | Crest Paper Mills Ltd* | Others | 1,700 | 1,700 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 57 | Datapro Information Technology Ltd* | Others | 1,000 | 1,000 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 58 | Decora Tubes Ltd* | Others | 200 | 200 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 59 | East India Syntex Ltd* | Others | 200 | 200 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 60 | Electrolux Kelvinator (Intron)* | Others | 825 | 825 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 61 | Garg Forgings & Castings Ltd* | Others | 500 | 500 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 62 | Gimar Fibres Ltd* | Others | 4,100 | 4,100 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 63 | Gorden Herbert India Ltd* | Others | 100 | 100 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 64 | Greenfield Corporation Ltd (Rs.5.00 pd)* | Others | 127,000 | 127,000 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 65 | Hindustan Development Corpn. Ltd* | Others | 21,050 | 21,050 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 66 | Jainpur Straw Products Ltd* | Others | 1,200 | 1,200 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 67 | Jay Vinyls Ltd* | Others | 100 | 100 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 68 | Jiwan Flora Ltd* | Others | 400 | 400 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 69 | Karishma Floriculture Ltd* | Others | 1,700 | 1,700 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 70 | Kashipur Holdings Ltd (Bonus)* | Others | 50 | 50 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 71 | K'itti Steels Ltd* | Others | 100 | 100 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 72 | Makan Agro Ltd* | Others | 200 | 200 | Unquoted | Fully Paid | 0.00 | 0.00 |

| | | | | | | | | |
|----|------------------------------------|--------|--------|--------|----------|------------|---------------|---------------|
| 73 | Minerva Holdings Ltd* | Others | 20 | 20 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 74 | Moon Beam Industries Ltd* | Others | 400 | 400 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 75 | Pan Asia Industries Ltd* | Others | 5,400 | 5,400 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 76 | Rasik Plast Ltd* | Others | 4,500 | 4,500 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 77 | S.M. Dychem Ltd* | Others | 4 | 4 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 78 | S.V. Electricals Ltd* | Others | 5,000 | 5,000 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 79 | Sajjan Textiles Ltd* | Others | 100 | 100 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 80 | Shree Pommani Metals & Alloys Ltd* | Others | 19,400 | 19,400 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 81 | Siddarth Spinfab Ltd* | Others | 3,500 | 3,500 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 82 | Starspin & Twist Ltd * | Others | 100 | 100 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 83 | Sturdy Polymers Ltd* | Others | 200 | 200 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 84 | Suryachakra Seafoods Ltd* | Others | 13,400 | 13,400 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 85 | Swarnima Oils Ltd* | Others | 200 | 200 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 86 | Transpower Engineering Ltd* | Others | 2,500 | 2,500 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 87 | U.P. Lime Chem Limited* | Others | 500 | 500 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 88 | Vikram Projects Ltd* | Others | 1,600 | 1,600 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 89 | Vishal Lakco Ltd* | Others | 9,700 | 9,700 | Unquoted | Fully Paid | 0.00 | 0.00 |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | Total (b) | | | | | | 113.64 | 106.43 |
| | Total (a+b) | | | | | | 113.81 | 106.60 |

*These shares are disclosed at Rs.1 in the books of accounts

6 Trade Receivables**Trade Receivables**

| | As at 31 st March, 2024 | As at 31 st March, 2023 |
|--|------------------------------------|------------------------------------|
| | Amount in lacs | Amount in lacs |
| Trade Receivables, unsecured: | | |
| Considered good | - | - |
| Credit impaired | 184.02 | 184.02 |
| Less: Allowance for expected credit loss | (184.02) | (184.02) |
| Total | - | - |

Trade Receivable ageing schedule for year ended as on 31.03.2024 and 31.03.2023:

| Particulars | | Not due | Outstanding for following periods from due date of payment | | | | | Total |
|--|-----------------------|---------|--|-------------------|-------------|-------------|-------------------|----------|
| | | | Less than 6 months | 6 months - 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| (i) Undisputed Trade receivables - considered good" | as at 31st March 2024 | - | - | - | - | - | - | - |
| | as at 31st March 2023 | - | - | - | - | - | - | - |
| (ii) Undisputed Trade Receivables - which have significant increase in credit risk " | as at 31st March 2024 | - | - | - | - | - | - | - |
| | as at 31st March 2023 | - | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables - credit impaired | as at 31st March 2024 | - | - | - | - | - | - | - |
| | as at 31st March 2023 | - | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables - considered good | as at 31st March 2024 | - | - | - | - | - | - | - |
| | as at 31st March 2023 | - | - | - | - | - | - | - |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | as at 31st March 2024 | - | - | - | - | - | - | - |
| | as at 31st March 2023 | - | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables – credit impaired | as at 31st March 2024 | - | - | - | - | - | 184.02 | 184.02 |
| | as at 31st March 2023 | - | - | - | - | - | 184.02 | 184.02 |
| Total Trade Receivables | as at 31st March 2024 | - | - | - | - | - | 184.02 | 184.02 |
| | as at 31st March 2023 | - | - | - | - | - | 184.02 | 184.02 |
| Less- allowance for credit loss | as at 31st March 2024 | - | - | - | - | - | (184.02) | (184.02) |
| | as at 31st March 2023 | - | - | - | - | - | (184.02) | (184.02) |
| Total trade receivables | as at 31st March 2024 | - | - | - | - | - | - | - |
| | as at 31st March 2023 | - | - | - | - | - | - | - |

7 Cash and Cash Equivalent

Cash and cash equivalents consist of the following :

| Particulars | As at 31st March, 2024 Amount in lacs | As at 31 st March, 2023 Amount in lacs |
|--|---|--|
| (a) Balances with Bank | | |
| -Restricted Bank Balance (Refer Note 7A & 7 B) | 27.18 | 30.19 |
| Less: Provision for impairment (Refer Note 7C) | (7.75) | (7.75) |
| | 19.43 | 22.44 |
| (b) Cash in hand | - | - |
| Total | 19.43 | 22.44 |

7A Restricted Bank Balances Includes :

| Particulars | As at 31st March, 2024 Amount in lacs | As at 31 st March, 2023 Amount in lacs |
|-------------------------|---|--|
| Canara Bank (Refer 7C) | 7.49 | 7.49 |
| IDBI Bank Limited | 7.37 | 9.12 |
| Axis Bank | 7.80 | 7.38 |
| UTI Bank(Refer 7C) | 0.26 | 0.26 |
| Kotak Mahindra | 2.38 | 2.38 |
| IDFC | 1.88 | 3.56 |
| Total | 27.18 | 30.19 |

7B These are restricted bank balances and cannot be operated without getting prior approval of Hon'ble Delhi High Court.

7C During the year ended 31st March, 2018, the provision for impairment of Rs. 7.75 lacs had been provided for the banks balances which are not in operation from past years and confirmations to their balances are not made available. These balances are subject to confirmation as on 31.3.2024 and are still not operativ

| Particulars | As at 31st March, 2024 Amount in lacs | As at 31 st March, 2023 Amount in lacs |
|--------------|---|--|
| Canara Bank | 7.49 | 7.49 |
| UTI | 0.26 | 0.26 |
| Total | 7.75 | 7.75 |

8 Other Bank Balances

Other Bank Balances consist of the following:

| Particulars | As at 31st March, 2024 Amount in lacs | As at 31 st March, 2023 Amount in lacs |
|--|---|--|
| Bank Deposits(Refer Note 8A) | 603.93 | 1,104.65 |
| <i>(deposits having maturity within 12 months from the Balance Sheet Date)</i> | | |
| Total | 603.93 | 1,104.65 |

8A These are restricted bank deposits and cannot be operated without getting prior approval of Hon'ble Delhi High Court.

9 Other Current Financial Assets

Other Current Assets consist of the following at amortised cost:

| Particulars | As at 31 st March, 2024 | As at 31 st March, 2023 |
|--|----------------------------|----------------------------|
| | Amount in lacs | Amount in lacs |
| Interest accrued but not due on Fixed Deposits | 26.80 | 21.37 |
| (A) | 26.80 | 21.37 |
| Unsecured, Doubtful | | |
| - Rent Receivable | 518.47 | 518.47 |
| -Dividend Receivable | 0.03 | 0.01 |
| Less: Provision towards Doubtful Debts/ECL | (518.47) | (518.47) |
| (B) | 0.03 | 0.01 |
| Total (A) + (B) | 26.83 | 21.38 |

10 Other Current Assets (Non-Financial)

Other Current Assets consist of the following :-

| Particulars | As at 31 st March, 2024 | As at 31 st March, 2023 |
|---|----------------------------|----------------------------|
| | Amount in lacs | Amount in lacs |
| Other Advances | 2.79 | 2.71 |
| PrePaid Exp | 0.15 | 0.14 |
| | 2.94 | 2.85 |
| Less: Provision for doubtful recoverables | (0.58) | (0.58) |
| Total | 2.36 | 2.27 |

11 SHARE CAPITAL

The Authorised, Issued, Subscribed and fully Paid up Share Capital of Equity Shares having a par value of Rs.10/- each as follows:

| Share Capital | As at 31st March, 2024 | | As at 31st March, 2023 | |
|---|------------------------|-----------------|------------------------|-----------------|
| | Number | Amount in lacs | Number | Amount in lacs |
| Authorised | | | | |
| Equity Shares of Rs. 10/- each | 65,000,000 | 6,500.00 | 65,000,000 | 6,500.00 |
| 6,50,00,000 Equity Shares of Rs.10 each | | | | |
| | 65,000,000.00 | 6,500.00 | 65,000,000.00 | 6,500.00 |
| Issued | | | | |
| 2,21,25,054 Equity Shares of Rs.10 each | 22,125,054 | 2,212.51 | 22,125,054 | 2,212.51 |
| Fully paid up | | | | |
| Total | 22,125,054.00 | 2,212.51 | 22,125,054.00 | 2,212.51 |

11A Reconciliation of number of shares

| Particulars | Equity Shares | | | |
|---|------------------------|----------------|------------------------|----------------|
| | As at 31st March, 2024 | | As at 31st March, 2023 | |
| | Number | Amount in lacs | Number | Amount in lacs |
| Shares outstanding at the beginning of the year | 22,125,054 | 2,212.51 | 22,125,054 | 2,212.51 |
| Shares Issued during the year | - | - | - | - |
| Shares bought back during the year | - | - | - | - |
| Any other movement | - | - | - | - |
| Shares outstanding at the end of the year | 22,125,054 | 2,212.51 | 22,125,054 | 2,212.51 |

11B Shareholding of Promoters

Shares held by promoters at 31.03.2024

| Promoter Name | No. of shares | % of Total Shares | % Change during the year |
|-----------------------------------|------------------|-------------------|--------------------------|
| VIVEK BHARAT RAM | 15 | 0.00% | - |
| DCM SERVICES LTD | 6,352,487 | 28.71% | - |
| SHRIRAM GLOBAL ENTERPRISE LTD | 312,450 | 1.41% | - |
| INTELLECT CAPITAL SERVICE PVT LTD | 2,075,000 | 9.38% | - |
| TOTAL | 8,739,952 | 39.50% | |

11C Details of shares held by shareholders holding more than 5% of aggregate shares in the company

| Name of Shareholder | Equity Shares | | | |
|--------------------------------|------------------------|---------------|------------------------|---------------|
| | As at 31st March, 2024 | | As at 31st March, 2023 | |
| | No. of Shares held | % of Holding | No. of Shares held | % of Holding |
| DCM Services Ltd | 6,352,487 | 28.71% | 6,352,487 | 28.71% |
| Intellect Capital Services Ltd | 2,075,000 | 9.38% | 2,075,000 | 9.38% |
| Punjab & Sind Bank | 1,319,900 | 5.97% | 1,319,900 | 5.97% |
| Total | 9,747,387 | 44.06% | 9,747,387 | 44.06% |

12 OTHER EQUITY

Other equity consist of following :

| Particulars | Reserves and Surplus | | | | | Total |
|--|----------------------|--------------------|------------------------------|-----------------|-------------------|-------------------|
| | Capital Reserve | Securities Premium | Debenture Redemption Reserve | Special Reserve | Retained Earnings | |
| Balance at the end of the 31.03.2020 | | | | | | |
| Profit/(loss) for the year | | | | | | |
| Other comprehensive income/(loss) for the year | | | | | | |
| Dividends | | | | | | |
| Transfer to General Reserve | | | | | | |
| Transfer to Capital Reserve | | | | | | |
| Balance at the end of the 30.03.2021 | 193.87 | 1,650.86 | 8.75 | 156.23 | (8,586.42) | (6,576.71) |
| Profit/(loss) for the year | - | - | - | - | 48.42 | 48.42 |
| Other comprehensive income/(loss) for the year | - | - | - | - | (0.68) | (0.68) |
| Dividends | - | - | - | - | - | - |
| Transfer to General Reserve | - | - | - | - | - | - |
| Transfer to Capital Reserve | - | - | - | - | - | - |
| Balance at the end of the 31.03.2022 | 193.87 | 1,650.86 | 8.75 | 156.23 | (8,538.67) | (6,528.96) |
| Profit/(loss) for the year | - | - | - | - | (484.24) | (484.24) |
| Other comprehensive income/(loss) for the year | - | - | - | - | (0.50) | (0.50) |
| Balance at the end of the 31.03.2023 | 193.87 | 1,650.86 | 8.75 | 156.23 | (9,023.41) | (7,013.70) |
| Profit/(loss) for the year | - | - | - | - | (93.04) | (93.04) |
| Other comprehensive income/(loss) for the year | - | - | - | - | (0.25) | (0.25) |
| Balance at the end of the 31-03-2024 | 193.87 | 1,650.86 | 8.75 | 156.23 | (9,116.70) | (7,106.99) |

13 Borrowings (Non- Current)

Long term borrowings consist of following:

(Amount in lacs.)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---------------------------|---------------------------|
| A. Unsecured | | |
| (i) Term Loan from SBI HF (Refer Note 13.1) | 25.00 | 25.00 |
| (ii) Payable to Related Party | | |
| - DCM Services Ltd | 182.70 | 182.70 |
| (Refer Note 13.2) | | |
| | <u>207.70</u> | <u>207.70</u> |
| Total | <u>207.70</u> | <u>207.70</u> |

13.1 SBI HOME FINANCE LIMITED

- (a) **Status till 31-March-2017 and as on 31-March 2024** - The company has already paid Rs. 290.00 lacs under the Old Scheme and proposes to allot shares worth Rs. 25.00 lacs for the balance as per the Fresh Restructuring Scheme in the first year from the effective date (Effective date means the date of filing of the certified copy of the order sanctioning the scheme of the Hon'ble High Court of Delhi at New Delhi with the Registrar of Companies of Delhi & Haryana). SBIHF has removed a charge on its assets and therefore the loan is now categorized as unsecured loan.

The Company has to allot fully paid up shares of Rs. 25 Lacs of the Company at Rs. 30/- per share (share value Rs. 10/- plus premium Rs. 20/- per shares) or as per SEBI guidelines to SBI Home Finance Ltd. as per the Decree awarded by the Hon'ble High Court of Delhi at New Delhi, within two' years from the effective date of the scheme as per applicable SEBI guidelines.

(b) DECISION OF ONE MAN COMMITTEE

As per Report of One Man Committee pursuant to order dated 3.9.2015 passed by Hon'ble Delhi Court as on 10th August, 2017, the debt settlement will be as follows:

(i) Amount due to SBI Home Finance as at 31-Dec-2015

| Particulars | Amount (In Lacs) |
|--------------------------|------------------|
| I. Principal Outstanding | 25.00 |
| II. Maturity Interest | - |
| Total | 25.00 |

(ii) Payment Schedule by issuing in shares

(Amount in lacs.)

| Particulars | Phase-I |
|--|--------------|
| To be discharged by issuance of Equity shares of the Company of the face value of Rs. 10/- at a premium of Rs. 20/- per share or as per applicable SEBI guidelines. | 25.00 |
| The Company proposes to allot shares worth Rs. 25.00 Lacs to SBI Home Finance Ltd. as per the Decree awarded by the Hon 'ble High Court of Delhi at New Delhi, within two' years from the effective date of the scheme as per applicable SEBI guidelines.* | |
| Total | 25.00 |

Since, the number of shares to be allotted are not clear, presently the amount of Rs. 25 Lacs is shown in Liabilities and not under other equity. The same shall be reclassified depending upon whether Company has to issue variable number of equity shares or fixed number of equity shares.

13.2 PRESSMAN LEASING**(a) DECISION OF ONE MAN COMMITTEE**

The amount due to M/s, Pressman Leasing has been quantified at the lump sum of Rs 410.00 lacs and such amount would be paid 55% (Rs. 226.00 lacs) in cash and 45% (Rs. 184.00 lacs) in shares and details are under:-

(ii) **Payment Schedule**

(Amount in lacs.)

| Particulars | Phase-I | Phase-II |
|----------------------------------|---------------|--------------|
| I. 70% of total principal amount | 158.00 | - |
| II. 30% of total amount | - | 68.00 |
| Total | 158.00 | 68.00 |

- (b) The Company has to allot fully paid up shares of the Company (45% of 410.00 lacs i.e. 184.00 lacs) as per SEBI guidelines to Pressman Leasing as per the Decree awarded by the 'Hon'ble High Court of Delhi at New Delhi, within two' years from the effective date of the scheme.

Since, the number of shares to be allotted are variable, the amount is shown in Liabilities and not equity.

- (c) The Interest dues were waived and cancelled.
- (d) The Loan of Pressman Leasing (55% of 410.00 lacs i.e. 226.00 lacs) was acquired by DCM Services Limited. And the balances were paid in full to DCM Services as per phase I and II in earlier years.

14 Provisions (Non-Current)

Provisions consist of the following:

(Amount in lacs.)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|--|---------------------------|---------------------------|
| (a) Provision for Employee Benefits | | |
| Leave Encashment | 1.51 | 1.36 |
| Gratuity | 14.97 | 12.06 |
| Total | 16.48 | 13.42 |

15 Borrowings(Current)

Borrowings consist of the following:

(Amount in lacs.)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|--|---------------------------|---------------------------|
| a. Inter Corporate Deposits | | |
| From Related Parties (Refer Note 15.1) | 1,052.65 | 1,052.65 |
| b. Debentures (Secured) | | |
| Debentures (Refer Note 15.2) | 1,606.62 | 1,685.59 |
| c. Unsecured | | |
| Fixed Deposit from Public (Refer Note 15.3) | 4,090.43 | 4,410.01 |
| Inter - Corporate Deposits (Refer Note 15.4) | - | 13.51 |
| d. Security Deposits | - | 6.25 |
| Total | 6,749.70 | 7,168.01 |

16 Current Financial Liabilities

Current Financial Liabilities consist of the following at amortised cost:-

(Amount in lacs.)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|---|---------------------------|---------------------------|
| (a) Payable to Punjab & Haryana High Court (Refer Note 16.1) | 100.00 | 100.00 |
| (b) Expenses Payable | 76.96 | 74.92 |
| (c) Other Payable | 5.43 | 6.38 |
| Total | 182.39 | 181.30 |

15.1 Payable to Related Parties

The One Man committee earlier recommended to pay to the creditors 70% of the principal amount. The above said arrangement was modified by the committee on 18th May 2019 and accordingly it has been decided to pay creditors who have claimed amount as per procedure set by the committee and whose documents have been verified. As per the claims made by the creditors 100% of principal being paid to them and balance 30% to creditors whom 70% has already been paid has also started by the company. The balance payable to creditors is as per books and who have not claimed so far or their documents are under verification.

| Payable to Related Party Include the following: | 31.03.2024 | 31.03.2022 |
|---|-----------------|-----------------|
| - DCM International Limited | 281.57 | 281.57 |
| - DCM Services Limited | 739.24 | 739.24 |
| - DCM Anubhavi Market Private Limited | 31.84 | 31.84 |
| | 1,052.65 | 1,052.65 |

15.2 DEBENTURES

| | (Amount in lacs.) | |
|-----------------------|---------------------------------------|---------------------------------------|
| | As at 31.03.2024 Amount In Lacs | As at 31.03.2023 Amount In Lacs |
| (a) Debentures | | |
| "A" Series Debenture | 1.50 | 1.50 |
| "B" Series Debenture | | |
| - 19.5% Regular | 682.74 | 716.56 |
| - 19.5% Cumulative | 702.19 | 734.88 |
| - Deep Discount Bonds | 220.18 | 232.65 |
| | 1,606.62 | 1,685.59 |

(b) Scheme "A" Series

The company had allotted the Debenture 'A' series on 28th February, 1996 and 23rd September, 1996 respectively. These debentures are secured against mortgage/hypo-thecation/charge on assets financed out of the proceeds of these debentures. The outstanding debentures of Rs. 7.10 lacs were overdue as on March 31, 2019 out of which Rs 5.60 lacs have been repaid during the year 2019-2020 to 2022-23. The remaining overdue balance are to be paid as per report of One Man Committee under Fresh Restructuring Scheme.

(c) Scheme "B" Series

Debenture 'B' Series were allotted on 5th November, 1996 and are secured against hypothecation/charge on land and premises situated at Mouje Pirangut, Taluka Mulshi, Distt Pune in the State of Maharashtra alongwith all buildings, structures thereon and all plant and machinery, spares, tools, accessories and other movables of the Company, both present and future, whether installed or not. The total amount of debentures allotted were Rs 2,818.04 lacs which matured for redemption on 5th May, 1998. Out of total debentures allotted amounting to Rs 2,818.04 lacs, debentures of Rs. 1,212.92 lacs have been redeemed till March 31st, 2024. The remaining debentures as at March 31, 2024 in the "B" series amounting to Rs 1,605.12 lacs consist of the following:-

| Particulars | As at 31.03.2024 Amount in lacs | As at 31.03.2023 Amount in lacs |
|---------------------|---------------------------------------|---------------------------------------|
| 19.5% Regular | 682.74 | 716.56 |
| 19.5% Cumulative | 702.19 | 734.88 |
| Deep Discount Bonds | 220.18 | 232.65 |
| Total | 1605.12 | 1684.09 |

(d) The value of assets charged in favour of debentures has been depleted over a period of time but the depletion has not been ascertained. To the extent of shortfall, if any, the liability is unsecured.

(e) A supplementary trust deed for giving effect to the proposed repayment plans as provided in Clause 44 of the Trust deed has not been prepared by the trustees so far.

- (f) **Status till 31-March-2017 and thereafter 31st March 2024** - Provision of interest on debentures up to 31st March, 2017 from the date of renewal offer letter of 1998 is calculated @ 10% p.a. of simple interest on 19.5% Debenture "B" Series and regular interest on Debenture "A" Series amounting to approximately Rs. 4,822.30 lacs has not been provided since a Fresh Restructuring Scheme that is subject to the approval of the Hon'ble High Court of Delhi has been submitted which does not envisage payment of any interest. The rate of 10% per annum issued for Debenture holders is based on the order of Company Law Board (CLB) which was pronounced for Fixed Depositors. Though Fresh Scheme does not envisage payment of any interest, it has been considered prudent to provide Interest of 10% per annum on 19.5% Debenture "B" Series and regular interest on Debenture "A" Series since date of renewal offer letter in 1998 by following principles of prudence.

However, since the Restructuring Scheme proposed by One Man Committee has been approved Hon'ble Delhi High Court, the maturity interest amount is restricted to Rs 235 lacs which is scheduled to be shall be to be paid in Phase-2, although decision regarding payment of interest after maturity will be taken at a future date by Hon'ble Delhi Court.

- (g) **Status till 31-March-2017 and thereafter till 31st March 2024** - The Central Bank of India, Bombay, Trustees for the Non-Convertible Debentures B-Series have filed a suit for recovery of Rs. 4,421.78 lacs on 14th October, 1999 before the Hon'ble Bombay High Court. It includes interest of Rs. 1,553.61 lacs and Rs. 2,867.96 lacs towards principal. No provision has been made in the books of accounts for such interest.

The Hon'ble Bombay High Court vide its interim order dated 24th December, 1999 has passed an order that all receipts from hypothecated assets shall be deposited with the trustees in a separate bank account except for amounts utilized as per orders of The Reserve Bank of India and the Company Law Board.

The suit filed by the Central Bank of India before the Hon'ble Bombay High Court has been stayed by Hon'ble High Court of Delhi vide order dated September 14th, 2005 on application made by the company and there is no change in the status as at 31st March, 2024

However, some of the debentures holders have already been paid by the Central Bank of India. The amount which has been already been paid to the Debenture Holders by the Central Bank of India be paid to the Bank. The Central Bank of India has also claimed some amount in a suit filed before the Hon'ble Bombay High Court. No claim has however, been filed by the Central Bank of India before the One Man Committee despite opportunity granted to the Bank. While computing the amount payable in phases to other creditors, this amount claimed by the Bank will be not disbursed till the bank is able to establish its claim in the appropriate proceedings before the Court/One Man Committee.

(h) **DECISION OF ONE MAN COMMITTEE**

As per report of One Man Committee pursuant to order dated 3.9.2015 passed by Hon'ble Delhi Court as on 10th August, 2017, repayment of Debenture holders of "A" Series as well as "B" Series is to be made in two phases. In the first phase of scheme of repayment, debenture holders are to be paid 70% the balance principal amount. The Debenture holders having balance of Rs 0.05 lacs or less will be paid their 100% principal amount in the First Phase. In the second phase maturity interest on debentures is to be paid along with remaining 30%. The schedule of payment to Debenture holders to settle debt will be as under :-

(i) **Amount due to Debenture-holders**

| Particulars | Amount in lacs |
|--------------------------|----------------|
| I. Principal Outstanding | 2,553.00 |
| II. Maturity Interest | 235.00 |
| Total | 2788.00 |

(ii) **Payment Schedule**

| Particulars | Amount in lacs | |
|----------------------------------|-----------------|---------------|
| | Phase-I | Phase-II |
| I. 70% of total principal amount | 1,787.00 | - |
| II. Less than Rs 5,000 | 169.00 | - |
| III. 30% of total amount | - | 597.00 |
| IV. Maturity Interest | - | 235.00 |
| Total | 1,956.00 | 832.00 |

(i) **Statement on Reconciliation of Debentures:**

| | |
|--|-----------------|
| Principal Outstanding as per the Scheme of One Man Committee | 2,552.86 |
| Less: Redemption made during the year with the approval of High Court of Delhi | 2.65 |
| Balance as on 1st April 2017 | 2,550.21 |
| Less: Redemption made during the year ended 31-March-2018 as per the scheme of one man committee | 176.17 |
| Balance as on 31st March 2018 | 2,374.04 |
| Less: Redemption made during the year ended 31-March-2019 as per the scheme of one man committee | 351.95 |
| Balance as on 31st March 2019 | 2,022.09 |
| Less: Redemption made during the year ended 31-March-2020 as per the scheme of one man committee | 173.41 |
| Balance as on 31st March 2020 | 1,848.68 |
| Less: Redemption made during the year ended 31-March-2021 as per the scheme of one man committee | 6.93 |
| Balance as on 31st March 2021 | 1,841.75 |
| Less: Redemption made during the year ended 31-March-2022 as per the scheme of one man committee | 56.69 |
| Balance as on 31st March 2022 | 1,785.05 |
| Less: Redemption made during the year ended 31-March-2023 as per the scheme of one man committee | 99.46 |
| Balance as on 31st March 2023 | 1,685.59 |
| Less: Redemption made during the year ended 31-March-2024 as per the scheme of one man committee | 78.97 |
| Balance as on 31st March 2024 | 1,606.62 |

Total Debt was scheduled to be paid in Two phases. First phase of debt settlement as per Report of One Committee pursuant to order dated 3.9.2015 has already commenced in the FY 17-18 and payments to debenture holders amounting of Rs.1,212.92 lacs has already been made till March 31, 2024. Remaining debt includes balance 30% and unclaimed original principal amount invested of Rs 0.05 lacs or less. Since KYC norms are still under process and payments are to be made in coming periods, the entire debt balance of Rs 1,606.62 lacs is shown under Current Borrowings.

The One Man committee earlier recommended to pay to the creditors 70% of the principal amount. The above said arrangement was modified by the committee on 18th May 2019 and accordingly it has been decided to pay creditors who have claimed amount as per procedure set by the committee and whose documents have been verified. As per the claims made by the creditors 100% of principal being paid to them and balance 30% to creditors whom 70% has already been paid has also been started by the company. The balance payable to creditors is as per books and who have not claimed so far or their documents are under verification.

15.3 FIXED DEPOSITORS

- (a) **STATUS AS AT -31-MARCH-2017** - In respect of repayment of outstanding deposits with interest vide order dated 17.07.98, the Company Law Board had ordered payment of interest at contracted rates up to the date of maturity and at 10% thereafter. Due to liquidity problems, the company has not fully followed the schedule of repayment ordered by the Company Law Board. However, a Fresh Restructuring Scheme of arrangement for re-organization of the share capital of the company and for compromise with its creditors including fixed depositors filed with Hon'ble Delhi High Court in 2004 does not envisage payment of interest accordingly provision of interest payable amounting to Rs. 827.06 lacs recorded earlier has been written back in earlier years.

STATUS AS AT -31-MARCH-2017 - Provision for interest on fixed deposits up to March 31, 2017 calculated at simple interest @ 10% p.a. in accordance with the order of The Hon'ble Company Law Board amounting to approx. Rs. 11,588.66 lacs (including Rs. 11,027.21 lacs for the earlier years) has not been made, in view of the "Fresh Restructuring Scheme" pending before the Hon'ble Delhi High Court wherein the company does not envisage payment of any interest. To the extent of non-provision of interest @10% as per the previous CLB order, the cumulative Interest of Rs.11,474.19 lacs were not provided for. The difference between the contracted rate of interest and rate of interest @ 10% has also not been ascertained and provided for.

- (b) Liability on account of Fixed Deposits received contain certain deposits which appear prima-facie to be suspect due to either lack of identification of depositors or no claim or confirmation having been received by the company. Payment of those deposits that are under a suspicious category will be made under the scheme of One Man Committee only after the evidence of receipt of money is established.

(c) **DECISION OF ONE MAN COMMITTEE**

As per Report of One Man Committee pursuant to order dated 3.9.2015 passed by Hon'ble Delhi Court as on 10th August, 2017, repayment to Fixed Depositors is to be made in two phases. In the first phase of scheme of repayment are to be paid 70% the balance principal amount. The Depositors having balance of Rs 0.05 lacs or less will be paid their 100% principal amount in the first phase. In the second phase maturity interest is to be paid along with remaining 30%. In the circumstances the debt settlement will be as follows:

(i) **Amount due to Fixed Depositors as at 31-Dec-2015**

| Particulars | Amount in lacs |
|--------------------------|-----------------|
| I. Principal Outstanding | 5,631.00 |
| II. Maturity Interest | 1,448.00 |
| Total | 7,079.00 |

(ii) **Payment Schedule**

| Particulars | Amount in lacs | |
|----------------------------------|-----------------|-----------------|
| | Phase-I | Phase-II |
| I. 70% of total principal amount | 3,615.00 | - |
| II. Less than Rs 5,000 | 467.00 | - |
| III. 30% of total amount | - | 1,549.00 |
| IV. Maturity Interest | - | 1,448.00 |
| Total | 4,082.00 | 2,997.00 |

(d) **Statement on Reconciliation of FDS Accepted:**

| Particulars | Amount in lacs |
|--|-----------------|
| Balance as on 1st April 2018 | 5,449.93 |
| Less: Redemption made during the year with the approval of High Court of Delhi | 212.46 |
| Balance as on 31st March 2019 | 5,237.47 |
| Less: Redemption made during the year as per the scheme of one man committee | 329.81 |
| Balance as on 31st March 2020 | 4,907.66 |
| Less: Redemption made during the year as per the scheme of one man committee | 58.35 |
| Balance as on 31st March 2021 | 4,849.31 |
| Less: Redemption made during the year as per the scheme of one man committee | 93.44 |
| Balance as on 31st March 2022 | 4,755.87 |
| Less: Redemption made during the year as per the scheme of one man committee | 345.86 |
| Balance as on 31st March 2023 | 4,410.01 |
| Less: Redemption made during the year as per the scheme of one man committee | 319.59 |
| Balance as on 31st March 2024 | 4,090.43 |

However, since the Fresh Restructuring Scheme has been approved by One Man Committee, the maturity interest amount is decided to be 1,448.00 lacs payable in Phase II. Although the same is not recorded in Books of Accounts. Also the decision regarding payment of interest after maturity will be taken at a future date by Hon'ble Delhi Court.

Total Debt was scheduled to be paid in Two phases. First phase of debt settlement as per Report of One Committee pursuant to order dated 3.9.2015 has already begun in the FY 17-18 and payments to depositors of Rs.391.56 lacs has already made till 31st March 2019. During the financial year 2019-20 further payment to depositors to the tune of Rs. 329.80 lacs has been made. Remaining debt includes balance 30% and unclaimed original principal amount invested of Rs 0.05 lacs or less. Since KYC norms are still under process and payments are to be made in coming periods, the entire debt balance as at March 31, 2024 of Rs. 4,090.43 lacs is shown under Current Borrowings.

The One Man committee earlier recommended to pay to the creditors 70% of the principal amount. The above said arrangement was modified by the committee on 18th May 2019 and accordingly it has been decided to pay creditors who have claimed amount as per procedure set by the committee and whose documents have been verified. As per the claims made by the creditors 100% of principal being paid to them and balance 30% to creditors whom 70% has already been paid has also started by the company. The balance payable to creditors is as per books and who have not claimed so far or their documents are under verification.

15.4 **INTER CORPORATE DEPOSITS**

- (a) **Status as at 31-March-2017-** The value of inter corporate deposits is Rs 27.17 Lakhs. Considering the order of The Hon'ble Company Law Board for Fixed Deposits which states to charge interest @10% p.a. which should also be considered for Inter Corporate Deposits on prudence basis. Considering the interest rate of 10% p.a. the total interest liability comes to be approximately Rs. 54.33 lacs which includes approximately Rs. 51.61 lacs for the earlier years, has not been made in view of the "Fresh Restructuring Scheme" pending before the Hon'ble High Court of Delhi wherein the company does not envisage payment of any interest. The interest is not provided in the books of accounts.

(b) **DECISION OF ONE MAN COMMITTEE**

ICD Lenders will be paid principal due to them as on 30th June 2004. Interest dues are waived and cancelled. The payment of principal to the ICD lenders will be made as follows:

(i) Amount due to ICD Lenders as at 31-Dec-2015

| Particulars | Amount in lacs |
|--------------------------|----------------|
| I. Principal Outstanding | 27.17 |
| II. Maturity Interest | - |
| Total | 27.17 |

(ii) Payment Schedule

Amount in lacs

| Particulars | Phase-I | Phase-II |
|----------------------------------|--------------|-------------|
| I. 70% of total principal amount | 19.02 | - |
| II. Less than Rs 0.05 lacs | - | - |
| III. 30% of total amount | - | 8.15 |
| Total | 19.02 | 8.15 |

However, after approval of Scheme of One Man Committee, the settlement has been decided at Rs 27.17 Lacs. Interest Dues are waived and cancelled.

As, the scheme has already been approved, the amount of ICD is classified under Current Borrowings. During the financial year ending March 31, 2022, the company has written back an ICD of Rs.13.65 lacs from Sushma Finance as the amount payable towards said ICD is time barred and considering that no claim has been made till date by the concerned lender. During the Financial Year ending 31 March 2024, the company has paid Inter-corporate deposit of Rs. 13.51 lacs from Khandelwal Cable Ltd. and no amount is pending relating to ICD as on 31st March 2024.

- 16.1 During the year 1999, the company had received Rs. 100.00 lacs from one of its debtors i.e. Pure Drinks New Delhi Ltd. where the winding up petition proceedings was already initiated. Upon receipt of payment, the Company reduced the recoverable amount accordingly. Subsequently, the Hon'ble Punjab and Haryana Court deemed that payment is out of turn/preferential payment made by Pure Drinks New Delhi Ltd. where winding up petition proceedings was already initiated and asked the company to deposit back the said amount with Hon'ble Punjab and Haryana Court. The company had filed a SLP with the Hon'ble Supreme Court of India which has been dismissed by them. Therefore the company is liable to deposit the amount mentioned above which is yet to be deposited.

17 **Other Current Liabilities (Non-Financial)**

Other current liabilities consist of the following:

(Amount in lacs.)

| Particulars | As at 31st March 2024 | As at 31st March, 2023 |
|------------------------------|--------------------------|---------------------------|
| Statutory Liabilities | 3.06 | 5.82 |
| Payable to Employees | 7.67 | 10.96 |
| Director Sitting fee payable | 6.40 | - |
| Total | 17.13 | 16.78 |

18 Provision (Current)

Provisions consist of the following:-

(Amount in lacs.)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|--|---------------------------|---------------------------|
| (a) Provision for employee benefits | | |
| - Leave Encashment | 4.76 | 4.77 |
| - Gratuity | 0.31 | 0.27 |
| Total | 5.07 | 5.04 |

19 Deferred Tax Liability (Net)

Major Components of the deferred tax balances

| Deferred Tax Liabilities | As at 31st March, 2024 Amount in Lacs | As at 31st March, 2023 Amount in Lacs |
|--|--|--|
| Depreciation and amortisation | 274.90 | 281.67 |
| Total(a) | 274.90 | 281.67 |
| Deferred Tax Assets | As at 31st March, 2024 Amount in Lacs | As at 31st March, 2023 Amount in Lacs |
| Post Employment Defined Benefit Plans | 5.60 | 4.80 |
| Provision for Doubtful Debts | 184.81 | 184.81 |
| Unrealised gain on securities carried at fair value through statement of profit and loss | 24.17 | 26.04 |
| Lease | - | - |
| Total(a) | 214.58 | 215.65 |
| Net Deferred Tax (Liabilities)/ Assets (b-a) | (60.32) | (66.02) |

Movement in Deferred Tax Assets/(Liabilities)

| Deferred Tax (Liabilities)/ Assets | Property, Plant and Equipment | Post Employ- ment Defined Benefit Plans | Provision for Doubtful Debts | Remeasure- ment of Investment through Profit and Loss | Lease | Total |
|---------------------------------------|----------------------------------|--|------------------------------------|---|----------|----------------|
| At 31st March, 2022 | (288.34) | 2.84 | 600.93 | 17.26 | 0.09 | 332.78 |
| (Charged) / credited | | | | | | |
| - to Statement of Profit and Loss | 6.68 | 2.16 | (416.12) | 8.79 | (0.09) | (398.59) |
| - to Other Comprehensive Income | - | (0.21) | - | - | - | (0.21) |
| At 31st March, 2023 | (281.67) | 4.80 | 184.81 | 26.04 | - | (66.02) |
| (Charged) / credited | | | | | | |
| - to Statement of Profit and Loss | 6.77 | 0.82 | (0.00) | (1.87) | - | 5.71 |
| - to Other Comprehensive Income | | (0.01) | | | | (0.01) |
| At 31st March, 2024 | (274.90) | 5.60 | 184.81 | 24.17 | - | (60.32) |

20 Other Income

Other income (net) consist of the following:

| Particulars | (Amount in lacs.) | |
|---|-------------------------------------|-------------------------------------|
| | For the year ended 31.03.2024 | For the year ended 31.03.2023 |
| Interest on Fixed Deposits | 66.48 | 101.59 |
| Interest on NCD | 0.01 | 0.01 |
| Dividend Income | 0.44 | 0.37 |
| Miscellaneous Income | - | 0.03 |
| Interest on Income Tax Refund | 0.41 | 1.12 |
| Balances Written Back | 6.25 | - |
| Unrealised Gain on Fair Value of Investment | 7.21 | - |
| Total | 80.80 | 103.12 |

21 Employee Benefit Expense

Employee benefits expenses consist of the following:

| Particulars | For the year ended 31.03.2024 Amount in Lacs | For the year ended 31.03.2023 Amount in Lacs |
|---|---|---|
| (a) Salaries, Wages & Bonus | 51.61 | 49.77 |
| (b) Contributions to Provident Fund and other funds | 10.75 | 15.19 |
| Total | 62.36 | 64.96 |

22 Finance Cost

Finance costs consist of the following:

| Particulars | (Amount in lacs.) | |
|-------------------------------------|-------------------------------------|-------------------------------------|
| | For the year ended 31.03.2023 | For the year ended 31.03.2022 |
| Interest on late deposit of TDS | - | 0.02 |
| Interest Expense on Lease liability | - | 0.40 |
| Total | - | 0.42 |

23 Other Expenses

Other expenses consist of the following:

| Particulars | For the year ended 31.03.2023 | For the year ended 31.03.2022 |
|-----------------------------|-------------------------------------|-------------------------------------|
| Travelling & Conveyance | 1.88 | 1.92 |
| Repairs | | |
| - Building | 0.34 | 0.25 |
| - Others | 0.04 | 0.37 |
| -Equipment | 0.31 | - |
| Electricity & Water | 1.33 | 1.05 |
| Legal & Consultancy Charges | 34.05 | 30.30 |
| Postage and Telegram | 0.34 | 0.62 |
| Auditors Remuneration: | | |
| - Statutory/Tax Audit | 3.84 | 3.84 |

| | | |
|---|--------------|--------------|
| - Other | 0.18 | 0.18 |
| Rent | 5.66 | 0.86 |
| Telephone Expenses | 0.47 | 0.44 |
| Director Sitting Fee | 6.40 | - |
| Advertisement & Publicity | 0.43 | 0.36 |
| Labour Expense | 0.15 | - |
| Printing and Stationery | 0.53 | 0.32 |
| Bank Charges | 0.18 | 0.17 |
| Share Transfer Expenses | 1.82 | 1.91 |
| AGM Expenses | 10.42 | 10.46 |
| EGM Expenses | 0.96 | 1.37 |
| Computer Expenses | 0.16 | - |
| Internal Audit Fees | 0.27 | 0.20 |
| Listing Fees | 8.41 | 8.03 |
| Property Tax | 3.88 | 4.65 |
| Penalty on late deposit of EPF | 0.01 | 0.01 |
| Loss on sale of Investments | - | 18.80 |
| Receivable written off | 1.80 | - |
| Website Charges | 0.02 | 0.01 |
| Excess Accrued Interest written off | 0.31 | 1.64 |
| Printing & Dispatch Charges | - | 2.37 |
| Unrealised loss on fair Value of shares | - | 5.02 |
| Other Expenses | 0.48 | 0.33 |
| TOTAL | 84.68 | 95.48 |

24 Income tax expenses

(Amount in lacs.)

| Particulars | For the year ended 31.03.2024 | For the year ended 31.03.2023 |
|--|-------------------------------------|-------------------------------------|
| A. Amount recognised in profit or loss | | |
| Current tax | - | - |
| Adjustments/(credits) related to previous years - Net | 3.79 | (4.81) |
| Total current tax | 3.79 | (4.81) |
| Deferred tax | | |
| Deferred tax for the year | (5.71) | 398.59 |
| Total deferred tax | (5.71) | 398.59 |
| TOTAL | (1.92) | 393.78 |
| B Amount recognised in other comprehensive income | | |
| Deferred tax | | |
| On items that will not be reclassified to profit or loss | | |
| - Remeasurement gains/(losses) on defined benefit plans | (0.01) | 0.21 |
| TOTAL | (0.01) | 0.21 |

25) Material Accounting Policies**A. Statement of Compliance with Ind AS**

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended.

B. Basis of Preparation

The financial statements are prepared in accordance with the historical cost convention, except for certain items that are measured at fair values, as explained in the accounting policies.

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the following fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

C. Basis of classification of Current and Non-Current

The Company presents assets and liabilities in the balance sheet based on current/non-current classification

An asset is classified as current when it is:

- a) Expected to be realized or intended to be sold or consumed in normal operating cycle
- b) Held primarily for the purpose of trading
- c) Expected to be realized within twelve months after the reporting period, or
- d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is classified as current when:

- a) It is expected to be settled in normal operating cycle
- b) It is held primarily for the purpose of trading
- c) It is due to be settled within twelve months after the reporting period, or
- d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

D. Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 – Presentation of Financial Statements.

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

E. Use of Estimates

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period; they are recognized in the period of the revision and future periods if the revision affects both current and future periods.

F. Property, Plant and Equipment - Tangible Assets

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any. For this purpose, cost includes deemed cost which represents the carrying value of property, plant and equipment recognized as at 1st April, 2016 measured as per the previous GAAP.

Cost is inclusive of inward freight, duties and taxes and incidental expenses related to acquisition. In respect of major projects involving construction, related pre-operational expenses form part of the value of assets capitalized. Expenses capitalized also include applicable borrowing costs for qualifying assets, if any. All up-gradation/enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

Depreciation of these assets commences when the assets are ready for their intended use which is generally on commissioning. Items of property, plant and equipment are depreciated in a manner that amortizes the cost (or other amount substituted for cost) of the assets after commissioning, less its residual value, over their useful lives as specified in Schedule II of the Companies Act, 2013 on a straight-line basis. Land is not depreciated.

The estimated useful lives of property, plant and equipment of the Company are as follows:

| Asset | Life of Asset |
|------------------------|---------------|
| Buildings | 30 Years |
| Furniture and Fixtures | 10 Years |
| Vehicles | 8 Years |
| Office Equipment | 5 Years |
| Plant & Machinery | 15 years |

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease. Property, plant and equipment's residual values and useful lives are reviewed at each Balance Sheet date and changes, if any, are treated as changes in accounting estimate.

G. Impairment of Assets

Impairment loss, if any, is provided to the extent, the carrying amount of assets or cash generating units exceed their recoverable amount.

Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life.

H. Financial Assets

Recognition: The financial assets not recorded at fair value through profit or loss are recognized initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed through the Statement of Profit and Loss. However, Trade receivable that don't contain a significant financing component are measured at transaction price.

Classification: Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

Financial assets are classified as those measured at:

- a) **Amortized cost**, where the financial assets are held solely for collection of cash flows arising from payments of principal and/ or interest.
- b) **Fair value through other comprehensive income (FVTOCI)**, where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealized gains and losses arising from changes in the fair value being recognized in other comprehensive income.
- c) **Fair value through profit or loss (FVTPL)**, where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealized gains and losses arising from changes in the fair value being recognized in the Statement of Profit and Loss in the period in which they arise. Trade receivables, Advances, Security Deposits, Cash and cash equivalents etc. are classified for measurement at amortized cost while investments may fall under any of the aforesaid classes. However, in respect of particular investments in equity instruments that would otherwise be measured at fair value through profit or loss, an irrevocable election at initial recognition may be made to present subsequent changes in fair value through other comprehensive income.

Impairment: The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortized cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognized if the credit quality of the financial asset has deteriorated significantly since initial recognition.

Reclassification: When and only when the business model is changed, the Company shall reclassify all affected financial assets prospectively from the reclassification date as subsequently measured at amortized cost, fair value through other comprehensive income, fair value through profit or loss without restating the previously recognized gains, losses or interest and in terms of the reclassification principles laid down in the Ind AS relating to Financial Instruments.

De-recognition: Financial assets are de-recognized when the right to receive cash flows from the assets has expired, or has been transferred, and the Company has transferred substantially all of the risks and rewards of ownership.

If the assets is one that is measured at:-

- a) Amortized cost, the gain or loss is recognized in the Statement of Profit and Loss;
- b) Fair value through other comprehensive income, the cumulative fair value adjustments previously taken to reserves are reclassified to the Statement of Profit and Loss unless the asset represents an equity investment in which case the cumulative fair value adjustments previously taken to reserves is reclassified within equity.

Income Recognition: Interest income is recognized in the Statement of Profit and Loss using the effective interest method. Dividend income is recognized in the Statement of Profit and Loss when the right to receive dividend is established.

I. Financial Liabilities

Borrowings, trade payables and other financial liabilities are initially recognized at the value of the respective contractual obligations. They are subsequently measured at amortized cost. Any discount or premium on redemption/ settlement is recognized in the Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet.

Financial liabilities are de-recognized when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled and on expiry.

J. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

K. Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

L. Revenue

- a) **Interest income:** Interest income from debt instruments is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. While calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.
- b) **Dividend income:** dividend is recognized when the right to receive the payment is established (generally on shareholder's approval by the reporting date).
- c) **Other revenues:** are recognised on accrual basis, except where there are uncertainties in realisation / determination of income and in such case income is recognised on realisation / certainty.

M. Employee Benefits**a) Retirement benefit costs and termination benefits:**

Payments to defined contribution retirement benefit plans are recognized as an expense when employees have rendered service entitling them to the contributions.

Contribution towards Provident Fund is paid as per the statutory provisions. These benefits are charged to the Statement of profit and loss of the year when they become due. For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period.

Re-measurement, comprising actuarial gains and losses, the effect of the changes to the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Re-measurement recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to the statement of profit and loss. Past service cost is recognized in the statement of profit and loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- Re-measurement

b) Short-term and other long-term employee benefits:

A liability is recognised for benefits accruing to employees in respect of wages and salaries in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service. Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Leave availment / encashment benefit is provided as per Company Scheme. Employees are entitled to accumulate leaves subject to certain limit as per Company scheme. Liabilities for compensated absence that are not expected to be settled wholly within 12 months after the end of the period in which the employees rendered the related service, are measured at the present value of expected future payment to be made in respect of service provided by employees up to the end of reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of reporting period. Re-measurement as a result of experience adjustments and change in actuarial assumptions are recognised in the statement of profit and loss. The liability is determined through actuarial valuation using projected unit credit method.

N. Taxes on Income

Income tax expense represents the sum of the tax currently payable and deferred taxation.

a) Current Tax

Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

b) Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognized in the statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the deferred tax is also recognized in other comprehensive income or directly in equity respectively.

O. Claims

Claims against the Company not acknowledged as debts are disclosed after a careful evaluation of the facts and legal aspects of the matter involved.

P. Provisions

Provisions are recognized when, as a result of a past event, the Company has a legal or constructive obligation; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. The amount so recognized is a best estimate of the consideration required to settle the obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation.

In an event when the time value of money is material, the provision is carried at the present value of the cash flows estimated to settle the obligation.

Q. Operating Segment

The Company is engaged in a single segment i.e. financing Operations viz., inter corporate deposits and investments. Presently Company is not carrying on any operation except realizing all debts or maintaining existing assets. The operating results are regularly reviewed and performance is assessed by its Chief Operating Decision Maker (CODM). All the company's resources are dedicated to this single segment and all the discrete financial information is available for this segment.

R. Earnings per share

Basic earnings per share is calculated by dividing profit or loss attributable to the owners of the company by weighted average number of equity shares outstanding during the financial year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue, share split and any new equity issue. For the purpose of calculating diluted earnings per share, profit or loss attributable to the owners of the Company and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

S. Contingent liabilities

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood on outflow of resources is remote, no provision or disclosure is made.

T. Financial and Management Information Systems

The Company's Accounting System is designed to unify the Financial Records and also to comply with the relevant provisions of the Companies Act, 2013, to provide financial and cost information appropriate to the businesses and facilitate Internal Control.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Additional Notes to Accounts

26) RESTRUCTURING SCHEME

Preamble

The management for a structured debt repayment had prepared two schemes of arrangement for reorganization of share capital of the company and for compromise with its secured and unsecured creditors. Both the schemes of arrangement envisage a viable, just & equitable settlement with its secured and unsecured creditors while simultaneously increasing the risk and stake of the promoters and their shareholding through fresh infusion of funds by the promoter company.

The company moved an application before the Hon'ble Company Law Board, New Delhi on 22nd July 2004 under Regulation 44 of the Company Law Regulations, 1991 proposing a fresh repayment schedule to fixed depositors of the Company. The same repayment schedule included in the "Fresh Restructuring Scheme" filed before the Hon'ble High Court of Delhi at New Delhi on 24th September 2004.

The implementation of the schemes is subject to the fulfillment of all the conditions of erstwhile section 391 to section 394 of the Companies Act, 1956 and approval/orders of the Hon'ble Delhi High Court. The Hon'ble Delhi High Court did not approve the company's first scheme filed in May 2000, though approved by the secured and unsecured creditors in their respective meetings convened pursuant to the orders of the Hon'ble Court, yet the Hon'ble Court did not accord sanction to the scheme on technical grounds. An application for review had been filed before the Hon'ble Delhi High Court on 30th May 2003, which is not yet to be listed for hearing and which is hereinafter, wherever applicable, referred to as the "Old scheme under review". The company intends not to pursue the review application filed for the old scheme under review before the Hon'ble Delhi High Court and it is proposed to be withdrawn at an appropriate stage of the proceedings for the sanction of the "Fresh Restructuring Scheme".

The company filed a fresh Scheme of Arrangement for the reorganization of the share capital of the company and for compromise with the secured and unsecured creditors of the company, hereinafter referred to as the "Fresh Restructuring Scheme" before the Hon'ble Delhi High Court at New Delhi on 24th September 2004.

Pursuant to the orders of the Hon'ble Delhi High Court, the unsecured creditors and debenture holders in their meeting convened under the Chairpersonship of court appointed Chairpersons (retired Judges of Hon'ble Delhi High Court) on 1st April 2005 and 2nd April, 2005 have approved the scheme without any modifications with the requisite majority. The meeting of the other secured creditors (banks/ institutions) was held on 17th September 2005 and has also approved the scheme by the requisite majority after considering some modifications proposed by the Punjab & Sind Bank.

The promoter company has undertaken, subject to sanction of the scheme by the Hon'ble Delhi High Court, to contribute to Rs. 1,950.00 lacs of which Rs. 1,560.00 lacs were deposited with the Registrar of the Hon'ble Delhi High Court Registrar, as per court order by the promoter group, and the balance amount of Rs 390.00 lacs had been deposited with the Registrar of the Hon'ble Delhi High Court Registrar on 27th April, 2012.

The restructured debts of the company for each category of debt is on the basis of outstanding as envisaged in the fresh restructuring scheme filed in the year 2004 excluding interest not provided for and all liquidated damages/penal charges and interest on unpaid interest. The "Fresh Scheme of Arrangement" is drawn on the basis of acceptance of waiver of payment of

past and future interest, penal charges, liquidated damages, and any other charges, costs and claims etc. except as provided and for values contained therein which is subject to the approval of the Hon'ble Delhi High Court.

Over the years and till 31st March, 2017, the accounts of the company have been drawn on the assumption that the "fresh restructuring scheme" will be accepted and implemented. If it is not accepted and cannot be implemented for any reason the total liability before the proposed restructuring scheme including those for which no provision has been made and has been quantified under appropriate heads, shall become payable.

Developments till the financial year ended 31st March 2024

Justice Anil Kumar* as one-man committee was appointed vide order dated: - 3rd September, 2015 by the Hon'ble High Court of Delhi to scrutinize the list of depositors and other claimants and to take steps enumerated hereinafter with the view to resolve at-least some of the disputes. The Hon'ble High Court of Delhi entrusted the following functions to said One Man Committee: -

- (i) To scrutinize and finalize the list of depositors/ claimants so as to assess the genuineness of the depositors and their claim and to weed out any duplicate) benami, fictitious and doubtful claims.
- (ii) To categorize the claimants/ depositors into groups, on the basis of various parameters. For instance, depositors could be segregated into (a) individuals (b) corporate (c) institutions (Banks and Finance Companies), etc. Similarly, very small depositors wherein, the amount due is only up to Rs. 0.05 lacs could be segregated as a separate category.
- (iii) At the same time, it would also be open to the Central Bank of India which was constituted a debenture trustee by the company, to put up any claims that they may have before the said committee.
- (iv) To take stock of the entire assets of the company, whether in the form of fixed assets or bank accounts and fixed deposits, etc.
- (v) To assess the value of the fixed assets of the company and for the purpose, if need be, take the help of a professional valuer. Also, to get from the company its brief statement of accounts which shall include all income and expenditures, so as to enable a proper review of the assets and liabilities of the company.
- (vi) To suggest modalities for the disposal of fixed assets, so that the money realized could be used for disbursement of principal amounts as well as interest (over the delayed period), if possible, amongst the depositors.
- (vii) To make suggestions on the modalities of payment, which would obviously depend upon the amounts finally realized after disposing off/ liquefying all assets of the company.

**The Hon'ble High Court of Delhi has appointed Mr. Laxmi Kant Gaur, District Judge (Ret.) vide its order dated 29th July 2021, as the One-Man Committee in place of Hon'ble Mr. Justice Anil Kumar (in view of his unfortunate demise). The One-Man Committee would continue from the stage at which the exercise assigned to the One-Man Committee by the High Court stands, at the stage when Hon'ble Mr. Justice Anil Kumar unfortunately expired. The agenda of the One-Man Committee would be as per the order dated 3rd September, 2015, read with subsequent orders passed, if any, in that regard. The One-Man Committee would be entitled to remuneration of Rs. 1 lakh per month to be paid from the account of the Company.*

The one-man committee submitted its report on to Hon'ble High Court of Delhi on 22nd April, 2016. Taking cognizance of the report, Hon'ble High Court of Delhi on 10th August, 2017 accepted the recommendation of one-man committee enumerated in the report. Hon'ble High Court of Delhi also noted that none of the parties had any objection on the implementation of the report. The task of implementing the report was also assigned to Justice Anil Kumar. Hon'ble High Court of Delhi held that the issue of revival of the company will be decided once all payments are made in the manner as suggested in the report. The report of one committee has laid the schedule of payments to parties covered under the scheme as under: -

- (i) Before starting repayment of amount, the genuineness of the all the depositors and their claims shall be assessed to weed out any benami, fictitious and doubtful claims. Notices to all the depositors / claimants shall be sent and consideration of their please

and contentions will be necessary. From the data it has also been observed that some of the individuals and companies have invested sums by depositing multiple small amounts. Committee observed that it already has sufficient funds, ready cash, to repay about 70% of the deposits to all the depositors having deposits of more than Rs 0.05 lacs including secured creditors in the first stage. It is recommended in the circumstances that 70% a part of the amount be paid to the creditors having deposits of more than Rs. 0.05 lacs and full amount be paid to those who have deposits of Rs. 0.05 lacs or less than Rs. 0.05 lacs in the first instance.

- (ii) In order to realise the maximum value of the immovable asset of the Company, the premises/property in the building of NBCC, it is the recommendation of the committee that the same be sold by the auction by the Hon'ble Company Court. The company has estimated its value around Rs. 4,100 lacs, whereas the creditors are of the view that its value will not be less than Rs 8,000 lacs. It has been noticed that the disputes are pending between NBCC and the Petitioner Company with regard to the said property which is pending adjudication before Shri S.K. Kaul, Sole Arbitrator appointed by NBCC in terms of Agreement dated 9th Dec, 1995 and is now fixed for final arguments. The claim of NBCC is for an amount of Rs.288 Lacs. It is also noticed that such other and several disputes are pending with regard to this NBCC property, which make it unfeasible for anyone to sell it easily or to get a realistic value of the property on the basis of valuation report and then to decide on such valuation as to how much total amount is to be paid to the creditors. Valuation of such a property will also be more of distress sale value and will not be realistic. In the circumstances an efficacious way will be to pay a part of the amount from the liquid assets available with the company and in the meantime also to sell the fixed assets of the Company by auction by the Hon'ble Company Court. This will result in a part payment to all the genuine creditors and to realize the actual value of the immovable assets of the Company. This will also facilitate the Hon'ble Company Court to determine whether some interest should be paid to the creditors considering all the other factors including that the endeavor is not to wind up the Company but to revive the Company if sufficient surplus is available with the Company after selling all its immovable assets. Therefore, it is recommended that the immovable and fixed assets of the company be sold by auction by Hon'ble Company Court in the manner adopting the modalities which are followed while selling the fixed assets and the immovable properties of the companies which are under liquidation with the help from Official Liquidator or a Consultant, though the sale of the properties is not for the purpose of winding up the Petitioner Company.

- (iii) Tentative realizable value of the following assets of the Company will be:

1. Value of Assets/ Sources of Funds

As on 31.12.15

| S.N. | Source | Rs in Lacs |
|------|--|------------------|
| 1 | Sale of Immoveable assets | 4,200.00 |
| | Receivables | 850.00 |
| | Investments in shares | 100.00 |
| | Fixed Deposits with Banks | 4,750.00 |
| | Promoter Contribution-Deposits with High Court | 2,950.00 |
| | Total | 12,850.00 |
| Less | Scheme Repayment Cost | 100.00 |
| | Statutory Dues & Taxation | 143.00 |
| | Legal Cost | 50.00 |
| | To be deposited with P & H High Court | 100.00 |
| | Due to Employees | 50.00 |
| | Claim of MS Shoes arbitration award | 513.00 |
| | Claim of NBCC-pending arbitration | 288.00 |
| | Income Tax on Interest for Deposit with Delhi High Court | 300.00 |
| | Total | 1,544.00 |
| | Net Available | 11,306.00 |

As on 31.12.2015, the details of creditors for repayment are as follows however after weeding out the claims of fictitious, doubtful claims and benami, the amount payable to creditors may decrease and may not increase.

Details of Creditors for repayment under Scheme:**(As on 31.12.15)**

| S.N. | Source | Rs in Lacs |
|------|--|------------------|
| I | Fixed Deposit holders | 5,631.00 |
| II | Debentures | 2,553.00 |
| III | ICD & BRD lenders | 27.00 |
| IV | Punjab & Sind Bank | 803.00 |
| V | Indusind Bank | 577.00 |
| VI | Pressman Limited | 410.00 |
| VII | SBI Homes Finance Ltd (To be paid in shares) | 25.00 |
| VIII | SIDBI | 36.00 |
| IX | Maturity Interest on Fixed Deposits | 1,448.00 |
| X | Maturity interest on Debentures | 235.00 |
| | Total | 11,745.00 |

Taking these figures and facts and circumstances it is recommended that repayment be made in two phases, as detailed below:

Phase 1:

| S.N. | Particulars | Source of Utilization |
|------|--|---|
| I | Repayment to the extent of 70% of the principal amount of Fixed Deposits, Debentures and Banks having deposits of more than Rs.0.05 lacs/- | Available Cash in Bank, Fixed Deposits and Promoter's Deposits with Court |
| II | Full amount be paid to Fixed Deposits, Debentures and Banks having deposit of Rs. 0.05 lacs/ - and less | Available Cash in Bank, Fixed Deposits and Promoter's Deposits with Court |

Phase 2

In the second phase, which should also commence. with phase 1 simultaneously, properties and shares and all the assets be liquidated by selling and the realized amount is recommended to be utilized for the repayment of balance 30% of principal and the maturity value on the fixed deposits, debentures and banks. If the amount is still available to the Company, the Hon'ble Company Court may decide whether some amount - be paid as interest as has also been recommended by the Reserve Bank of India. Certain steps of the Phase 2 which can commence with phase 1 i.e. sale of the properties of the Company by the Hon'ble Company Court and/or such steps which will be required to sell the assets of the Company in order to realize the value of the assets to meet the liabilities of the fixed deposits and debentures creditors.

In the circumstances, the Debt Settlement is under: -

DEBENTURES**(A) Amount due to Debenture-holders as decided by one-man committee as at 31st December, 2015**

| S.N. | Particulars | Amount in Lacs |
|------|-----------------------|--------------------|
| I | Principal Outstanding | Rs 2,553.00 |
| II | Maturity Interest | Rs 235.00 |
| | TOTAL | Rs 2,788.00 |

(B) Payment Schedule**(Amount in Lacs)**

| S.N. | Particulars | Phase-I | Phase-II |
|------|-------------------------------|--------------------------|------------------------|
| I | 70% of total principal amount | 1,787.00 Lacs | - |
| II | Less than Rs 0.05 lacs | 169.00 Lacs. | - |
| III | 30% of total amount | - | 597.00 Lacs |
| IV | Maturity Interest | - | 235.00 Lacs. |
| | Total | Rs 1,956.00 Lacs. | Rs 832.00 Lacs. |

Some of the debenture holders have already been paid by the Central Bank of India. The amount which has been already been paid to the Debenture Holders by the Central Bank of India be paid to the Bank. The Central Bank of India has also claimed some amount in a suit filed before the

Hon'ble Bombay High Court. No claim has however, been filed by the Central Bank of India before the Committee despite opportunity granted to the Bank. While computing the amount payable in phases to other creditors, this amount claimed by the Bank will be not disbursed till the bank is able to establish its claim in the appropriate proceedings before the Court.

Payments to debenture holders are being made as per the recommendation of One-Man Committee from the Financial Year 2017-18 to 2023-24. Refer note 15.2 for details regarding repayments made to debenture holders.

FIXED DEPOSITS

(A) Amount due to Fixed Depositors as decided one-man committee as at 31st December, 2015

| S.N. | Particulars | Amount in Lacs |
|------|-----------------------|--------------------|
| I | Principal Outstanding | Rs 5,631.00 |
| II | Maturity Interest | Rs 1,448.00 |
| | TOTAL | Rs 7,079.00 |

(B) Payment Schedule

| S.N. | Particulars | Phase-I | Phase-II |
|------|-------------------------------|--------------------|--------------------|
| I | 70% of total principal amount | Rs 3,615.00 | - |
| II | Less than Rs 0.05 lacs | Rs 467.00 | - |
| III | 30% of total amount | - | Rs 1,549.00 |
| IV | Maturity Interest | - | Rs 1,448.00 |
| | Total | Rs 4,082.00 | Rs 2,997.00 |

Payment to Fixed Deposit holders are being made as per the recommendation of One Man Committee from Financial Years 2017-18 to 2023-24. Refer note 15.3 for details regarding repayments made to fixed deposit holders.

SMALL INDUSTRIES DEVELOPMENT BANK OF INDIA (SIDBI)

(A) Amount due to SIDBI as decided by one man committee as at 31st December, 2015

| S.N. | Particulars | Amount in Lac |
|------|-----------------------|---------------------|
| I | Principal Outstanding | Rs 36.30Lac |
| II | Interest | - |
| | TOTAL | Rs 36.30 Lac |

(B) Payment Schedule

(Amount in Lacs)

| S.N. | Particulars | Phase-I | Phase-II |
|------|-------------------------------|---------------------|---------------------|
| I | 70% of total principal amount | Rs 25.41 Lac | - |
| II | Less than Rs 5,000 | - | - |
| III | 30% of total amount | - | Rs 10.89 Lac |
| | Total | Rs 25.41 Lac | Rs 10.89 Lac |

Payment to SIDBI has been made as per the recommendation of One Man Committee during the Financial Year 2017-18 and 2019-20.

PUNJAB & SIND BANK (PSB)

Background

The Punjab and Sind Bank had filed recovery proceedings in the year 2000 before the Debt Recovery Tribunal for Rs. 1,217 Lacs comprising of Rs.850 lacs as ledger balance and Rs.376 lacs as Memo Interest. In the year 2000. Company in order to redress the repayment issues, propounded a scheme and in the scheme of rearrangement with its creditors proposed to pay Rs 951 lacs to the Bank and the Bank voted in favor of scheme and the suit in DRT has been stayed by the High Court and the Bank agreed to receive Rs. 951 lacs. This amount was agreed after protracted discussions / negotiations with PSB, and it has been agreed that amount payable as on Sept, 1997 will be taken as principal and interest from Sept 1997 to March, 2000 will be added @ 10% quarterly compounded. Thus, the amount payable became Rs 951 lacs. It was admitted and justified by the said bank that

this settlement was as per RBI guidelines. Reliance for this can be placed on an internal note dated 12th Sept, 2000 of the bank and a letter dated 20th Oct, 2000 from the counsel of PSB. As per terms of settlement Rs 50.00 Lacs were paid to PSB in the year 2000. Though the part payment has been made to the Bank pursuant to settlement and scheme, however, due to modifications made in scheme for, PSB by Company in the creditors meeting. The scheme was, will be paid in 6 equal yearly installments of one year after the approval of the said scheme or 1st April, 2006 which ever will be earlier and balance 40% by equity shares at any time within three years of the effective date or 1.4.2006. The shares were to be allotted on preferential allotment basis as per the rate approved by SEBI under its guidelines. The sale price of the share was protected to the extent of Rs.375 lacs by issuing fresh additional equity, if required. The bank was paid Rs. 90 lacs in the year 2005-06, but further amount could not be paid on account of order dated 6th March, 2006 "of the Hon'ble Court. The Bank received the amounts partly under the settlement and could not withdraw from the scheme without refunding the amounts received by it, yet in 2012 it filed an application for intervention / objection to the scheme which has not been allowed. In the circumstances the amount payable to the bank has been taken as settled with the Bank and 70% of the. said amount be paid forthwith in the first phase and balance in the second phase which is substantially better as earlier only Rs.60 lakhs was payable in six years and equity shares were to be issued for the balance amount. Under the previous proposal which has been accepted by the Bank, the amount was payable in installments and part of the amount by converting the amount in ' equity shares whereas under present recommendation 70% of the amount is payable forthwith and balance' amount in second phase after liquefying all the assets of the Company which will be probably within two years.

In the scheme, the amount payable to Punjab & Sind Bank has been quantified at Rs. 901.80 lacs as on 30th June 2004. This figure has been arrived at after compounding the interest payable on the principal amount due as on 30th September 1997, at the rate of 10% compounded quarterly till 31st March 2000, after allowing credit for actual amount paid till date. (Present Value of amount payable after all adjustments the payable amount is Rs 803.4 lacs) The settlement made with the Bank in the scheme earlier has been considered as the base. Accordingly, keeping in line with the above settlement and OTS guidelines of RBI, the following payments is recommended to be made to PSB:

(A) Amount due to PSB as decided one man committee as at 31st December, 2015

| S.N. | Particulars | Amount in Lacs |
|------|-----------------------|------------------|
| I | Principal Outstanding | Rs 803 .00 |
| II | Interest | -- |
| | TOTAL | Rs 803.00 |

(B) Payment Schedule (Amount in Lacs)

| S.N. | Particulars | Phase-I | Phase-II |
|------|-------------------------------|------------------|------------------|
| I | 70% of total principal amount | Rs 562.00 | - |
| II | Less than Rs 0.05 lacs | - | - |
| III | 30% of total amount | - | Rs 241.00 |
| | Total | Rs 562.00 | Rs 241.00 |

Payment to PSB has been made as per the recommendation of One-Man Committee during the Financial Year 2017-18 and 2019-20.

INDUSIND BANK

In the scheme, the total principal amount payable to IndusInd Bank has been quantified at Rs 651.50 Lacs as on 30th June 2004. This figure has been arrived at after calculating interest upto 31st March 2000 @12% p.a. compounded quarterly on the principal amount of L/C devolvement, after allowing credits for actual amounts paid till date and credit for margin money amounting to Rs. 35.99 Lacs, and excludes penal interest/ additional interest/ overdue charges, if any, debited by the Bank. (Present outstanding after all adjustments is Rs 577.00 lakhs) The settlement made with the Bank in the earlier scheme has been considered as the base. The total amount payable under the scheme to IndusInd Bank so quantified shall be repaid in line with the above settlement and RBI guidelines of OTS is as under:

(A) Amount due to INDUSIND Bank as decided by one-man committee as at 31st December, 2015

| S.N. | Particulars | Amount in Lacs |
|------|-----------------------|------------------|
| I | Principal Outstanding | Rs 577.00 |
| II | Interest | -- |
| | TOTAL | Rs 577.00 |

(B) Payment Schedule **Amount in Lacs**

| S.N. | Particulars | Phase-I | Phase-II |
|------|-------------------------------|------------------|------------------|
| I | 70% of total principal amount | Rs 404.00 | - |
| II | Less than Rs 0.05 lacs | - | - |
| III | 30% of total amount | - | Rs 173.00 |
| | Total | Rs 404.00 | Rs 173.00 |

Payment to IndusInd Bank has been made as per the recommendation of One-Man Committee during the Financial Year 2017-18 and 2019-20.

SBI HOME FINANCE LTD

A consent decree was passed by the Hon'ble High Court of Delhi at New Delhi on 12th December 2000 for an amount of Rs.315.00 lacs/- The terms of the Consent Decree were as under: -

- i. Rs 290.00 Lacs were to be paid on or before 31st March 2001 under a monthly payment schedule commencing from December 2000, and on payment of Rs. 290.00 Lacs, the title of the property was to be released;
- ii. The sum of Rs. 25.00 Lacs was to be discharged by issuance of Equity shares of the Company of the face value of Rs. 10/- at a premium of Rs. 20/- per share or as per applicable SEBI guidelines. In terms of the Decree, a sum of Rs. 290 Lacs has been paid by the Company to SBI Home Finance and the title deeds of the NBCC property have been released by SBI Home Finance Ltd. However, balance amount of Rs. 25.00 Lacs which was to be converted into fully paid-up shares of the Company at Rs. 30/- per share (share value Rs. 10/- plus premium Rs. 20/- per shares) have not been issued by the Company.

The Company proposes to allot shares worth Rs. 25.00 Lacs to SBI Home Finance Ltd. as per the Decree awarded by the' Hon'ble High Court of Delhi at New Delhi, within two' years from the effective date of the scheme as per applicable SEBI guidelines. Under this scheme, payment shall be discharged in the following manner: -

(A) Amount due to SBI Home Finance Ltd as decided by one man committee as at 31st December, 2015

| S.N. | Particulars | Amount in Lacs |
|------|-----------------------|----------------------|
| I | Principal Outstanding | Rs 25.00 Lacs |
| II | Interest | -- |
| | TOTAL | Rs 25.00 Lacs |

(B) Payment Schedule by issuing in Shares

| S.N. | Particulars | Amount in Lacs |
|------|--|----------------|
| I | To be discharged by issuance of Equity shares of the Company of the face value of Rs. 10/- at a premium of Rs. 20/- per share or as per applicable SEBI guidelines | 25.00 |
| II | The Company proposes to: allot shares worth Rs. 25.00 Lacs to SBI Home Finance Ltd. as per the Decree awarded by the' Hon'ble High Court of Delhi at New Delhi, within two' years from the effective date of the scheme as per applicable SEBI guidelines* | |
| | Total | 25.00 |

*Since, the number of shares to be allotted are not clear, presently the amount of Rs. 25.00 Lacs is shown in Liabilities and not under other equity. The same shall be reclassified depending upon whether Company has to issue variable number of equity shares or fixed number of equity shares. (refer note 13.1)

ICD LENDERS

ICD Lenders will be paid principal due to them as on 30th June 2004. Interest dues are waived and cancelled. The payment of principal to the ICD lenders will be made as follows:

(A) Amount due to ICD Lenders as decided by one man committee

| S.N. | Particulars | Amount in Lacs |
|------|-----------------------|---------------------|
| I | Principal Outstanding | Rs 27.17 Lac |
| II | Interest | -- |
| | TOTAL | Rs 27.17 Lac |

(B) Payment Schedule (Amount in Lacs)

| S.N. | Particulars | Phase-I | Phase-II |
|------|-------------------------------|---------------------|--------------------|
| I | 70% of total principal amount | Rs 19.02 Lac | - |
| II | 30% of total amount | - | Rs 8.15 Lac |
| | Total | Rs 19.02 Lac | Rs 8.15 Lac |

During the financial year ending March 31st, 2022, the company has written back an ICD of Rs.13.66 Lacs from Sushma Finance as the amount payable towards said ICD is time barred and considering that no claim has been made till date by the concerned lender.

During the financial year ending March 31st 2024 the company has paid an ICD of Rs. 13.51 Lacs from Khandelwal Cable Limited and no amount is pending relating to ICD as on 31st March 2024.

PRESSMAN LEASING

The amount due to M/s, Pressman Leasing has been quantified at the lump sum of Rs 410.00 Lacs and such amount would be paid 55% in cash and 45% in shares and details are under: -

(A) Amount due to PRESSMAN LEASING as decided by one man committee

| S.N. | Particulars | Amount in Lacs |
|------|-----------------------|------------------|
| I | Principal Outstanding | Rs 410.00 |
| II | Interest | -- |
| | TOTAL | Rs 410.00 |

(B) Payment Schedule in Cash Amount Rs in lacs.

| S.N. | Particulars | Phase-I | Phase-II |
|------|-------------------------------|------------------|-----------------|
| I | 70% of total principal amount | Rs 158.00 | - |
| II | 30% of total amount | - | Rs 68.00 |
| | Total | Rs 158.00 | Rs 68.00 |

(C) Balance Payment by issuing of Equity Shares

| S.N. | Particulars | Amount in Lacs |
|------|--|------------------|
| I | To be discharged by issuance of Equity shares of the Company of the face value of Rs. 10 as per applicable SEBI guidelines | Rs 184.00 |
| | Total | Rs 184.00 |

Payment to Pressman Leasing has been made as per the recommendation of One Man Committee during the Financial Year 2017-18 and 2019-20. The shares as per the scheme will be issued as per the scheme.

Developments during the financial year ended 31st March, 2024 and 31st March 2023:

During the financial year ending 31st March 2024 and 31st March 2023, the company is continuing to make payments to deposit holders and debenture holders in Phase – I and Phase II

The One Man committee earlier recommended to pay to the creditors 70% of the principal amount. The above said arrangement was modified by the committee on 18th May 2019 and accordingly it has been decided to pay creditors who have claimed amount as per procedure

set by the committee and whose documents have been verified. As per the claims made by the creditors 100% of principal being paid to them and balance 30% to creditors whom 70% has already been paid has also started by the company. The balance payable to creditors is as per books and who have not claimed so far or their documents are under verification.

27) Earnings Per Share (EPS):

| | | Year ended 31st March, 2024 | Year ended 31st March, 2023 |
|----|--|-----------------------------------|-----------------------------------|
| a) | Calculation of Weighted Average Number of Equity Shares of 100 each | | |
| | Number of Shares at the beginning of the period | 2,21,25,054 | 2,21,25,054 |
| | Number of Shares at the close of the period | 2,21,25,054 | 2,21,25,054 |
| | Weighted Average number of Equity Shares During the period | 2,21,25,054 | 2,21,25,054 |
| b) | Net Profit/ (Loss) for the period attributable to Equity Shares (in Lacs.) | (93.04) | (484.24) |
| c) | Earning per share - Basic (in Rs.) | (0.42) | (2.19) |
| d) | Earning per share - Diluted (in Rs.) | (0.42) | (2.19) |

28) Contingent Liabilities and Commitments

A) Contingent Liabilities

- During the year ended 30th June, 2011 the company's tenant had filed a claim of Rs. 100.00 Lacs against the company due to damages suffered by the tenant which is still pending under arbitration proceedings as on 31st March, 2024.
- There is an award passed by the High Court vide its judgment dated April 27, 2022 against the company in the matter of MS Shoes East Limited for Rs. 12.82 Lacs i.e. the claim amount, along with interest of Rs. 8.97 Lacs for an underwriting given by the company in the year 1995 for the public issue of M/s MS Shoes East Ltd
- Due to dispute with the builder namely M/s NBCC Ltd. from which the company had purchased an office premises in the year 1995, regarding a claim of Rs. 288.29 Lacs on account of increase in super area and certain other expenditure which the builder i.e. M/s NBCC Ltd. had incurred and the same is pending in arbitration. Breakup of the amount of Rs. 288.29 lacs mentioned supra is as follows:

(Amount in Lacs)

| S.No. | Description | Amount |
|--------------|---|---------------|
| 1. | Difference in super area Vs. provisional area | 229.28 |
| 2. | Claim of property tax | 3.19 |
| 3. | Claim of ground rent | 21.67 |
| 4. | Allied charges | 7.82 |
| 5. | Augmentation of Electric sub station | 1.33 |
| 6. | Loss of profit | 20.00 |
| 7. | Arbitration cost | 5.00 |
| TOTAL | | 288.29 |

During the financial year ending March 31, 2021, an Award was given by Arbitrator in respect of dispute that has arisen between **NBCC Ltd. (Claimant)** and **DCM Financial Services Limited (Respondent)** in relation to sale of Commercial Space-Upper Ground Floor NBCC Place, Pragati Vihar, New Delhi by the Claimant to the respondent.

The summary position of award is as under:

| Party | Amount Claimed (in Lacs) | Awarded (in Lacs) |
|---|--------------------------|-------------------|
| NBCC Ltd.- Claimant | 434.95 | 41.06 |
| DCM Financial Services Limited-Counter Claimant/ Respondent | 3,269.50 | 78.97 |

In addition to the above, Interest @ 10% is payable by both the parties on their respective amounts.

That whereas NBCC has filed objections to the award in Delhi High Court in December 2020 and the same appears to be lying in objections.

That DCM has also filed objection in Delhi High Court and the same has not being listed so far.

Company Management is hopeful that there will not be any extra claims in view of Award declared by Arbitrator.

B) Commitments

There are no non-cancelable capital commitments.

29) Defined Benefit Plans/Long Term Compensated Absences:-

Description of Plans

The Company makes contributions to Defined Benefit and Defined Contribution Plans for qualifying employees. Gratuity Benefits and Leave Encashment Benefits are unfunded in nature. The Defined Benefit Plans are based on employees' length of service.

The liabilities arising in the Defined Benefit Schemes are determined in accordance with the advice of independent, professionally qualified actuaries, using the projected unit credit method at the year end. The Company makes regular contributions to these Employee Benefit Plans. The net Defined benefit cost is recognized by the companies in Financial Statements.

The following table summarize the components of net benefit expenses recognized in the statement of Profit & loss and the funded status and the amount recognized in Balance Sheet during 2023-24.

(Amount in Lacs)

| PARTICULARS | Gratuity | Leave Encashment | Gratuity | Leave Encashment |
|--|------------|------------------|------------|------------------|
| | Unfunded | Unfunded | Unfunded | Unfunded |
| | 31.03.2024 | | 31.03.2023 | |
| Statement of profit & loss | | | | |
| Net employee benefit expense recognized in employee cost | | | | |
| Current Service Cost | 1.81 | 1.19 | 1.66 | 1.53 |
| Interest Cost on Defined Benefit Obligation | 0.90 | 0.45 | 0.70 | 0.09 |
| Re measurements (Gain) / loss | - | 1.29 | - | (6.05) |
| Total Expense recognized in the Statement of Profit and Loss | 2.71 | 2.93 | 2.36 | 7.67 |
| Re measurements recognized in Other Comprehensive Income | | | | |
| Net Actuarial (Gain)/Loss | 0.24 | - | 0.29 | - |
| Total defined benefit cost recognized in Profit & Loss and Other Comprehensive Income | 2.95 | 2.93 | 2.65 | 7.67 |
| Changes in the present value of the defined benefit obligation are as follows: | | | | |
| Opening Defined Benefit Obligation | 12.33 | 6.13 | 9.68 | 1.27 |
| Interest Cost | 0.90 | 0.45 | 0.70 | 0.09 |
| Current Service Cost | 1.81 | 1.19 | 1.66 | 1.53 |
| Benefits Paid | - | (2.78) | - | (2.81) |
| Actual Losses / (Gain) on Obligation | 0.24 | 1.29 | 0.29 | 6.05 |
| Closing Defined Benefit Obligation | 15.28 | 6.27 | 12.33 | 6.13 |

| Classification in Balance Sheets | | | | |
|--|----------|-------------|------------------|-------------|
| Net Assets/ (Liability) | Gratuity | | Leave Encashment | |
| | Current | Non-Current | Current | Non-Current |
| As at 31st March 2024 | 0.31 | 14.97 | 4.76 | 1.51 |
| As at 31st March 2023 | 0.27 | 12.06 | 4.77 | 1.36 |
| The principal assumptions used in determining gratuity obligations for the Company's plans are shown below: | | | | |
| Discount Rate | 7.30 | 7.30 | 7.27 | 7.27 |
| Increase in Compensation Cost | 6.00 | 6.00 | 6.00 | 6.00 |

Sensitivity Analysis

| | PARTICULARS | Gratuity | Leave encashment |
|----|--|-----------------|-------------------------|
| a. | Defined benefit obligation - Discount rate + 100 Basis points | (0.92) | (0.15) |
| b. | Defined benefit obligation - Discount rate - 100 Basis points | 1.06 | 0.18 |
| c. | Defined benefit obligation – Salary escalation rate + 100 Basis points | 1.06 | 0.18 |
| d. | Defined benefit obligation - Salary escalation rate - 100 Basis points | (0.94) | (0.16) |

30) For year ended 31 March, 2024 and 31 March 2023, Company has no dues from any party covered under the Micro, Small & Medium Enterprises Development Act, 2006 (MSMED).

31) The Company has brought forward unabsorbed depreciation under the Income Tax Act, 1961 but it is unlikely to have taxable income in the foreseeable future. Deferred tax assets in situation where carry forward unabsorbed depreciation/business loss exists, are not recognized to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered, accordingly Deferred Tax Assets on Unabsorbed Depreciation Losses are not recognized in accordance with Ind AS 12 "Income Taxes".

32) Deposit of Rs 1,950.00 lacs by DCM Services Limited

DCM Services Ltd, as a promoter had committed to bring in Rs 1,950.00 lacs as a promoter contribution upon sanction of their restructuring scheme under erstwhile Section 391 of the Indian Companies Act, 1956 which is under implementation by One Man Committee appointed with the direction of Hon'ble Delhi High Court.

The Court vide order dated 06.05.2008 has asked DCM Services Limited to deposit Rs. 1,950.00 lacs with the Court and pursuant to the court order. DCM Services Limited deposited Rs 500 Lacs on 16.07.2010, Rs 670 lacs on 18.11.2010, Rs. 390 lacs on 21.04.2011 & Rs. 390 lacs on 27.04.2012 aggregating to Rs. 1,950.00 lacs on behalf of the promoters with the Registrar, Hon'ble Delhi High Court. All the funds are with Delhi High Court along-with accrued interest thereon. No financial impact of this has been recorded in the financials of the company till the period ended 31st March, 2024 as there is no clarity provided by Hon'ble High Court of Delhi on whether Company would have to issue any shares against such contribution as per SEBI guidelines or such amount would be refundable to DCM Services Limited or there would be no liability on the Company to pay or issue any shares. Till Company gets any clarity on this matter, no financial entry has been recorded in the books of accounts.

33) Related Parties Transactions:**A. List of Related parties**

| SN | Description of Relationship | Name of Party |
|-----------|------------------------------------|--|
| (a) | Subsidiary Company | Global IT Option Limited |
| (b) | Significant Influence Exist | - DCM Services limited |
| | | - DCM International Limited |
| | | - DCM Anubhavi Marketing Private Limited |
| (c) | Key Management Personnel | (i) Mrs. Nidhi Deveshwar- Whole time Director |
| | | (ii) Mrs. Somali Tiwari- Company Secretary and CFO |

B. Transactions with related parties during the year (Amount in Lacs)

| | Particulars | For the year ending 31st March 2024 | For the year ending 31st March 2023 |
|---------------------------------|-----------------------------------|--|--|
| Key Management Personnel | | | |
| 1. | Remuneration to KMP | 8.48 | 8.42 |
| 2. | Services procured from Subsidiary | 0.50 | 0.50 |

C. Balance Outstanding (Amount in Lacs)

| | | | |
|----|---|------------------|------------------|
| 1. | DCM Services Ltd.* - ICD payable - Equity shares to be issued (refer note 13.2) | 739.24 182.70 | 739.24 182.70 |
| 2. | DCM International Limited* | 281.57 | 281.57 |
| 3. | DCM Anubhavi Marketing Private Limited* | 31.84 | 31.84 |
| 4. | Remuneration Payable | 0.48 | 0.27 |

*Balances payable to these companies are subject to confirmation and reconciliation as at March 31, 2024

34) Financial Instruments and Related Disclosures**a) Categories of Financial Instruments** Amount in Lacs

| Particulars | Note | As at 31st March 2024 | As at 31st March 2023 |
|--|---------|--------------------------|--------------------------|
| Financial Assets | | | |
| I Measured at amortised cost | | | |
| (i) Investments | 5(A) | 0.17 | 0.17 |
| (ii) Cash and cash equivalents | 7 | 19.43 | 22.44 |
| (iii) Other Bank Balances | 8 | 603.93 | 1,104.65 |
| (iv) Others | 3 & 9 | 372.78 | 353.75 |
| Total (A) | | 996.31 | 1,481.01 |
| II Measured at fair value through Profit & Loss | | | |
| (i) Investments | 5(B) | 113.64 | 106.43 |
| Total (B) | | 113.64 | 106.43 |
| Total financial assets (A+B) | | 1,109.95 | 1,587.44 |
| Financial Liabilities | | | |
| I Measured at amortised cost | | | |
| (i) Borrowings | 13 & 15 | 6957.40 | 7375.71 |
| (ii) Other financial liabilities | 16 | 182.39 | 181.30 |
| Total financial liabilities | | 7,139.79 | 7557.01 |

(b) Fair Value Hierarchy

| Particulars | As at 31st March 2024 | As at 31st March 2023 |
|---|--------------------------|--------------------------|
| I Financial Assets/ Financial Liabilities at amortized cost | | |
| The carrying amount of financial assets and financial liabilities measured at amortized cost are a reasonable approximation of their fair values. | | |
| Investment in Non-Convertible Debentures | 0.17 | 0.17 |

| II | Financial assets at fair value through profit & loss | | |
|----|--|-------|-------|
| | Investment in Equity Shares (Level 1) | 46.58 | 39.37 |
| | Investment in Equity Shares (Level 2) | 67.06 | 67.06 |

The Company determines the fair value of its financial instruments on the basis of the following hierarchy:

Level 1: The fair value of financial instruments that are quoted in active markets are determined on the basis of quoted price for identical assets or liabilities.

Level 2: The fair value of financial instruments that are not traded in an active market are determined on the basis of net asset value as per last available audited financial statements.

Level 3: If one or more of the significant inputs is not based on observable market data, the fair value is determined using discounted cash flow method with the most significant inputs being the discount rate that reflects the credit risk of the counter-party.

35) Capital Management

The Company's objective for managing capital is to ensure as under:

- To ensure the company's ability to continue as a going concern.
- Maintaining a strong credit rating and healthy debt equity ratio in order to support business and maximize the shareholders' value.
- Maintain an optimal capital structure.
- Compliance financial covenants under the borrowing facilities

For the purpose of capital management, capital includes issued equity capital, and all other equity reserves attributable to the equity holders of the Company.

The Company manages its capital structure keeping in view of:

- Compliance of financial covenants of borrowing facilities.
- Changes in economic conditions.

In order to achieve this overall objective of capital management, amongst other things, the Company aims to ensure that it meets financial covenants as decided by One Man Committee and Delhi High Court. **One Man Committee has given few recommendations for payments to its creditors which has been accepted** by Hon'ble Delhi High Court.

There has been no breach in the financial covenants of any borrowing facilities in the current period. There is no change in the objectives, policies or processes for managing capital over previous year.

36) Going Concern Basis

The company filed a fresh Scheme of Arrangement for the reorganization of the share capital of the company and for compromise with the secured and unsecured creditors of the company, hereinafter referred to as the "Fresh Restructuring Scheme" before the Hon'ble Delhi High Court at New Delhi on 24th September 2004.

Pursuant to the orders of the Hon'ble Delhi High Court, the unsecured creditors and debenture holders in their meeting convened under the Chairpersonship of court appointed Chairpersons (retired Judges of Hon'ble Delhi High Court) on 1st April 2005 and 2nd April, 2005 have approved the scheme without any modifications with the requisite majority. The meeting of the other secured creditors (banks/ institutions) was held on 17th September 2005 and has also approved the scheme by the requisite majority after considering some modifications proposed by the Punjab & Sind Bank. The promoter company has undertaken, subject to sanction of the scheme by the Hon'ble Delhi High Court, contributed Rs. 1,950.00 lacs of which Rs. 1,560.00 lacs were deposited with the Registrar of the Hon'ble Delhi High Court Registrar, as per court order by the promoter group, and the balance amount of Rs 390 Lacs had been deposited on 27th April, 2012. The Fresh Restructuring Scheme kept pending for approval of Hon'ble High Court of Delhi. Over the years and till 31st March, 2017, the accounts of the company have been drawn on the assumption that the "fresh restructuring scheme" will be accepted and implemented. If it is not accepted and cannot be implemented for any reason the total liability before the proposed restructuring scheme including those for which no provision has been made and has been quantified under appropriate heads, shall become payable.

Justice Anil Kumar as one-man committee was appointed vide order dated: - 3rd September, 2015 by the Hon'ble High Court of Delhi to scrutinize the list of depositors and other claimants and to take steps enumerated hereinafter with the view to resolve at-least some of the disputes.

The one-man committee submitted its report on to Hon'ble High Court of Delhi on 22nd April, 2016. Taking cognizance of the report, Hon'ble High Court of Delhi on 10th August, 2017 accepted the recommendation of one-man committee enumerated in the report. One Man Committee observed that that it already has sufficient funds, ready cash, to repay about 70% of the deposits to all the depositors having deposits of more than Rs 0.05 lacs including secured creditors in the first stage. Under Phase -1, 70% a part of the amount be paid to the creditors having deposits of more than Rs. 0.05 lacs and full amount be paid to those who have deposits of Rs. or less than Rs.0.05 lacs in the first instance. In the second phase, which should also commence, with phase 1 simultaneously, properties and shares and all the assets be liquidated by selling and the realized amount is recommended to be utilized for the repayment of balance 30% of principal and the maturity value on the fixed deposits, debentures and banks. If the amount is still available to the Company, the Hon'ble Company Court may decide whether some amount - be paid as interest as has also been recommended by the Reserve Bank of India. During the year ended 31st March, 2018, Company started paying the amount as per Phase-I and Phase-I and is still in continuation for the financial year ending 31st March 2024. However, company has simultaneously started making payment under phase- II of balance 30% to those who have claimed the same. During the year 2023-24 company has started making payment of 100% to those creditors who are claiming it. Hon'ble High Court of Delhi held that the issue of revival of the company will be decided once all payments are made in the manner as suggested in the report. The accounts of the company have been prepared on a "going concern" basis on an assumption & premises made by the management that: -

- (a) Company earned a net loss of Rs. 93.29 lacs during the year ended March 31, 2024 and, as of that date, the Company's current liabilities exceeded its total assets by Rs 4,609.98 lacs. The accumulated loss as on 31st March, 2024 stands to Rs. 9,116.70 lacs - (Previous year Rs. 9,023.41 lacs/-). As on 31st March, 2024, the Company's total liabilities exceeded to its total assets by Rs. 4,894.48 lacs (Previous year Rs. 4,801.20 lacs).
 - (b) The Company is not carrying on any business as to comply with the directives of the Reserve Bank of India the company ceased to accept deposits from September 1997 and the company's application to RBI for certificate of registration (COR) as a NBFC had been rejected by the RBI in year 2004. The Company contends that the Scheme of One-Man Committee shall be implemented in full and other aspect of fresh restructuring scheme such issuance of equity to SBI HOME FINANCE LTD and Pressman Leasing would be approved/decided upon by the Hon'ble Delhi High Court and accordingly the decision on revival of Company would be taken by Hon'ble Delhi High Court and
 - (c) Adequate finances and opportunities would be available in the foreseeable future to enable the company to start operating on a profitable basis
- 37) The Company's application to RBI for Certificate of Registration (COR) as a NBFC had been rejected by the RBI in year 2004. The company had made an appeal to the Appellate Authority, Ministry of Finance which directed the RBI to keep its order of rejection of COR in abeyance for a period of six months and directed the company to file Fresh Restructuring Scheme before Hon'ble Delhi High Court. RBI has preferred an appeal before the Hon'ble Delhi High Court against the order of the appellate authority, which is still pending. This may be decided upon once scheme of One-Man Committee shall be implemented in full and other aspect of fresh restructuring scheme would be approved/decided upon by the Hon'ble Delhi High Court.
- 38) Balance confirmation of security deposits provided, trade receivables, some bank balances, FD balances with bank, rent receivables, other advances, borrowings, balances payable to related parties and other receivables and payables have not been received from the parties/ persons concerned. In the absence of balance confirmations, the closing balances as per books of accounts have been incorporated in the financial statements and have been shown, unless otherwise stated by the management about its recoverability in the financials including considering the NPA Provisions, are good for recovery/payment. Time barred debts under the Limitations Act have not been separately ascertained and written off or provided for. In the absence of such confirmation & corresponding reconciliation, it is not feasible for the management to determine financial impact on the financial statements and the amount referred as payable/receivables in the financials can differ.
- 39) **Segment information for the year ended 31st March 2024.**

The Company is engaged in a single segment i.e. Financing Operations viz., inter corporate deposits and investments. Presently Company is not carrying on any operation except realizing all debts or maintaining existing assets. The operating results are regularly reviewed and performance is assessed by its Chief Operating Decision Maker (CODM). All the company's resources are dedicated to this single segment and all the discrete financial information is available for this segment.

40) Ratios

The ratios for the years ended March 31, 2024 and March 31, 2023 are disclosed below, to the extent applicable to the Company:

| Particulars | Numerator | Denominator | As at March 31, 2024 | As at March 31, 2023 | Variance In % | Reason for Variance |
|--|-------------------------------------|----------------------------------|----------------------|----------------------|---------------|---|
| Current Ratio (in times) | Current assets | Current liabilities | 0.11 | 0.17 | (35.29%) | FDRs are encashed to repay the borrowings in the current financial year |
| Debt-Equity Ratio (in times) | Total Debt | Shareholder's Equity | (1.42) | (1.54) | 7.79% | - |
| Debt Service Coverage Ratio (in times) | Earnings available for debt service | Debt service | (0.01) | (0.01) | 0.00% | - |
| Return on Investment (ROI) (in %) | Income generated from investments | Time weighted average investment | 5.71% | 4.63% | 23.22% | - |

*Return on Equity (ROE) has not been disclosed as both the numerator and denominator are negative figures in the current financial year.

41) Figures for the previous year have been re-grouped/re-classified wherever necessary to make them comparable with the figures of the current year.

42) Presentation of Figures

The financial statements are presented in Indian Rupees (INR) which is also the Company's functional currency and all values are rounded to the nearest lakhs, except when otherwise indicated

For V Sahai Tripathi & Co.

Chartered Accountants

Firm Registration No. 000262N

Vishwas Tripathi

Partner

Membership No. 086897

Place : Delhi

Dated : 28th May, 2024

Nidhi Deveshwar

Whole Time Director

DIN: 09505480

Richa Kalra

Director

DIN: 07632571

Somali Tiwari

Company Secretary

M.No. A-47631

INDEPENDENT AUDITOR'S REPORT

To the Members of

DCM FINANCIAL SERVICES LIMITED

Report on the Audit of the Consolidated Financial Statements

Qualified Opinion

We have audited the accompanying consolidated financial statements of **DCM FINANCIAL SERVICES LIMITED** ("the Company") and its subsidiary (the Company and its subsidiary together referred to as the 'Group') which comprise the Consolidated Balance Sheet as at 31st March, 2024, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement for the year then ended, and notes to the consolidated financial statements, including a summary of Material accounting policies and other explanatory information (hereinafter referred to as the "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the **Basis for Qualified Opinion paragraph and Emphasis of Matter paragraph**, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the Consolidated State of Affairs of the Group as at March 31, 2024, their consolidated loss, consolidated total comprehensive loss, consolidated Cash Flow Statement and their Consolidated Statement of changes in equity for the year ended on that date.

Basis for Qualified Opinion

- (i) Justice Anil Kumar* as one man committee was appointed vide order dated:-3rd September, 2015 by the Hon'ble High Court of Delhi to scrutinize the list of depositors and other claimants and to take steps enumerated hereinafter with the view to resolve at-least some of the disputes. The one man committee submitted its report on to Hon'ble High Court of Delhi on 22nd April, 2016. Taking cognizance of the report, Hon'ble High Court of Delhi on 10th August, 2017 accepted the recommendation of one man committee enumerated in the report. Under Scheme of One Man Committee, Interest of Rs 235 Lakhs are payable to Debenture Holders and Rs 1,448 Lakhs are payable to Fixed Depositors under Phase-2 of Schedule of Payments laid down by One Man Committee. Presently the said committee has waived any further payment of

Interest to Fixed Depositors, Debenture-holders and other lenders, however on complete liquidation of properties and investments, if any surplus remains after payment to all stakeholder creditors, then further payment of Interest would be decided. All stakeholders creditors which are covered under scheme has given its consent to the scheme. No provision of Rs. 1,683 Lakhs as laid down under the scheme towards Interest on Debentures and Fixed Deposits, have been provided in the consolidated financial statements on the outstanding amount of Debentures and Fixed Deposits.

Had interest of Rs. 1,683 Lakhs been provided for in the consolidated financial statements of year ending 31st March 2018 on outstanding amount of Debentures and Fixed Deposits, the Net Profit before tax would have been lowered by Rs. 1,683 Lakhs and Net Profit after tax would have been lowered by Rs. 1,340 Lakhs as at 31st March, 2018. The cumulative net loss as well as Current Liabilities as at 31st March, 2024 would have been higher by Rs 1,340 Lakhs. The same has been explained in **Note 15.2 and Note 15.3**

**The Hon'ble High Court of Delhi has appointed Mr. Laxmi Kant Gaur, District Judge (Retd.) vide its order dated 29th July 2021, as the One Man Committee in place of Hon'ble Mr. Justice Anil Kumar (in view of his unfortunate demise). The One Man Committee would continue from the stage at which the exercise assigned to the One Man Committee by the High Court stands, at the stage when Hon'ble Mr. Justice Anil Kumar unfortunately expired. The agenda of the One Man Committee would be as per the order dated 3rd September, 2015, read with subsequent orders passed, if any, in that regard.*

- (ii) For redemption of 'B' series debentures of Rs. 2014.98 Lakhs debenture redemption reserve is required to be created. Debenture redemption reserve of Rs. 2014.98 Lakhs has not been created due to insufficient profits. The same has been explained in **Note 15.2**.

- (iii) The value of assets charged as security in favor of banks, debenture-holders & financial institutions have been depleted over a period of time. The depletion has not yet been ascertained by the Company. To the extent of shortfall, if any, the liability is unsecured, whereas the same has been shown as secured. The same has been explained in **Note 15.2**
- (iv) Balance confirmation of security deposits provided, trade receivables, some bank balances, FD balances with bank, rent receivables, other advances, borrowings, balances payable to related parties and other receivables and payables have not been received from the parties/ persons concerned. In the absence of balance confirmations, the closing balances as per books of accounts have been incorporated in the financial statements and have been shown, unless otherwise stated by the management about its recoverability in the financials including considering the NPA Provisions, are good for recovery/payment. Time barred debts under the Limitations Act have not been separately ascertained and written off or provided for. In the absence of such confirmation & corresponding reconciliation, it is not feasible for us to determine financial impact on the financial statements and the amount referred as receivable/payable in the financial statements can differ. **(Please refer Note No.-38).**
- (v) **Contingent liabilities and Other Commitments**
- v(a) During the year ended 30th June, 2011 the company's tenant had filed a claim of Rs. 100.00 lacs against the company due to damages suffered by the tenant which is still pending under arbitration proceedings as on 31st March, 2024.
- v(b) There is an award passed by the High Court vide its judgment dated April 27, 2022 against the company in the matter of MS Shoes East Limited for Rs. 12.82 lacs i.e. the claim amount, along with interest of Rs. 8.97 lacs for an underwriting given by the company in the year 1995 for the public issue of M/s MS Shoes East Ltd.
- v(c) Due to dispute with the builder namely M/s NBCC Ltd. from which the company had purchased an office premises in the year 1995, regarding a claim of Rs. 288.29 lacs on account of increase in super area and certain other expenditure which the builder i.e. M/s NBCC Ltd. had incurred and the same is pending in arbitration. Breakup of the amount of Rs. 288.29 lacs mentioned supra is as follows:

| S. No. | Description | Amount in lacs. |
|--------------|---|-----------------|
| 1. | Difference in super area Vs. provisional area | 229.28 |
| 2. | Claim of property tax | 3.19 |
| 3. | Claim of ground rent | 21.67 |
| 4. | Allied charges | 7.82 |
| 5. | Augmentation of Electric sub station | 1.33 |
| 6. | Loss of profit | 20.00 |
| 7. | Arbitration cost | 5.00 |
| TOTAL | | 288.29 |

During the financial year ending March 31, 2021, the award was given in respect of dispute that has arisen between **NBCC Ltd. (Claimant)** and **DCM Financial Services Limited (Respondent)** in relation to sale of Commercial Space-Upper Ground Floor NBCC Place, Pragati Vihar, New Delhi by the Claimant to the respondent.

The summary position of award is as under:

| Party | Amount Claimed (in lacs.) | Awarded (in lacs.) |
|---|---------------------------|--------------------|
| NBCC Ltd.- Claimant | 434.95 | 41.06 |
| DCM Financial Services Limited - Counter Claimant/Respondent | 3,269.50 | 78.97 |

In addition to the above, Interest @ 10% is payable by both the parties on their respective amounts.

That whereas NBCC has filed objections to the award in Delhi High Court in Dec 2020 and the same appears to be lying in objections.

That DCM has also filed objection in Delhi High Court and the same has not being listed so far.

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report.

EMPHASIS OF MATTER

- (i) We draw attention to **Note 36** in the consolidated financial statements, which indicates that the Company, basis its standalone financial statements, earned a net loss of Rs. 93.29 lacs during the year ended March 31, 2024 and, as of that date, the Company's current liabilities exceeded its total assets by Rs 4,609.98 lacs. The accumulated loss as on 31st March, 2024 stands to Rs. 9,116.70 lacs - (Previous year Rs. 9,023.41 lacs/-). As on 31st March, 2024, the Company's total liabilities exceeded to its total assets by Rs. 4,894.48 lacs (Previous year Rs. 4,801.20 lacs).

Further, the Company is not carrying on any business as to comply with the directives of the Reserve Bank of India, the company ceased to accept deposits from September 1997 and the company's application to RBI for certificate of registration (CoR) as a NBFC had been rejected by the RBI in year 2004. The Company contends that the Scheme of One Man Committee shall be implemented in full and other aspect of fresh restructuring scheme such issuance of equity to SBI Home Finance Limited and Pressman Leasing, would be approved/decided upon by the

Hon'ble Delhi High Court and accordingly the decision on revival of Company would be taken by Hon'ble Delhi High Court. This indicates that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter. (refer note 37).

The Company is not carrying on any business as to comply with the directives of the Reserve Bank of India, the company ceased to accept deposits from September 1997 and the company's application to RBI for certificate of registration (CoR) as a NBFC had been rejected by the RBI in year 2004. The Company contends that the Scheme of One Man Committee shall be implemented in full and other aspect of fresh restructuring scheme such issuance of equity to SBI Home Finance Limited and Pressman Leasing, would be approved/decided upon by the Hon'ble Delhi High Court and accordingly the decision on revival of Company would be taken by Hon'ble Delhi High Court. This indicates that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

- (ii) We draw attention to **Note 26** in the consolidated financial statements regarding successful implementation of scheme of One Man Committee on which continuity and revival of the Company is completely dependent which not only includes successful implementation of Schedule of payments described under Phase-I and Phase-II, but also realisability of funds from the disposal of Fixed Assets especially Building which is under dispute with Tenant as well as NBCC.
- (iii) We draw attention to **Note 32** in the consolidated financial statements on the deposit Rs. 1,950.00 lacs with the Hon'ble Delhi High Court. DCM Services Ltd, as a promoter had committed to bring in Rs. 1,950.00 lacs as a promoter contribution upon sanction of their restructuring scheme under erstwhile Section 391 of the Indian Companies Act, 1956 which is under implementation by One Man Committee appointed with the direction of Hon'ble Delhi High Court. The Court vide order dated 06.05.2008 has asked DCM Services Limited to deposit Rs. 1,950.00 lacs with the Court and pursuant to the court

order DCM Services Limited deposited Rs. 500.00 lacs on 16.07.2010, Rs 670.00 lacs on 18.11.2010, Rs. 390.00 lacs on 21.04.2011 & Rs. 390.00 lacs on 27.04.2012 aggregating to Rs. 1,950.00 lacs on behalf of the promoters with the Registrar, Hon'ble Delhi High Court. All the funds are with Delhi High Court along-with accrued interest thereon. No financial impact of this has been recorded in the financials of the company till 31st March, 2023 as there is no clarity provided by Hon'ble High Court of Delhi on whether Company would have to issue any shares against such contribution as per SEBI guidelines or such amount would be refundable to DCM Services Limited by company or there would be no liability on the Company to either to pay the said amount or issue any shares in lieu of that. Till Company gets any clarity on this matter, no financial entry has been recorded in the books of accounts.

Information Other than the consolidated financial statements and Auditor's Report Thereon

The Board of Directors of Group is responsible for the preparation of the other information. The other information comprises the Board's Report including Annexure to Board's Report but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the consolidated financial statements

The Board of Directors of Company is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

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

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

Report on Other Legal and Regulatory Requirements

1. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports of the Company and its subsidiary included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report following qualifications in the CARO report of the Company.

| Name of the Company(Holding Company) | Paragraph numbers of the CARO report containing the qualifications |
|---------------------------------------|---|
| DCM FINANCIAL SERVICES LIMITED | 3(v),3(ix)(a),3(ix)(d),3(ix)(e),3(xiv)(a),3(xvii) and 3(xix) of the Order |

2. As required by Section 143 (3) of the Companies Act, 2013, we report that:

- a. Except for the matters described in the Basis for Qualified Opinion and Emphasis of Matter paragraphs, we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. Except for the matters described in the Basis for Qualified Opinion and Emphasis of Matter paragraphs along with the matters stated in paragraph 2(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, in our opinion proper books of account as required by law have been kept by the Group so far as appears from our examination of those books.
- c. Except for the matters described in the Basis for Qualified Opinion and Emphasis of Matter paragraph, the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account.;
- d. Except for the matters described in the Basis for Qualified Opinion and Emphasis of Matter paragraph, in our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act;
- e. On the basis of the representations received from the directors as on 31st March 2024 taken on the record by the Board of Directors of the Company and the its subsidiary company, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act;
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in **Annexure 'A'** which is based on the auditors' reports of the Company and its subsidiary company.
- g. with respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V to the Companies Act, 2013 and on the basis of approval

received from Central Government on 1st May, 2017 which contains payment of managerial remuneration of not more than Rs 3.99 Lac per annum to the directors of the Company. No further order has been passed in this regard.

- h. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Group has disclosed the impact of pending litigations on its financial position in its consolidated financial statements - **Refer Note 28** to the consolidated financial statements;
 - ii. The Group has made provisions as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. The Company has moved an application before the Hon'ble Company Law Board, New Delhi on 22nd July 2004 under Regulation 44 of the Company Law Regulations 1991 proposing a fresh repayment schedule for fixed depositors, debenture-holders and other creditors of the Company. The company filed a Fresh Scheme of Arrangement for the reorganization of the share capital of the company and for compromise with the secured and unsecured creditors of the company, hereinafter referred to as the "**Fresh Restructuring Scheme**" before the Hon'ble Delhi High Court on 24th September 2004 mentioning therein repayment schedule.

Justice Anil Kumar as one man committee was appointed vide order dated:- 3rd September, 2015 by the Hon'ble High Court of Delhi to scrutinize the list of depositors and other claimants and to take steps enumerated hereinafter with the view to resolve at-least some of the disputes. The one man committee submitted its report on to Hon'ble High Court of Delhi on 22nd April, 2016. Taking cognizance of the report, Hon'ble High Court of Delhi on 10th August, 2017 accepted the recommendation of one man committee enumerated in the report. One Man Committee observed that that it already has sufficient funds, ready cash, to repay about 70% of the deposits to all the depositors having deposits of more than Rs 0.05 lacs including secured creditors in the first stage. Under Phase -1, 70% of the principal amount be paid to the creditors having deposits of more than 0.05 lacs and full amount be paid to those who have deposits of Rs. or less than Rs.0.05 lacs in the first instance to fixed depositors, Debenture-holders and banks. In the second phase, which should also commence with phase 1 simultaneously, properties and shares and all the assets be liquidated by selling and the realized amount is recommended to be utilized for the repayment of balance 30% of principal amount and the maturity interest component only on the fixed deposits and debentures. Other creditors such as banks, financial institutions, ICD Holders shall also be paid 30% of the Principal Amount except to SBI Home Finance Limited and Pressman Leasing which will be issued equity shares in Second Phase. Depending upon the availability of surplus amount from disposal of assets

with the Company, the Hon'ble High Court of Delhi may decide whether some additional amount of interest can be paid to depositors or other creditors. During the year ended 31st March, 2018, Company started paying the amount as per Phase-I and the company is still in continuation of making payments as per Phase I for the year ended 31st March 2024. Also the company has started making payments as per Phase II simultaneously during the current financial year. The matter regarding payment to fixed depositors, debenture-holders and other sums are already covered under Phase-I and Phase-II schedule of payment decided by One Man Committee duly appointed by Hon'ble Delhi High Court.

The One Man committee earlier recommended to pay to the creditors 70% of the principal amount. The above said arrangement was modified by the committee on 18th May 2019 and accordingly it has been decided to pay creditors in full who have claimed amount as per procedure set by the committee and whose documents have been verified. As per the claims made by the creditors 100% of principal being paid to them. Also company has also started paying balance 30% to creditors to whom 70% has already been paid previously. The balance payable to creditors is as per books and who have not claimed so far or their documents are under verification.

All the unpaid matured Public Fixed Deposits of Rs 4,090.43 Lakhs and Unpaid Matured Debentures of Rs. 1,606.62 Lakhs which was more than seven year old. Accordingly except the matter stated above, there has been no delay in transferring amounts or there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company. **Refer Note No 15.2 and 15.3.**

There is no outstanding amounts in Subsidiary Company which are required to be transferred to the Investor Education and Protection Fund.

- iv. (a) The respective Management of the company and its subsidiary has represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever

by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (b) The respective Management of the company and its subsidiary has represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the

Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The company has neither declared nor paid any dividend during the year ending March 31, 2024. Also, no dividend has been proposed by the Board for the year ending March 31, 2024. Accordingly, reporting under Rule 11(f) is not applicable.
- vi. The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1 April 2023.

Based on our examination which included test checks of the company and its subsidiary audited by us, the Company and its subsidiary have used accounting software for maintaining their books of account, which have a feature of recording audit trail (edit log) facility. The audit trail facility has been in operation as per the below details:

| Company/Subsidiary Company | Date from when audit trail is enabled and operated through-out the remaining year |
|--------------------------------|---|
| DCM FINANCIAL SERVICES LIMITED | 7 th July 2023 |
| GLOBAL IT OPTIONS LIMITED | 4 th July 2023 |

Further, for the periods where audit trail (edit log) facility was enabled and operated throughout the year, we did not come across any instance of the audit trail feature being tampered with at the Company and its subsidiary.

For V SAHAI TRIPATHI & CO.
Chartered Accountants
(Firm's Registration No. 000262N)

(Vishwas Tripathi)
Partner
M.No. 086897

Place : New Delhi
Dated : 28th May, 2024
UDIN : 24086897BKCSXT7486

Annexure 'A' to Independent Auditors' Report

Referred to in Paragraph 2 (f) under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of DCM FINANCIAL SERVICES LIMITED ("herein referred as the Company") and its subsidiary company as of March 31, 2024 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The management of Company and its subsidiary company is responsible for establishing and maintaining internal financial controls based on internal policies & procedures, accounting records and essential components on the internal control over financial reporting criteria established by the respective Company as per Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Disclaimer of Opinion

According to the information and explanation given to us, the Company and its subsidiary has not established its internal financial control over financial reporting on criteria based on or considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over financial reporting issued by the Institute of Chartered Accountants of India. Because of this reason, we are unable to obtain sufficient appropriate audit evidence to provide a basis for our opinion whether the company had adequate internal financial controls over financial reporting and whether such internal financial controls were operating effectively as at March 31, 2024.

We have considered the disclaimer reported above in determining the nature, volume of transactions, materiality, timing, and extent of audit test applied in our audit of the financial statement of the company and the disclaimer does not affect our opinion on the consolidated financial statements of the company.

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to one subsidiary, is based on solely on the corresponding reports of the auditors of such company.

For V SAHAI TRIPATHI & CO.
Chartered Accountants
(Firm Registration No. 000262N)

(Vishwas Tripathi)
Partner
M.No. 086897

Place : New Delhi
Dated : 28th May, 2024
UDIN : 24086897BKCS7486

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2024

| (Amount in Lacs) | | | |
|---|----------|------------------|------------------|
| Particulars | Note No. | As at 31.03.2024 | As at 31.03.2023 |
| I. ASSETS | | | |
| Non-current assets | | | |
| (a) Property, Plant and Equipment | 1 | 1,085.60 | 1,115.06 |
| (b) Financial Assets | | | |
| (i) Investments | 2 | 0.91 | 0.73 |
| (ii) Other Financial Assets | 3 | 346.05 | 332.47 |
| (c) Other Non-Current Assets | 4 | 151.92 | 158.89 |
| 2 Current assets | | | |
| (a) Financial Assets | | | |
| (i) Investments | 5 | 113.81 | 106.60 |
| (ii) Trade Receivable | 6 | - | - |
| (iii) Cash and cash equivalents | 7 | 20.96 | 23.02 |
| (iv) Other Bank Balance | 8 | 616.36 | 1,117.65 |
| (v) Other Financial Assets | 9 | 26.85 | 21.39 |
| (b) Other Current Assets | 10 | 2.43 | 2.46 |
| TOTAL ASSETS | | 2,364.89 | 2,878.27 |
| II EQUITY AND LIABILITIES | | | |
| Equity | | | |
| (a) Equity Share Capital | 11 | 2,212.51 | 2,212.51 |
| (b) Other Equity (Attributable to Owners of the Parent) | 12 | (7,089.88) | (6,995.83) |
| Non - Controlling Interests | | 2.86 | 2.95 |
| 2 Liabilities | | | |
| Non-current liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 13 | 207.70 | 207.70 |
| (b) Provisions | 14 | 16.48 | 13.42 |
| (c) Deferred Tax Liabilities (Net) | 19 | 60.40 | 65.74 |
| Current liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 15 | 6,749.70 | 7,168.01 |
| (ii) Other Financial Liabilities | 16 | 182.92 | 181.95 |
| (b) Other current liabilities | 17 | 17.13 | 16.78 |
| (c) Provisions | 18 | 5.07 | 5.04 |
| TOTAL EQUITY AND LIABILITIES | | 2,364.89 | 2,878.27 |

Notes forming part of the consolidated financial statements**For V Sahai Tripathi & Co.**

Chartered Accountants

Firm Registration No. 000262N

Vishwas Tripathi

Partner

Membership No. 086897

Nidhi Deveshwar

Whole Time Director

DIN: 09505480

Richa Kalra

Director

DIN: 07632571

Somali Tiwari

Company Secretary

M.No. A-47631

Place : Delhi

Dated : 28th May, 2024

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH 2024

| | | (Amount in Lacs) | |
|---|----------|-------------------------------|-------------------------------|
| Particular | Note No. | For the year ended 31.03.2024 | For the year ended 31.03.2023 |
| I. Revenue From Operations | | - | - |
| II. Other income | 20 | 81.99 | 103.81 |
| III. Total Revenue (I + II) | | 81.99 | 103.81 |
| IV. Expenses: | | | |
| Employee benefits expense | 21 | 62.36 | 64.96 |
| Finance costs | 22 | - | 0.42 |
| Depreciation and amortization expense | 1 | 29.73 | 33.65 |
| Other expenses | 23 | 85.36 | 96.02 |
| Total expenses | | 177.45 | 195.05 |
| V. Profit before exceptional items and tax (III-IV) | | (95.46) | (91.24) |
| VI. Exceptional Item | | - | - |
| VII. Profit before tax (V - VI) | | (95.46) | (91.24) |
| VIII. Tax expense: | 24 | | |
| (1) Current tax | | - | - |
| (2) Deferred tax | | (5.35) | 398.50 |
| (3) Prior Period Taxes | | 3.78 | (4.81) |
| IX Profit (Loss) for the period | | (93.89) | (484.93) |
| X Other Comprehensive income | | | |
| A (i) Items that will not be reclassified to profit or loss | | (0.24) | (0.29) |
| (ii) Income tax relating to items that will not be reclassified to profit or loss | | (0.01) | (0.21) |
| B (i) Items that will be reclassified to profit or loss | | - | - |
| (ii) Income tax relating to items that will be reclassified to profit or loss | | - | - |
| XI Total Comprehensive Income/(loss) for the year (IX+X) (Comprising profit /(loss) and Other Comprehensive Income/(loss) for the year | | (94.14) | (485.43) |
| Total Comprehensive Income attributable to : | | | |
| Owners of the Parent | | (94.05) | (485.36) |
| Non-Controlling Interests | | (0.09) | (0.07) |
| Profit for the year attributable to: | | | |
| Owners of the Parent | | (93.80) | (484.86) |
| Non-Controlling Interests | | (0.09) | (0.07) |
| Other Comprehensive Income for the year | | | |
| Attributable to: | | | |
| Owners of the Parent | | (0.25) | (0.50) |
| Non-Controlling Interests | | - | - |
| XII Earnings per equity share (for continuing operation): | | | |
| - Basic | | (0.42) | (2.19) |
| - Diluted | | (0.42) | (2.19) |

Notes forming part of the consolidated financial statements**For V Sahai Tripathi & Co.**

Chartered Accountants

Firm Registration No. 000262N

Vishwas Tripathi

Partner

Membership No. 086897

Nidhi Deveshwar

Whole Time Director

DIN: 09505480

Richa Kalra

Director

DIN: 07632571

Somali Tiwari

Company Secretary

M.No. A-47631

Place : Delhi

Dated : 28th May, 2024

CONSOLIDATED CASH FLOW STATEMENT FOR THE ENDED 31ST MARCH 2024

(Amount in Lacs)

| Particulars | 31.03.2024 | 31.03.2023 |
|--|-----------------|-----------------|
| (A) Cash flow from Operating Activities | | |
| Profit Before Tax | (95.46) | (91.24) |
| Add: | | |
| Depreciation | 29.73 | 33.65 |
| Less: | | |
| Remeasurement of post employment defined benefit plans | | |
| Interest on Fixed Deposits | (67.29) | (102.26) |
| Dividend Income | (0.45) | (0.38) |
| Profit on sale of Investments | - | 18.80 |
| Interest on Income tax refund | - | (1.13) |
| Balances written back | (6.25) | - |
| Security Deposit Written off | 1.80 | |
| Unrealised gain on account of fair valuation of Investments | (7.39) | 5.02 |
| Operating Profits before working Capital changes | (145.30) | (137.55) |
| Adjustment for: | | |
| Change in Other Financial Current Assets | (5.45) | (7.14) |
| Change in Current Liabilities | 0.35 | 0.15 |
| Change in Other Current Financial Liabilities | 0.96 | (4.40) |
| Change in Provisions | 3.10 | (12.00) |
| Change in Other Current Assets | 0.03 | 7.52 |
| | | 1.06 |
| Cash generated /(used in) from Operating Activities | (146.32) | (152.36) |
| Less: Income Tax (paid)/refund | 2.96 | 4.57 |
| Net Cash flow from /(used in) from Operating Activities | (143.36) | (147.79) |
| (B) Cash Flow from Investing Activities | | |
| Interest Income | 67.29 | 103.40 |
| Dividend Income | 0.45 | 0.38 |
| Redemption/(Purchase) of FD | 486.35 | 482.64 |
| Sale of Investments | - | 11.98 |
| Purchase / Sale of Fixed Assets | (0.27) | (0.35) |
| Net Cash flow from /(used in) from Investing Activities | 553.82 | 598.05 |
| (B) Cash Flow from Financing Activities | | |
| Repayment to Debenture Holders | (78.97) | (99.46) |
| Repayment of Loan to Fixed Depositors | (319.59) | (345.86) |
| Security Deposit received | (0.45) | - |
| Repayment of ICD | (13.51) | - |
| Net Cash flow from /(used in) from Financing Activities | (412.52) | (445.32) |
| Net increase /(decrease) in cash & cash equivalents | (2.06) | 4.94 |
| Cash and Cash equivalents (Opening Balance) | 23.02 | 18.08 |
| Cash and Cash equivalents (Closing Balance) | 20.96 | 23.02 |

Notes forming part of the consolidated financial statements

For V Sahai Tripathi & Co.

Chartered Accountants

Firm Registration No. 000262N

Vishwas Tripathi

Partner

Membership No. 086897

Nidhi Deveshwar

Whole Time Director

DIN: 09505480

Richa Kalra

Director

DIN: 07632571

Somali Tiwari

Company Secretary

M.No. A-47631

Place : Delhi

Dated : 28th May, 2024

STATEMENT OF CONSOLIDATED CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2024

Equity Share Capital

(Amount in Lacs)

| Particulars | As at 31st March 2024 | As at 31st March 2023 |
|---|--------------------------|--------------------------|
| Balance at the beginning of the reporting period | 2,212.51 | 2,212.51 |
| Change in Equity Share Capital due to prior period errors | - | - |
| Restated balance at the beginning of the reporting period | 2,212.51 | 2,212.51 |
| Changes in equity share capital during the year | - | - |
| Balance at the end of the reporting period | 2,212.51 | 2,212.51 |

Other Equity

Other Equity consist of following:

(Amount in Lacs)

| Particulars | Reserves and Surplus | | | | | Total |
|--|----------------------|-----------------------|------------------------------------|--------------------|----------------------|------------|
| | Capital Reserve | Securities Premium | Debenture Redemption Reserve | Special Reserve | Retained Earnings | |
| Balance at the end of the 31.03.2022 | 193.87 | 1,650.86 | 8.75 | 156.23 | (8,517.16) | (6,507.45) |
| Profit/(loss) for the year | - | - | - | - | (484.93) | (484.93) |
| Other comprehensive income/(loss) for the year | - | - | - | - | (0.50) | (0.50) |
| Balance at the end of the 31.03.2023 | 193.87 | 1,650.86 | 8.75 | 156.23 | (9,002.59) | (6,992.88) |
| Profit/(loss) for the year | - | - | - | - | (93.89) | (93.89) |
| Other comprehensive income/(loss) for the year | - | - | - | - | (0.25) | (0.25) |
| Balance at the end of the 31.03.2024 | 193.87 | 1,650.86 | 8.75 | 156.23 | (9,096.73) | (7,087.02) |

For V Sahai Tripathi & Co.

Chartered Accountants

Firm Registration No. 000262N

Vishwas Tripathi

Partner

Membership No. 086897

Nidhi Deveshwar

Whole Time Director

DIN: 09505480

Richa Kalra

Director

DIN: 07632571

Somali Tiwari

Company Secretary

M.No. A-47631

Place : Delhi

Dated : 28th May, 2024

1 Property, Plant and Equipment

Property, plant and equipment consist of the following :

| Particulars | Land | Plant & Machinery | Buildings | Vehicles | Computers | Furniture & Fixtures | Equipment & Appliances | (Amount in Lacs) | |
|--|-------------|-------------------|-----------------|--------------|-------------|----------------------|------------------------|------------------|-------------|
| | | | | | | | | Office | Total |
| Year ended 31 March 2023 | | | | | | | | | |
| Opening Gross Carrying Amount as at March 31, 2022 | 3.06 | 0.07 | 1,304.34 | 11.07 | 0.11 | 7.81 | 0.90 | 1,327.37 | 0.35 |
| Additions | - | - | - | - | 0.35 | - | - | - | - |
| Disposals | - | - | - | - | - | - | - | - | - |
| Closing Gross Carrying Amount as at March 31, 2023 | 3.06 | 0.07 | 1,304.34 | 11.07 | 0.46 | 7.81 | 0.90 | 1,327.72 | - |
| Opening Accumulated Depreciation | - | 0.01 | 171.00 | 4.08 | 0.10 | 7.10 | 0.77 | 183.06 | - |
| Depreciation charged during the year 2022-2023 | - | 0.01 | 28.67 | 0.87 | 0.03 | - | 0.03 | 29.60 | - |
| Depreciation on Disposals | - | - | - | - | - | - | - | - | - |
| Closing Accumulated Depreciation as at March 31, 2023 | - | 0.02 | 199.67 | 4.94 | 0.13 | 7.10 | 0.80 | 212.66 | - |
| Net Carrying Amount as at March 31, 2023 | 3.06 | 0.05 | 1,104.68 | 6.13 | 0.32 | 0.71 | 0.10 | 1,115.06 | - |
| Year ended 31 March 2024 | | | | | | | | | |
| Opening Gross Carrying Amount as at 31st March 2023 | 3.06 | 0.07 | 1,304.34 | 11.07 | 0.46 | 7.81 | 0.90 | 1,327.72 | - |
| Additions | - | - | - | - | 0.35 | - | 0.19 | 0.54 | - |
| Disposals | - | - | - | 5.37 | - | - | - | 5.37 | - |
| Closing Gross Carrying Amount as at March 31, 2024 | 3.06 | 0.07 | 1,304.34 | 5.71 | 0.81 | 7.81 | 1.09 | 1,322.89 | - |
| Opening Accumulated Depreciation | - | 0.02 | 199.67 | 4.94 | 0.13 | 7.10 | 0.80 | 212.66 | - |
| Depreciation charged during the year 2023-2024 | - | 0.01 | 28.66 | 0.87 | 0.15 | - | 0.03 | 29.73 | - |
| Depreciation on Disposals | - | - | - | 5.10 | - | - | - | 5.10 | - |
| Closing Accumulated Depreciation as at 31st March 2024 | - | 0.03 | 228.33 | 0.71 | 0.29 | 7.10 | 0.83 | 237.29 | - |
| Net Carrying Amount as at 31st March 2024 | 3.06 | 0.04 | 1,076.01 | 4.99 | 0.52 | 0.71 | 0.26 | 1,085.60 | - |

2 NON CURRENT INVESTMENTS**(i) NON CURRENT INVESTMENTS**

(Amount in Lacs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|--|---------------------------|---------------------------|
| Details of non current investment | | |
| --Investments in Equity Shares | 0.91 | 0.73 |
| Total | 0.91 | 0.73 |

2 (A) Details of non current investment consist of following:

(Amount in Lacs)

| Sr. No. | Particulars | Subsidiary / Associate / JV/ Others | No. of Shares / Units | | Quoted / Unquoted | Partly Paid / Fully paid | As at 31st March, 2022 | As at 31st March, 2021 |
|------------|-------------------------------------|---|----------------------------|----------------------------|----------------------|-----------------------------|---------------------------|---------------------------|
| | | | As at 31 st March, 2023 | As at 31 st March, 2022 | | | | |
| | Investments in Equity Shares | | | | | | | |
| 1 | Hindalco Industries Limited | Others | 82 | 82 | Quoted | Fully Paid | 0.46 | 0.33 |
| 2 | Digjam Limited | Others | 1 | 1 | Quoted | Fully Paid | 0.00 | 0.00 |
| 3 | Federal Bank Limited | Others | 300 | 300 | Quoted | Fully Paid | 0.45 | 0.40 |
| 4 | Dion Global Solutions Limited | Others | 20 | 20 | Quoted | Fully Paid | 0.00 | 0.00 |
| 5 | Healthfore Technologies | Others | 5 | 5 | UnQuoted | Fully Paid | 0.00 | 0.00 |
| | TOTAL | | 408 | 408 | | | 0.91 | 0.73 |

Note 3: Other Financial Assets (Non-current)

Other Financial Assets consist of the following: (Amount in Lacs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|-------------------|---------------------------|---------------------------|
| Bank Deposits* | 340.74 | 325.81 |
| Security Deposits | 5.21 | 6.56 |
| Total | 345.95 | 332.37 |

*These are restricted bank deposits and cannot be operated without getting prior approval of Hon'ble Delhi High Court.

Note 4: OTHER NON CURRENT ASSETS

Other non current assets consist of the following : (Amount in Lacs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|--|---------------------------|---------------------------|
| "TDS Recoverable (Net of Provisions) (Refer Note 4A)" | 151.92 | 158.89 |
| Total | 151.92 | 158.89 |

Note 4A: Details of Tax Recoverable

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|--------------------------|---------------------------|---------------------------|
| Advance Tax and TDS | 190.92 | 197.90 |
| Less : Provision for Tax | 39.00 | 39.00 |
| Net | 151.92 | 158.89 |

5 CURRENT INVESTMENTS

Other non current assets consist of the following: (Amount in Lacs)

| Particulars | As at 31st March, 2023 | As at 31st March, 2022 |
|--------------------------------------|---------------------------|---------------------------|
| Details of current investment | | |
| --Investments in Equity Shares | 113.64 | 106.43 |
| --Investments in NCD | 0.17 | 0.17 |
| Total | 113.81 | 106.60 |

5(A) Details of current investment consist of following:

| Sr. No. | Particulars | Subsidiary / Others | No. of NCD / Unit | | Quoted/ Unquoted | Partly Paid/ Fully paid | Amount in Laos | |
|---------|--|---------------------|-------------------------|-------------------------|------------------|-------------------------|------------------------|------------------------|
| | | | As at 31 st March, 2024 | As at 31 st March, 2023 | | | As at 31st March, 2024 | As at 31st March, 2023 |
| (a) | Investments in Non Convertible Debentures | | | | | | | |
| | At Amortised Cost | | | | | | | |
| 1. | Nayara Energy Ltd (NCD)* | Others | 49 | 49 | Unquoted | Fully Paid | 0.17 | 0.17 |
| | * Amalgamation of Vadinar oil terminal Ltd with Nayara Energy Ltd (Non Convertible Debentures issued for Shares) | | | | | | | |
| | Total (a) | | | | | | | |

5(B) Details of current investment consist of following:

| Sr. No. | Particulars | Subsidiary / Others | No. of Shares / Units | | Quoted / Unquoted | Partly Paid / Fully paid | Amount in Lacs | |
|---------|---|---------------------|-------------------------|-------------------------|-------------------|--------------------------|------------------------|------------------------|
| | | | As at 31 st March, 2023 | As at 31 st March, 2022 | | | As at 31st March, 2023 | As at 31st March, 2022 |
| (b) | Investments in Equity Shares | | | | | | | |
| | At Fair Value Through Profit & Loss | | | | | | | |
| 1 | Clutch Auto Limited* | Others | 98,050 | 98,050 | Quoted | Fully Paid | 0.00 | 0.00 |
| 2 | Health fore Technologies (Religare Technologies Ltd)* | Others | 10 | 10 | Quoted | Fully Paid | 0.00 | 0.00 |
| 3 | Indo Biotech Foods Ltd* | Others | 300 | 300 | Quoted | Fully Paid | 0.00 | 0.00 |
| 4 | Sujana Steel Ltd (Sujana Metal Products Ltd *) | Others | 1,300 | 1,300 | Quoted | Fully Paid | 0.00 | 0.00 |
| 5 | Padmini Technology Ltd* | Others | 500 | 500 | Quoted | Fully Paid | 0.00 | 0.00 |
| 6 | Radhika Spinning Mills Ltd* | Others | 300 | 300 | Quoted | Fully Paid | 0.00 | 0.00 |
| 7 | Uniworth Textiles Ltd * | Others | 100 | 100 | Quoted | Fully Paid | 0.00 | 0.00 |
| 8 | Virtualsoft Systems Limited | Others | 13,400 | 13,400 | Quoted | Fully Paid | 0.71 | 0.53 |
| 9 | Daewoo Motors India Ltd* | Others | 8,250 | 8,250 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 10 | ESSAR Ports Ltd. * | Others | 3 | 3 | Unquoted | Fully Paid | 0.00 | 0.00 |

| | | | | | | | | |
|----|--|--------|---------|---------|----------|------------|-------|-------|
| 11 | Galaxy Indo Fab Ltd (Shri Laksmi Cotsyn Ltd)* | Others | 200 | 200 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 12 | (AMNS Ports India Ltd)/Hazira Cargo Terminals Ltd* | Others | 9 | 9 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 13 | Haryana Sheet Glass Ltd* | Others | 200 | 200 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 14 | Profin Money Market Ltd | Others | 25,000 | 25,000 | Unquoted | Fully Paid | 3.83 | 3.83 |
| 15 | Tulip Finance Ltd* | Others | 1,000 | 1,000 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 16 | World Tex Ltd* | Others | 437,500 | 437,500 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 17 | Salaya Bulk Terminals Ltd* | Others | 3 | 3 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 18 | Skypack Courier Ltd* | Others | 100 | 100 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 19 | Banaras Beads Ltd | Others | 110 | 110 | Quoted | Fully Paid | 0.10 | 0.09 |
| 20 | Doin Global Solutions Ltd (Religare Technova)* | Others | 40 | 40 | Quoted | Fully Paid | 0.00 | 0.00 |
| 21 | Gagan Polycot Ltd | Others | 700 | 700 | Quoted | Fully Paid | 0.01 | 0.01 |
| 22 | GE Shipping Ltd | Others | 65 | 65 | Quoted | Fully Paid | 0.65 | 0.42 |
| 23 | Gujarat Meditech Ltd | Others | 200 | 200 | Quoted | Fully Paid | 0.01 | 0.01 |
| 24 | Kinetic Trust Ltd.* | Others | 100 | 100 | Quoted | Fully Paid | 0.00 | 0.00 |
| 25 | Mid India Industries Ltd | Others | 100 | 100 | Quoted | Fully Paid | 0.01 | 0.01 |
| 26 | Shree Rajasthan Syntex Ltd* | Others | 500 | 500 | Quoted | Fully Paid | 0.00 | 0.00 |
| 27 | Shree Rayalaseema Hi Strength Hypo Ltd | Others | 8,255 | 8,255 | Quoted | Fully Paid | 40.64 | 33.85 |
| 28 | Cepharm Milk Specialities Ltd.* | Others | 30,000 | 30,000 | Quoted | Fully Paid | 0.00 | 0.00 |
| 29 | Punj Llyod Ltd | Others | 200,000 | 200,000 | Quoted | Fully Paid | 4.46 | 4.46 |
| 30 | Sujana Universal Industries Ltd* | Others | 1,100 | 1,100 | Quoted | Fully Paid | 0.00 | 0.00 |
| 31 | Svam Software Ltd | Others | 200 | 200 | Quoted | Fully Paid | 0.01 | 0.01 |
| 32 | Sunstar Lubricants Ltd* | Others | 3,100 | 3,100 | Quoted | Fully Paid | 0.00 | 0.00 |
| 33 | Jaimata Glass Ltd* | Others | 100 | 100 | Quoted | Fully Paid | 0.00 | 0.00 |
| 34 | Jsw Ispat Steel Ltd* | Others | 80 | 80 | Quoted | Fully Paid | 0.00 | 0.00 |
| 35 | Modern Threads Ltd* | Others | 100 | 100 | Quoted | Fully Paid | 0.00 | 0.00 |
| 36 | Tribology India Ltd* | Others | 400 | 400 | Quoted | Fully Paid | 0.00 | 0.00 |
| 37 | HPM Industries Ltd* | Others | 5,000 | 5,000 | Quoted | Fully Paid | 0.00 | 0.00 |

| | | | | | | | | |
|----|---|--------|---------|---------|----------|------------|-------|-------|
| 38 | Mardia Samyoung Capillary Tube co. Ltd* | Others | 1 | 1 | Quoted | Fully Paid | 0.00 | 0.00 |
| 39 | Grand Foundry Ltd* | Others | 600 | 600 | Quoted | Fully Paid | 0.00 | 0.00 |
| 40 | Goldwon Textiles Ltd* | Others | 100 | 100 | Quoted | Fully Paid | 0.00 | 0.00 |
| 41 | Good Value Marketing Ltd* | Others | 200 | 200 | Quoted | Fully Paid | 0.00 | 0.00 |
| 42 | Krishna Engineering Works Ltd* | Others | 300 | 300 | Quoted | Fully Paid | 0.00 | 0.00 |
| 43 | Superforging & Steels Ltd* | Others | 9,600 | 9,600 | Quoted | Fully Paid | 0.00 | 0.00 |
| 44 | Bharati Telecom Ltd* | Others | 100 | 100 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 45 | Rajasthan Antibiotics Ltd. | Others | 30,000 | 30,000 | Unquoted | Fully Paid | 63.07 | 63.07 |
| 46 | Cebon India Ltd.* | Others | 30,000 | 30,000 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 47 | Krishna Cold Rolled Ltd(Rs.2.50 pd) | Others | 25,000 | 25,000 | Unquoted | Fully Paid | 0.05 | 0.05 |
| 48 | Valplus Biotech Ltd | Others | 700 | 700 | Unquoted | Fully Paid | 0.10 | 0.10 |
| 49 | Adhunik Synthetics Ltd* | Others | 100 | 100 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 50 | Bhiwani Synthetics Ltd* | Others | 400 | 400 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 51 | BLB Mutual Services Ltd* | Others | 300 | 300 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 52 | BLB Share & Financial Services Ltd* | Others | 50 | 50 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 53 | Cepharm Organics Ltd* | Others | 250 | 250 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 54 | Chirau Finance Invest. & Leasing* | Others | 3,900 | 3,900 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 55 | City Lifts Ltd* | Others | 2,800 | 2,800 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 56 | Crest Paper Mills Ltd* | Others | 1,700 | 1,700 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 57 | Datapro Information Technology Ltd* | Others | 1,000 | 1,000 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 58 | Decora Tubes Ltd* | Others | 200 | 200 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 59 | East India Syntex Ltd* | Others | 200 | 200 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 60 | Electrolux Kelvinator (Intron)* | Others | 825 | 825 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 61 | Garg Forgings & Castings Ltd* | Others | 500 | 500 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 62 | Gimar Fibres Ltd* | Others | 4,100 | 4,100 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 63 | Gorden Herbert India Ltd* | Others | 100 | 100 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 64 | Greenfield Corporation Ltd(Rs.5.00 pd)* | Others | 127,000 | 127,000 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 65 | Hindustan Development Corpn. Ltd* | Others | 21,050 | 21,050 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 66 | Jaipur Straw Products Ltd* | Others | 1,200 | 1,200 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 67 | Jay Vinyls Ltd* | Others | 100 | 100 | Unquoted | Fully Paid | 0.00 | 0.00 |

| | | | | | | | | |
|----|------------------------------------|--------|---------------|---------------|----------|------------|---------------|---------------|
| 68 | Jiwan Flora Ltd* | Others | 400 | 400 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 69 | Karishma Floriculture Ltd* | Others | 1,700 | 1,700 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 70 | Kashipur Holdings Ltd (Bonus)* | Others | 50 | 50 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 71 | Kitli Steels Ltd* | Others | 100 | 100 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 72 | Makan Agro Ltd* | Others | 200 | 200 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 73 | Minerva Holdings Ltd* | Others | 20 | 20 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 74 | Moon Beam Industries Ltd* | Others | 400 | 400 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 75 | Pan Asia Industries Ltd* | Others | 5,400 | 5,400 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 76 | Rasik Plast Ltd* | Others | 4,500 | 4,500 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 77 | S.M. Dyechem Ltd* | Others | 4 | 4 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 78 | S.V. Electricals Ltd* | Others | 5,000 | 5,000 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 79 | Sajjan Textiles Ltd* | Others | 100 | 100 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 80 | Shree Pommami Metals & Alloys Ltd* | Others | 19,400 | 19,400 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 81 | Siddarth Spinfab Ltd* | Others | 3,500 | 3,500 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 82 | Starspin & Twist Ltd * | Others | 100 | 100 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 83 | Sturdy Polymers Ltd* | Others | 200 | 200 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 84 | Suryachakra Seafoods Ltd* | Others | 13,400 | 13,400 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 85 | Swarnima Oils Ltd* | Others | 200 | 200 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 86 | Transpower Engineering Ltd* | Others | 2,500 | 2,500 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 87 | U.P. Lime Chem Limited* | Others | 500 | 500 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 88 | Vikram Projects Ltd* | Others | 1,600 | 1,600 | Unquoted | Fully Paid | 0.00 | 0.00 |
| 89 | Vishal Lakco Ltd* | Others | 9,700 | 9,700 | Unquoted | Fully Paid | 0.00 | 0.00 |
| | | | | | | | | |
| | Total (b) | | 113.64 | 106.43 | | | 106.43 | 142.23 |
| | | | | | | | | |
| | Total (a+b) | | 113.81 | 106.60 | | | 106.60 | 142.40 |

6 TRADE RECEIVABLES

(Amount in Lacs)

| Trade Receivables | As at 31st March, 2024 | As at 31st March, 2023 |
|--|---------------------------|---------------------------|
| Trade Receivables, unsecured: | | |
| Considered good | - | - |
| Credit impaired | 184.02 | 184.02 |
| Less: Allowance for expected credit loss | (184.02) | (184.02) |
| | - | - |
| Total | - | - |

Trade Receivable ageing schedule for year ended as on 31.03.2024 and 31.03.2023:

| Particulars | | Not due | Outstanding for following periods from due date of payment | | | | | Total |
|--|-----------------------|---------|--|-------------------|-----------|-----------|-------------------|----------|
| | | | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Undisputed Trade receivables - considered good | as at 31st March 2024 | - | - | - | - | - | - | - |
| | as at 31st March 2023 | - | - | - | - | - | - | - |
| (ii) Undisputed Trade Receivables - which have significant increase in credit risk | as at 31st March 2024 | - | - | - | - | - | - | - |
| | as at 31st March 2023 | - | - | - | - | - | - | - |
| (ii) Undisputed Trade Receivables - credit impaired | as at 31st March 2024 | - | - | - | - | - | - | - |
| | as at 31st March 2023 | - | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables - considered good | as at 31st March 2024 | - | - | - | - | - | - | - |
| | as at 31st March 2023 | - | - | - | - | - | - | - |
| (v) Disputed Trade Receivables - which have significant increase in credit risk | as at 31st March 2024 | - | - | - | - | - | - | - |
| | as at 31st March 2023 | - | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables - credit impaired | as at 31st March 2024 | - | - | - | - | - | 184.02 | 184.02 |
| | as at 31st March 2023 | - | - | - | - | - | 184.02 | 184.02 |
| Total Trade Receivables | as at 31st March 2024 | - | - | - | - | - | 184.02 | 184.02 |
| | as at 31st March 2023 | - | - | - | - | - | 184.02 | 184.02 |
| Less- allowance for credit loss | as at 31st March 2024 | - | - | - | - | - | (184.02) | (184.02) |
| | as at 31st March 2023 | - | - | - | - | - | (184.02) | (184.02) |
| Total trade receivables | as at 31st March 2024 | - | - | - | - | - | - | - |
| | as at 31st March 2023 | - | - | - | - | - | - | - |

7 Cash and Cash Equivalent

Cash and cash equivalents consist of the following:

(Amount in Lacs)

| Particulars | As at 31 st March, 2024 | As at 31 st March, 2023 |
|--|----------------------------|----------------------------|
| (a) Balances with Bank | | |
| Balance with Banks | 0.92 | 0.27 |
| -Restricted Bank Balance (Refer Note 7A & 7B) | 27.18 | 30.19 |
| Less: Provision for impairment (Refer Note 7C) | (7.75) | (7.75) |
| | 20.35 | 22.71 |
| (b) Cash in hand | 0.61 | 0.31 |
| Total | 20.96 | 23.02 |

(Amount in Lacs)

| Particulars | As at 31 st March, 2024 | As at 31 st March, 2023s |
|--------------|----------------------------|-----------------------------|
| Canara Bank | 0.11 | 0.11 |
| Axis Bank | 0.81 | 0.16 |
| Total | 0.92 | 0.27 |

7A Restricted Bank Balances Includes:

(Amount in Lacs)

| Particulars | As at 31 st March, 2024 | As at 31 st March, 2023 |
|-------------------------|----------------------------|----------------------------|
| Canara Bank (Refer 7C) | 7.49 | 7.49 |
| IDBI Bank Limited | 7.37 | 9.12 |
| Axis Bank | 7.80 | 7.38 |
| UTI Bank(Refer 7C) | 0.26 | 0.26 |
| Kotak Mahindra | 2.38 | 2.38 |
| IDFC | 1.88 | 3.56 |
| Total | 27.18 | 30.19 |

7B These are restricted bank balances and cannot be operated without getting prior approval of Hon'ble Delhi High Court.

7C During the year ended 31st March, 2018, the provision for impairment of Rs. 7.75 lacs had been provided for the banks balances which are not in operation from past years and confirmations to their balances are not made available. These balances are subject to confirmation as on 31.3.2024 and are still not operative.

| Particulars | As at 31 st March, 2024 | As at 31 st March, 2023 |
|--------------|----------------------------|----------------------------|
| Canara Bank | 7.49 | 7.49 |
| UTI | 0.26 | 0.26 |
| Total | 7.75 | 7.75 |

8 Other Bank Balances

Other Bank Balances consist of the following: (Amount in Lacs)

| Particulars | As at 31 st March, 2024 | As at 31 st March, 2023 |
|--|----------------------------|----------------------------|
| Bank Deposits(Refer Note 8A) | 616.36 | 1,117.65 |
| <i>(deposits having maturity within 12 months from the Balance Sheet Date)</i> | | |
| Total | 616.36 | 1,117.65 |

8A These are restricted bank deposits and cannot be operated without getting prior approval of Hon'ble Delhi High Court.

9 Other Current Financial Assets

Other Current Assets consist of the following at amortised cost:

(Amount in Lacs)

| Particulars | As at 31 st March, 2024 | As at 31 st March, 2023 |
|--|----------------------------|----------------------------|
| Interest accrued but not due on Fixed Deposits | 26.82 | 21.38 |
| (A) | 26.82 | 21.38 |
| Unsecured, Doubtful | | |
| - Rent Receivable | 518.47 | 518.47 |
| -Dividend Receivable | 0.03 | 0.01 |
| Less: Provision towards Doubtful Debts/ ECL | (518.47) | (518.47) |
| (B) | 0.03 | 0.01 |
| Total (A) + (B) | 26.85 | 21.39 |

10 Other Current Assets (Non-Financial)

Other Current Assets consist of the following:-

(Amount in Lacs)

| Particulars | As at 31 st March, 2024 | As at 31 st March, 2023 |
|---|----------------------------|----------------------------|
| Other Advances | 2.79 | 2.71 |
| Prepaid Exp | 0.22 | 0.33 |
| | 3.01 | 2.14 |
| Less: Provision for doubtful recoverables | (0.58) | (0.58) |
| Total | 2.43 | 2.46 |

11 SHARE CAPITAL

The Authorised, Issued, Subscribed and fully Paid up Share Capital of Equity Shares having a par value of Rs.10/- each as follows:

| Share Capital | As at 31st March, 2024 | | As at 31st March, 2023 | |
|---|------------------------|-----------------|------------------------|-----------------|
| | Number | Amount in lacs | Number | Amount in lacs |
| Authorised | | | | |
| Equity Shares of Rs. 10/- each | 65,000,000 | 6,500.00 | 65,000,000 | 6,500.00 |
| 6,50,00,000 Equity Shares of Rs.10 each | | | | |
| | 65,000,000.00 | 6,500.00 | 65,000,000.00 | 6,500.00 |
| Issued | | | | |
| 2,21,25,054 Equity Shares of Rs.10 each | 22,125,054 | 2,212.51 | 22,125,054 | 2,212.51 |
| Fully paid up | | | | |
| Total | 22,125,054 | 2,212.51 | 22,125,054 | 2,212.51 |

11A Reconciliation of number of shares

| Particulars | Equity Shares | | | |
|---|------------------------|----------------|------------------------|----------------|
| | As at 31st March, 2024 | | As at 31st March, 2023 | |
| | Number | Amount in lacs | Number | Amount in lacs |
| Shares outstanding at the beginning of the year | 22,125,054 | 2,212.51 | 22,125,054 | 2,212.51 |
| Shares Issued during the year | - | - | - | - |
| Shares bought back during the year | - | - | - | - |
| Any other movement | - | - | - | - |
| Shares outstanding at the end of the year | 22,125,054 | 2,212.51 | 22,125,054 | 2,212.51 |

11B Shareholding of Promoters

Shares held by promoters at 31.03.2024

| Promoter Name | No. of shares | % of Total Shares | % Change during the year |
|-----------------------------------|------------------|-------------------|--------------------------|
| VIVEK BHARAT RAM | 15 | 0.00% | - |
| DCM SERVICES LTD | 6,352,487 | 28.71% | - |
| SHRIRAM GLOBAL ENTERPRISE LTD | 312,450 | 1.41% | - |
| INTELLECT CAPITAL SERVICE PVT LTD | 2,075,000 | 9.38% | - |
| TOTAL | 8,739,952 | 39.50% | |

11C Details of shares held by shareholders holding more than 5% of aggregate shares in the company

| Name of Shareholder | Equity Shares | | | |
|--------------------------------|------------------------|---------------|------------------------|---------------|
| | As at 31st March, 2024 | | As at 31st March, 2023 | |
| | No. of Shares held | % of Holding | No. of Shares held | % of Holding |
| DCM Services Ltd | 6,352,487 | 28.71% | 6,352,487 | 28.71% |
| Intellect Capital Services Ltd | 2,075,000 | 9.38% | 2,075,000 | 9.38% |
| Punjab & Sind Bank | 1,319,900 | 5.97% | 1,319,900 | 5.97% |
| Total | 9,747,387 | 44.06% | 9,747,387 | 44.06% |

12 OTHER EQUITY

Other equity consist of following:

(Amount in Lacs)

| Particulars | Reserves and Surplus | | | | Non-controlling Interest | | | Total |
|--|----------------------|--------------------|------------------------------|-----------------|--------------------------|--------------------------------------|-----------------|------------|
| | Capital Reserve | Securities Premium | Debenture Redemption Reserve | Special Reserve | Retained Earnings | Attributable to the owners of Parent | Special Reserve | |
| Balance as at 31.03.2021 | 193.87 | 1,650.86 | 8.75 | 156.23 | (8,563.94) | (6,557.35) | 3.12 | (6,554.23) |
| Balance at the end of the 31.03.2022 | 193.87 | 1,650.86 | 8.75 | 156.23 | (8,517.16) | (6,510.47) | 3.02 | (6,507.45) |
| Profit/(loss) for the year | - | - | - | - | (484.93) | (484.86) | (0.07) | (484.93) |
| Other comprehensive income/(loss) for the year | - | - | - | - | (0.50) | (0.50) | - | (0.50) |
| Balance at the end of the 31.03.2023 | 193.87 | 1,650.86 | 8.75 | 156.23 | (9,002.59) | (6,995.83) | 2.95 | (6,992.88) |
| Profit/(loss) for the year | - | - | - | - | (93.89) | (93.80) | (0.09) | (93.89) |
| Other comprehensive income/(loss) for the year | - | - | - | - | (0.25) | (0.25) | - | (0.25) |

| | | | | | | | | |
|---|--------|----------|------|--------|------------|------------|------|------------|
| Balance at the end of the 31.03.2024 | 193.87 | 1,650.86 | 8.75 | 156.23 | (9,096.73) | (7,089.88) | 2.86 | (7,087.02) |
|---|--------|----------|------|--------|------------|------------|------|------------|

13 Borrowings (Non- Current)

Long term borrowings consist of following:

(Amount in lacs)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|--|---------------------------|---------------------------|
| A. Unsecured | | |
| (i) Term Loan from SBI HF (Refer Note 13.1) | 25.00 | 25.00 |
| (ii) Payable to Related Party - DCM Services Ltd (Refer Note 13.2) | 182.70 | 182.70 |
| | 207.70 | 207.70 |
| Total | 207.70 | 207.70 |

13.1 SBI HOME FINANCE LIMITED

- (a) **Status till 31-March-2017 and as on 31-March 2024** - The company has already paid Rs. 290.00 lacs under the Old Scheme and proposes to allot shares worth Rs. 25.00 lacs for the balance as per the Fresh Restructuring Scheme in the first year from the effective date (Effective date means the date of filing of the certified copy of the order sanctioning the scheme of the Hon'ble High Court of Delhi at New Delhi with the Registrar of Companies of Delhi & Haryana). SBIHF has removed a charge on its assets and therefore the loan is now categorized as unsecured loan.

The Company has to allot fully paid up shares of Rs. 25 Lacs of the Company at Rs. 30/- per share (share value Rs. 10/- plus premium Rs. 20/- per shares) or as per SEBI guidelines to SBI Home Finance Ltd. as per the Decree awarded by the Hon'ble High Court of Delhi at New Delhi, within two' years from the effective date of the scheme as per applicable SEBI guidelines.

(b) DECISION OF ONE MAN COMMITTEE

As per Report of One Man Committee pursuant to order dated 3.9.2015 passed by Hon'ble Delhi Court as on 10th August, 2017, the debt settlement will be as follows:

(i) Amount due to SBI Home Finance as at 31-Dec-2015

| Particulars | Amount (In Lacs) |
|--------------------------|------------------|
| I. Principal Outstanding | 25.00 |
| II. Maturity Interest | - |
| Total | 25.00 |

(ii) Payment Schedule by issuing in shares

(Amount in lacs.)

| Particulars | Phase-I |
|---|--------------|
| To be discharged by issuance of Equity shares of the Company of the face value of Rs. 10/- at a premium of Rs. 20/- per share or as per applicable SEBI guidelines | 25.00 |
| The Company proposes to allot shares worth Rs. 25.00 Lacs to SBI Home Finance Ltd. as per the Decree awarded by the Hon 'ble High Court of Delhi at New Delhi, within two' years from the effective date of the scheme as per applicable SEBI guidelines* | |
| Total | 25.00 |

*Since, the number of shares to be allotted are not clear, presently the amount of Rs. 25 Lacs is shown in Liabilities and not under other equity. The same shall be reclassified depending upon whether Company has to issue variable number of equity shares or fixed number of equity shares.

13.2 PRESSMAN LEASING**(a) DECISION OF ONE MAN COMMITTEE**

The amount due to M/s, Pressman Leasing has been quantified at the lump sum of Rs 410.00 lacs and such amount would be paid 55% (Rs. 226.00 lacs) in cash and 45% (Rs. 184.00 lacs) in shares and details are under:-

(ii) Payment Schedule**(Amount in lacs)**

| Particulars | Phase-I | Phase-II |
|----------------------------------|---------------|--------------|
| I. 70% of total principal amount | 158 | - |
| II. 30% of total amount | - | 68.00 |
| Total | 158.00 | 68.00 |

- (b) The Company has to allot fully paid up shares of the Company (45% of 410.00 lacs i.e. 184.00 lacs) as per SEBI guidelines to Pressman Leasing as per the Decree awarded by the Hon'ble High Court of Delhi at New Delhi, within two years from the effective date of the scheme.

Since, the number of shares to be allotted are variable, the amount is shown in Liabilities and not equity.

- (c) The Interest dues were waived and cancelled.

- (d) The Loan of Pressman Leasing (55% of 410.00 lacs i.e. 226.00 lacs) was acquired by DCM Services Limited and the balances were paid in full to DCM Services Ltd. as per phase-I and II in earlier years.

14 Provisions (Non-Current)

Provisions consist of the following:

(Amount in lacs.)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|--|---------------------------|---------------------------|
| (a) Provision for Employee Benefits | | |
| Leave Encashment | 1.51 | 1.36 |
| Gratuity | 14.97 | 12.06 |
| Total | 16.48 | 13.42 |

15 Borrowings (Current)

Borrowings consist of the following:

(Amount in lacs.)

| Particulars | As at 31st March, 2024 | As at 31st March, 2023 |
|--|---------------------------|---------------------------|
| a. Inter Corporate Deposits | | |
| From Related Parties (Refer Note 15.1) | 1,052.65 | 1,052.65 |
| b. Debentures (Secured) | | |
| Debentures (Refer Note 15.2) | 1,606.62 | 1,685.59 |
| c. Unsecured | | |
| Fixed Deposit from Public (Refer Note 15.3) | 4,090.43 | 4,410.01 |
| Inter - Corporate Deposits (Refer Note 15.4) | - | 13.51 |
| d. Security Deposits | - | 6.25 |
| Total | 6,749.70 | 7,168.01 |

16 Current Financial Liabilities

Current Financial Liabilities consist of the following at amortised cost:-

| Particulars | (Amount in lacs.) | |
|---|------------------------|------------------------|
| | As at 31st March, 2024 | As at 31st March, 2023 |
| (a) Payable to Punjab & Haryana High Court (Refer Note 16.1) | 100.00 | 100.00 |
| (b) Expenses Payable | 74.96 | 74.90 |
| (c) Other Payable | 5.96 | 7.05 |
| Total | 182.92 | 181.95 |

15.1 Payable to Related Parties

The One Man committee earlier recommended to pay to the creditors 70% of the principal amount. The above said arrangement was modified by the committee on 18th May 2019 and accordingly it has been decided to pay creditors who have claimed amount as per procedure set by the committee and whose documents have been verified. As per the claims made by the creditors 100% of principal being paid to them and balance 30% to creditors whom 70% has already been paid has also started by the company. The balance payable to creditors is as per books and who have not claimed so far or their documents are under verification.

| Payable to Related Party Include the following: | 31.03.2024 Amount in lacs | 31.03.2023 Amount in lacs |
|---|------------------------------|------------------------------|
| - DCM International Limited | 281.57 | 281.57 |
| - DCM Services Limited | 739.24 | 739.24 |
| - DCM Anubhavi Market Private Limited | 31.84 | 31.84 |
| | 1,052.65 | 1,052.65 |

15.2 DEBENTURES

(Amount in lacs.)

| (a) Debentures | As at 31st March, 2024 | As at 31st March, 2023 |
|-----------------------|------------------------|------------------------|
| "A" Series Debenture | 1.50 | 1.50 |
| "B" Series Debenture | | |
| - 19.5% Regular | 682.74 | 716.56 |
| - 19.5% Cumulative | 702.19 | 734.88 |
| - Deep Discount Bonds | 220.18 | 232.65 |
| | 1,606.62 | 1,685.59 |

(b) Scheme "A" Series

The company had allotted the Debenture 'A' series on 28th February, 1996 and 23rd September, 1996 respectively. These debentures are secured against mortgage/hypo-thection/charge on assets financed out of the proceeds of these debentures. The outstanding debentures of Rs. 7.10 lacs were overdue as on March 31, 2019 out of which Rs 5.60 lacs have been repaid during the year 2019-2020 to 2022-23. The remaining overdue balance are to be paid as per report of One Man Committee under Fresh Restructuring Scheme.

(c) Scheme "B" Series

Debenture 'B' Series were allotted on 5th November, 1996 and are secured against hypothecation/charge on land and premises situated at Mouje Pirangut, Taluka Mulshi, Distt Pune in the State of Maharashtra alongwith all buildings, structures thereon and all plant and machinery, spares, tools, accessories and other movables of the Company, both present and future, whether installed or not. The total amount of debentures allotted were Rs 2,818.04 lacs which matured for redemption on 5th May, 1998. Out of total debentures allotted amounting to Rs 2,818.04 lacs, debentures of Rs. 1,212.92 lacs have been redeemed till March 31st, 2024. The remaining debentures as at March 31, 2024 in the "B" series amounting to Rs 1,605.12 lacs consist of the following:-

| Particulars | As at | As at |
|---------------------|----------------|----------------|
| | 31.03.2024 | 31.03.2023 |
| | Amount in lacs | Amount in lacs |
| 19.5% Regular | 682.74 | 716.56 |
| 19.5% Cumulative | 702.19 | 734.88 |
| Deep Discount Bonds | 220.18 | 232.65 |
| Total | 1605.12 | 1684.09 |

- (d) The value of assets charged in favour of debentures has been depleted over a period of time but the depletion has not been ascertained. To the extent of shortfall, if any, the liability is unsecured.
- (e) A supplementary trust deed for giving effect to the proposed repayment plans as provided in Clause 44 of the Trust deed has not been prepared by the trustees so far.
- (f) **Status till 31-March-2017 and thereafter till 31st March 2024** - Provision of interest on debentures up to 31st March, 2017 from the date of renewal offer letter of 1998 is calculated @ 10% p.a. of simple interest on 19.5% Debenture "B" Series and regular interest on Debenture "A" Series amounting to approximately Rs. 4,822.30 lacs has not been provided since a Fresh Restructuring Scheme that is subject to the approval of the Hon'ble High Court of Delhi has been submitted which does not envisage payment of any interest. The rate of 10% per annum issued for Debenture holders is based on the order of Company Law Board (CLB) which was pronounced for Fixed Depositors. Though Fresh Scheme does not envisage payment of any interest, it has been considered prudent to provide Interest of 10% per annum on 19.5% Debenture "B" Series and regular interest on Debenture "A" Series since date of renewal offer letter in 1998 by following principles of prudence.

However, since the Restructuring Scheme proposed by One Man Committee has been approved Hon'ble Delhi High Court, the maturity interest amount is restricted to Rs 235 lacs which is scheduled to be shall be to be paid in Phase-2, although decision regarding payment of interest after maturity will be taken at a future date by Hon'ble Delhi Court.

- (g) **Status till 31-March-2017 and thereafter till 31st March 2024** - The Central Bank of India, Bombay, Trustees for the Non-Convertible Debentures B-Series have filed a suit for recovery of Rs. 4,421.78 lacs on 14th October, 1999 before the Hon'ble Bombay High Court. It includes interest of Rs. 1,553.61 lacs and Rs. 2,867.96 lacs towards principal. No provision has been made in the books of accounts for such interest.

The Hon'ble Bombay High Court vide its interim order dated 24th December, 1999 has passed an order that all receipts from hypothecated assets shall be deposited with the trustees in a separate bank account except for amounts utilized as per orders of The Reserve Bank of India and the Company Law Board.

The suit filed by the Central Bank of India before the Hon'ble Bombay High Court has been stayed by Hon'ble High Court of Delhi vide order dated September 14th, 2005 on application made by the company and there is no change in the status as at 31st March, 2024

However, some of the debentures holders have already been paid by the Central Bank of India. The amount which has been already been paid to the Debenture Holders by the Central Bank of India be paid to the Bank. The Central Bank of India has also claimed some amount in a suit filed before the Hon'ble Bombay High Court. No claim has however, been filed by the Central Bank of India before the One Man Committee despite opportunity granted to the Bank. While computing the amount payable in phases to other creditors, this amount claimed by the Bank will be not disbursed till the bank is able to establish its claim in the appropriate proceedings before the Court/One Man Committee.

(h) **DECISION OF ONE MAN COMMITTEE**

As per report of One Man Committee pursuant to order dated 3.9.2015 passed by Hon'ble Delhi Court as on 10th August, 2017, repayment of Debenture holders of "A" Series as well as "B" Series is to be made in two phases. In the first phase of scheme of repayment, debenture holders are to be paid 70% the balance principal amount. The Debenture holders having balance of Rs 0.05 lacs or less will be paid their 100% principal amount in the First Phase. In the second phase maturity interest on debentures is to be paid along with remaining 30%. The schedule of payment to Debenture holders to settle debt will be as under :-

(i) Amount due to Debenture-holders

| Particulars | Amount in lacs |
|--------------------------|----------------|
| I. Principal Outstanding | 2553.00 |
| II. Maturity Interest | 235.00 |
| Total | 2788.00 |

(ii) Payment Schedule

| Particulars | Phase-I | Phase-II |
|----------------------------------|-----------------|---------------|
| I. 70% of total principal amount | 1,787.00 | - |
| II. Less than Rs 5,000 | 169.00 | - |
| III. 30% of total amount | - | 597.00 |
| IV. Maturity Interest | - | 235.00 |
| Total | 1,956.00 | 832.00 |

(i) Statement on Reconciliation of Debentures:

| | |
|---|-----------------|
| Principal Outstanding as per the Scheme of One Man Committee | 2,552.86 |
| Less: Redemption made during the year with the approval of High Court of Delhi | 2.65 |
| Balance as on 1st April 2017 | 2,550.21 |
| Less: Redemption made during the year ended 31-March-2018 as per the scheme of one man committee | 176.17 |
| Balance as on 31st March 2018 | 2,374.04 |
| Less: Redemption made during the year ended 31-March-2019 as per the scheme of one man committee | 351.95 |
| Balance as on 31st March 2019 | 2,022.09 |
| Less: Redemption made during the year ended 31-March-2020 as per the scheme of one man committee | 173.41 |
| Balance as on 31st March 2020 | 1,848.68 |
| Less: Redemption made during the year ended 31-March-2021 as per the scheme of one man committee | 6.93 |
| Balance as on 31st March 2021 | 1,841.75 |
| Less: Redemption made during the year ended 31-March-2022 as per the scheme of one man committee | 56.69 |
| Balance as on 31st March 2022 | 1,785.05 |
| Less: Redemption made during the year ended 31-March-2023 as per the scheme of one man committee | 99.46 |
| Balance as on 31st March 2023 | 1,685.59 |
| Less: Redemption made during the year ended 31-March-2024 as per the scheme of one man committee | 78.97 |
| Balance as on 31st March 2024 | 1,606.62 |

Total Debt was scheduled to be paid in Two phases. First phase of debt settlement as per Report of One Committee pursuant to order dated 3.9.2015 has already commenced in the FY 17-18 and payments to debenture holders amounting of Rs.1,212.92 lacs has already been made till March 31, 2024. Remaining debt includes balance 30% and unclaimed original principal amount invested of Rs 0.05 lacs or less. Since KYC norms are still under process and payments are to be made in coming periods, the entire debt balance of Rs 1,606.62 lacs is shown under Current Borrowings.

The One Man committee earlier recommended to pay to the creditors 70% of the principal amount. The above said arrangement was modified by the committee on 18th May 2019 and accordingly it has been decided to pay creditors who have claimed amount as per procedure set by the committee and whose documents have been verified. As per the claims made by the creditors 100% of principal being paid to them and balance 30% to creditors whom 70% has already been paid has also been started by the company. The balance payable to creditors is as per books and who have not claimed so far or their documents are under verification.

15.3 FIXED DEPOSITORS

- (a) **STATUS AS AT -31-MARCH-2017** - In respect of repayment of outstanding deposits with interest vide order dated 17.07.98, the Company Law Board had ordered payment of interest at contracted rates up to the date of maturity and at 10% thereafter. Due to liquidity problems, the company has not fully followed the schedule of repayment ordered by the Company Law Board. However, a Fresh Restructuring Scheme of arrangement for re-organization of the share capital of the company and for compromise with its creditors including fixed depositors filed with Hon'ble Delhi High Court in 2004 does not envisage payment of interest accordingly provision of interest payable amounting to Rs. 827.06 lacs recorded earlier has been written back in earlier years.

STATUS AS AT -31-MARCH-2017 - Provision for interest on fixed deposits up to March 31, 2017 calculated at simple interest @ 10% p.a. in accordance with the order of The Hon'ble Company Law Board amounting to approx. Rs. 11,588.66 lacs (including Rs. 11,027.21 lacs for the earlier years) has not been made, in view of the "Fresh Restructuring Scheme" pending before the Hon'ble Delhi High Court wherein the company does not envisage payment of any interest. To the extent of non-provision of interest @10% as per the previous CLB order, the cumulative Interest of Rs.11,474.19 lacs were not provided for. The difference between the contracted rate of interest and rate of interest @ 10% has also not been ascertained and provided for.

- (b) Liability on account of Fixed Deposits received contain certain deposits which appear prima-facie to be suspect due to either lack of identification of depositors or no claim or confirmation having been received by the company. Payment of those deposits that are under a suspicious category will be made under the scheme of One Man Committee only after the evidence of receipt of money is established.
- (c) **DECISION OF ONE MAN COMMITTEE**

As per Report of One Man Committee pursuant to order dated 3.9.2015 passed by Hon'ble Delhi Court as on 10th August, 2017, repayment to Fixed Depositors is to be made in two phases. In the first phase of scheme of repayment are to be paid 70% the balance principal amount. The Depositors having balance of Rs 0.05 lacs or less will be paid their 100% principal amount in the first phase. In the second phase maturity interest is to be paid along with remaining 30%. In the circumstances the debt settlement will be as follows:

(i) Amount due to Fixed Depositors as at 31-Dec-2015

| Particulars | Amount in lacs |
|--------------------------|-----------------|
| I. Principal Outstanding | 5,631.00 |
| II. Maturity Interest | 1,448.00 |
| Total | 7,079.00 |

(ii) Payment Schedule

| Particulars | Amount in lacs | |
|----------------------------------|-----------------|-----------------|
| | Phase-I | Phase-II |
| I. 70% of total principal amount | 3,615.00 | - |
| II. Less than Rs 5,000 | 467.00 | - |
| III. 30% of total amount | - | 1,549.00 |
| IV. Maturity Interest | - | 1,448.00 |
| Total | 4,082.00 | 2,997.00 |

- (d) **Statement on Reconciliation of FDS Accepted:**

| Particulars | Amount in lacs |
|--|-----------------|
| Balance as on 1st April 2018 | 5,449.93 |
| Less: Redemption made during the year with the approval of High Court of Delhi | 212.46 |
| Balance as on 31st March 2019 | 5,237.47 |
| Less: Redemption made during the year as per the scheme of one man committee | 329.81 |
| Balance as on 31st March 2020 | 4,907.66 |
| Less: Redemption made during the year as per the scheme of one man committee | 58.35 |
| Balance as on 31st March 2021 | 4,849.31 |
| Less: Redemption made during the year as per the scheme of one man committee | 93.44 |
| Balance as on 31st March 2022 | 4,755.87 |

| | |
|--|-----------------|
| Less: Redemption made during the year as per the scheme of one man committee | 345.86 |
| Balance as on 31st March 2023 | 4,410.01 |
| Less: Redemption made during the year as per the scheme of one man committee | 319.59 |
| Balance as on 31st March 2024 | 4,090.43 |

However, since the Fresh Restructuring Scheme has been approved by One Man Committee, the maturity interest amount is decided to be 1,448.00 lacs payable in Phase II. Although the same is not recorded in Books of Accounts. Also the decision regarding payment of interest after maturity will be taken at a future date by Hon'ble Delhi Court.

Total Debt was scheduled to be paid in Two phases. First phase of debt settlement as per Report of One Committee pursuant to order dated 3.9.2015 has already begun in the FY 17-18 and payments to depositors of Rs.391.56 lacs has already made till 31st March 2019. During the financial year 2019-20 further payment to depositors to the tune of Rs. 329.80 lacs has been made. Remaining debt includes balance 30% and unclaimed original principal amount invested of Rs 0.05 lacs or less. Since KYC norms are still under process and payments are to be made in coming periods, the entire debt balance as at March 31, 2024 of Rs. 4,090.43 lacs is shown under Current Borrowings.

The One Man committee earlier recommended to pay to the creditors 70% of the principal amount. The above said arrangement was modified by the committee on 18th May 2019 and accordingly it has been decided to pay creditors who have claimed amount as per procedure set by the committee and whose documents have been verified. As per the claims made by the creditors 100% of principal being paid to them and balance 30% to creditors whom 70% has already been paid has also started by the company. The balance payable to creditors is as per books and who have not claimed so far or their documents are under verification.

15.4 **INTER CORPORATE DEPOSITS**

- (a) **Status as at 31-March-2017-** The value of inter corporate deposits is Rs 27.17 Lakhs. Considering the order of The Hon'ble Company Law Board for Fixed Deposits which states to charge interest @10% p.a. which should also be considered for Inter Corporate Deposits on prudence basis. Considering the interest rate of 10% p.a. the total interest liability comes to be approximately Rs. 54.33 lacs which includes approximately Rs. 51.61 lacs for the earlier years, has not been made in view of the "**Fresh Restructuring Scheme**" pending before the Hon'ble High Court of Delhi wherein the company does not envisage payment of any interest. The interest is not provided in the books of accounts.

(b) **DECISION OF ONE MAN COMMITTEE**

ICD Lenders will be paid principal due to them as on 30th June 2004. Interest dues are waived and cancelled. The payment of principal to the ICD lenders will be made as follows:

(i) **Amount due to ICD Lenders as at 31-Dec-2015**

| Particulars | Amount in lacs |
|--------------------------|----------------|
| I. Principal Outstanding | 27.17 |
| II. Maturity Interest | - |
| Total | 27.17 |

(ii) **Payment Schedule**

| | | Amount in lacs | |
|----------------------------------|--------------|----------------|--|
| Particulars | Phase-I | Phase-II | |
| I. 70% of total principal amount | 19.02 | - | |
| II. Less than Rs 0.05 lacs | - | - | |
| III. 30% of total amount | - | 8.15 | |
| Total | 19.02 | 8.15 | |

However, after approval of Scheme of One Man Committee, the settlement has been decided at Rs 27.17 Lacs. Interest Dues are waived and cancelled.

As, the scheme has already been approved, the amount of ICD is classified under Current Borrowings. During the financial year ending March 31, 2022, the company has written back an ICD of Rs.13.65 lacs from Sushma Finance as the amount payable towards said ICD is time barred and considering that no claim has been made till date by the concerned lender. During the Financial Year ending 31 March 2024, the company has paid Inter-corporate deposit of Rs. 13.51 lacs from Khandelwal Cable Ltd. and no amount is pending relating to ICD as on 31st March 2024.

- 16.1 During the year 1999, the company had received Rs. 100.00 lacs from one of its debtors i.e. Pure Drinks New Delhi Ltd. where the winding up petition proceedings was already initiated. Upon receipt of payment, the Company reduced the recoverable amount accordingly. Subsequently, the Hon'ble Punjab and Haryana Court deemed that payment is out of turn/preferential payment made by Pure Drinks New Delhi Ltd where winding up petition proceedings was already initiated and asked the company to deposit back the said amount with Hon'ble Punjab and Haryana Court. The company had filed a SLP with the Hon'ble Supreme Court of India which has been dismissed by them. Therefore the company is liable to deposit the amount mentioned above which is yet to be deposited.

17 Other Current Liabilities (Non-Financial)

Other current liabilities consist of the following:

| Particulars | (Amount in lacs.) | |
|------------------------------|---------------------------|---------------------------|
| | As at 31st March, 2024 | As at 31st April, 2023 |
| Statutory Liabilities | 3.06 | 5.82 |
| Payable to Employees | 7.67 | 10.96 |
| Director Sitting fee payable | 6.40 | - |
| Total | 17.13 | 16.78 |

18 Provision (Current)

Provisions consist of the following:-

| Particulars | (Amount in lacs.) | |
|--|---------------------------|---------------------------|
| | As at 31st March, 2023 | As at 31st April, 2022 |
| (a) Provision for employee benefits | | |
| - Leave Encashment | 4.76 | 4.77 |
| - Gratuity | 0.31 | 0.27 |
| Total | 5.07 | 5.04 |

19 Deferred Tax Assets (Net)

Major Components of the deferred tax balances

| Deferred Tax Liabilities | As at 31st March, 2024 | As at 31st April, 2023 |
|-------------------------------|---------------------------|---------------------------|
| Depreciation and amortisation | 274.80 | 281.44 |
| Total | 274.80 | 281.44 |

| Deferred Tax Liabilities | As at 31st March, 2024 | As at 31st April, 2023 |
|--|---------------------------|---------------------------|
| Post Employment Defined Benefit Plans | 5.61 | 4.80 |
| Provision for Doubtful Debts | 184.81 | 184.81 |
| Unrealised gain on securities carried at fair value through statement of profit and loss | 23.98 | 26.09 |
| Lease | - | - |
| Total (b) | 214.40 | 215.70 |
| Net Deferred Tax (Liabilities)/ Assets (b-a) | (60.40) | (65.74) |

| Deferred Tax Assets/ (Liabilities) | Property, Plant and Equipment | Post Employment Defined Benefit Plans | Provision for Doubtful Debts | Remeasurement of Investment through Profit and Loss | Lease | Total |
|---------------------------------------|-------------------------------------|--|------------------------------------|--|--------|----------|
| At 31st March, 2022 | (288.01) | 2.84 | 600.93 | 17.11 | 0.09 | 332.96 |
| (Charged) / credited | | | | | | |
| - to Statement of Profit and Loss | 6.57 | 2.16 | (416.12) | 8.98 | (0.09) | (398.49) |
| - to Other Comprehensive Income | - | (0.21) | - | - | - | (0.21) |
| At 31st March, 2023 | (281.44) | 4.80 | 184.81 | 26.09 | - | (65.74) |
| (Charged) / credited | | | | | | |
| - to Statement of Profit and Loss | 6.64 | 0.82 | (0.00) | (2.11) | - | 5.35 |
| - to Other Comprehensive Income | | (0.01) | | | | (0.01) |
| At 31st March, 2024 | (274.80) | 5.61 | 184.81 | 23.98 | - | (60.40) |

20 Other Income

Other income (net) consist of the following:

(Amount in lacs.)

| Particulars | For the year ended 31.03.2024 | For the year ended 31.03.2023 |
|---|-------------------------------------|-------------------------------------|
| Interest on Fixed Deposits | 67.29 | 102.26 |
| Interest on NCD | 0.01 | 0.01 |
| Dividend Income | 0.45 | 0.38 |
| Miscellaneous Income | - | 0.03 |
| Interest on Income Tax Refund | 0.42 | 1.13 |
| Balances Written Back | 6.25 | - |
| Profit on sale of Fixed assets | 0.18 | - |
| Unrealised Gain on Fair Value of Investment | 7.39 | - |
| Total | 81.99 | 103.81 |

21 Employee Benefit Expense

Employee benefits expenses consist of the following:

(Amount in lacs.)

| Particulars | For the year ended 31.03.2024 | For the year ended 31.03.2023 |
|---|-------------------------------------|-------------------------------------|
| (a) Salaries, Wages & Bonus | 51.61 | 49.77 |
| (b) Contributions to Provident Fund and other funds | 10.75 | 15.19 |
| Total | 62.36 | 64.96 |

22 Fianance Cost

Finance costs consist of the following:

(Amount in lacs.)

| Particulars | For the year ended 31.03.2024 | For the year ended 31.03.2023 |
|-------------------------------------|-------------------------------------|-------------------------------------|
| Interest on late deposit of TDS | - | 0.02 |
| Interest Expense on Lease liability | - | 0.40 |
| Total | - | 0.42 |

23 Other Expenses

Other expenses consist of the following

(Amount in lacs.)

| Particulars | For the year ended 31.03.2024 | For the year ended 31.03.2023 |
|-----------------------------|-------------------------------------|-------------------------------------|
| Travelling & Conveyance | 1.88 | 1.92 |
| Repairs | - | - |
| - Building | 0.34 | 0.25 |
| - Others | 0.30 | 0.54 |
| -Equipment | 0.31 | - |
| Electricity & Water | 1.33 | 1.05 |
| Legal & Consultancy Charges | 34.42 | 30.70 |
| Postage and Telegram | 0.34 | 0.62 |
| Auditors Remuneration: | | |
| - Statutory/Tax Audit | 4.13 | 4.13 |
| - Other | 0.18 | 0.18 |
| Rent | 5.66 | 0.86 |

| | | |
|---|--------------|--------------|
| Telephone Expenses | 0.47 | 0.44 |
| Director Sitting Fee | 6.4 | - |
| Advertisement & Publicity | 0.43 | 0.36 |
| Labour Expense | 0.15 | - |
| Printing and Stationery | 0.53 | 0.32 |
| Bank Charges | 0.23 | 0.20 |
| Share Transfer Expenses | 1.82 | 1.91 |
| AGM Expenses | 9.92 | 9.96 |
| EGM Expenses | 0.96 | 1.37 |
| Computer Expenses | 0.16 | - |
| Internal Audit Fees | 0.27 | 0.20 |
| Listing Fees | 8.41 | 8.03 |
| Property Tax | 3.88 | 4.65 |
| Penalty on late deposit of EPF | 0.01 | 0.01 |
| Loss on sale of Investments | - | 18.80 |
| Receivable written off | 1.80 | - |
| Website Charges | 0.02 | 0.01 |
| Excess Accrued Interest written off | 0.31 | 1.64 |
| Printing & Dispatch Charges | - | 2.37 |
| Unrealised loss on fair Value of shares | - | 5.02 |
| Insurance Charges | 0.17 | 0.15 |
| Other Expenses | 0.53 | 0.33 |
| TOTAL | 85.36 | 96.02 |

24 Income tax expenses (Amount in lacs.)

| Particulars | For the year ended 31.03.2024 | For the year ended 31.03.2023 |
|-------------|-------------------------------------|-------------------------------------|
|-------------|-------------------------------------|-------------------------------------|

A. Amount recognised in profit or loss

Amount recognised in profit or loss

| | | |
|---|-------------|---------------|
| Current tax | - | - |
| Adjustments/(credits) related to previous years - Net | 3.78 | (4.81) |
| Total current tax | 3.78 | (4.81) |

Deferred tax

| | | |
|---------------------------|---------------|---------------|
| Deferred tax for the year | (5.35) | 398.50 |
| Total deferred tax | (5.35) | 398.50 |
| TOTAL | (1.57) | 393.69 |

B Amount recognised in other comprehensive income

Deferred tax

On items that will not be reclassified to profit or loss

| | | |
|---|---------------|-------------|
| - Remeasurement gains/(losses) on defined benefit plans | (0.01) | 0.21 |
| TOTAL | (0.01) | 0.21 |

25) Material Accounting Policies

I. BASIS OF CONSOLIDATION

The Consolidated financial statements (CFS) relate to DCM Financial Services Limited ("the holding company" or the "Company") and its subsidiary company.

(a) (a) Basis of Accounting:

- (i) The Consolidated financial statements of the subsidiary companies used in the consolidation are drawn up to the same reporting date as the holding company i.e. year ended 31st March, 2024.
- (ii) The Consolidated financial statements of the holding company and its subsidiary companies have been prepared in accordance with the relevant Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013.

(b) Principles of consolidation:

The consolidated financial statements have been prepared on the following basis:

- (i) The Consolidated financial statements of the holding company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Indian Accounting Standard (Ind AS) 110 - "Consolidated financial statements".
- (ii) The excess/deficit of the cost to the holding company of its investment in its subsidiaries over its share of net worth of the subsidiaries at the date of investment in the subsidiaries are treated as goodwill/capital reserve in the CFS. Goodwill is disclosed as asset and capital reserve as a reserve in Consolidated Balance Sheet.
- (iii) Minority interest in the net assets of consolidated subsidiaries consists of the amount of equity attributable to the minority shareholders at the dates on which investments are made by the holding company in the subsidiary companies and further movements in their share in the equity, subsequent to the dates of investments as stated above.

(c) Information on Subsidiary Companies

The following subsidiary companies are considered in the consolidated financial statements:

| Particulars | % of Voting Power held | |
|-----------------------------|------------------------|-----------------------|
| | As at 31st March, 2024 | As at 1st April, 2023 |
| Subsidiary Company:- | | |
| Global IT Options Limited | 90% | 90% |

II Basis of preparation of consolidated financial statements

A. Statement of Compliance with Ind AS

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended.

B. Basis of Preparation

The consolidated financial statements are prepared in accordance with the historical cost convention, except for certain items that are measured at fair values, as explained in the accounting policies.

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the following fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value

measurement is directly or indirectly observable.

Level 3 -Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

C. Basis of classification of Current and Non-Current

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is classified as current when it is:

- a) Expected to be realized or intended to be sold or consumed in normal operating cycle
- b) Held primarily for the purpose of trading
- c) Expected to be realized within twelve months after the reporting period, or
- d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is classified as current when:

- a) It is expected to be settled in normal operating cycle
- b) It is held primarily for the purpose of trading
- c) It is due to be settled within twelve months after the reporting period, or
- d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

D. Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 – Presentation of Financial Statements.

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

E. Use of Estimates

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period; they are recognized in the period of the revision and future periods if the revision affects both current and future periods.

F. Property, Plant and Equipment - Tangible Assets

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any. For this purpose, cost includes deemed cost which represents the carrying value of property, plant and equipment recognized as at 1st April, 2016 measured as per the previous GAAP.

Cost is inclusive of inward freight, duties and taxes and incidental expenses related to acquisition. In respect of major projects involving construction, related pre-operational expenses form part of the value of assets capitalized. Expenses capitalized also include applicable borrowing costs for qualifying assets, if any. All up-gradation/enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss

arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

Depreciation of these assets commences when the assets are ready for their intended use which is generally on commissioning. Items of property, plant and equipment are depreciated in a manner that amortizes the cost (or other amount substituted for cost) of the assets after commissioning, less its residual value, over their useful lives as specified in Schedule II of the Companies Act, 2013 on a straight-line basis. Land is not depreciated.

The estimated useful lives of property, plant and equipment of the Company are as follows:

| Asset | Life of Asset |
|------------------------|---------------|
| Buildings | 30 Years |
| Furniture and Fixtures | 10 Years |
| Vehicles | 8 Years |
| Office Equipment | 5 Years |
| Plant & Machinery | 15 years |

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease. Property, plant and equipment's residual values and useful lives are reviewed at each Balance Sheet date and changes, if any, are treated as changes in accounting estimate.

G. Impairment of Assets

Impairment loss, if any, is provided to the extent, the carrying amount of assets or cash generating units exceed their recoverable amount.

Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life.

H. Financial Assets

Recognition: The financial assets not recorded at fair value through profit or loss are recognized initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed through the Statement of Profit and Loss. However, Trade receivable that don't contain a significant financing component are measured at transaction price.

Classification: Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

Financial assets are classified as those measured at:

- Amortized cost**, where the financial assets are held solely for collection of cash flows arising from payments of principal and/ or interest.
- Fair value through other comprehensive income (FVTOCI)**, where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealized gains and losses arising from changes in the fair value being recognized in other comprehensive income.
- Fair value through profit or loss (FVTPL)**, where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealized gains and losses arising from changes in the fair value being recognized in the Statement of Profit and Loss in the period in which they arise. Trade receivables, Advances, Security Deposits, Cash and cash equivalents etc. are classified for measurement at amortized cost while investments may fall under any of the aforesaid classes. However, in respect of particular investments in equity instruments that would otherwise be measured at fair value through profit or loss, an irrevocable election at initial recognition may be made to present subsequent changes in fair value through other comprehensive income.

Impairment: The Company assesses at each reporting date whether a financial asset (or

a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortized cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognized if the credit quality of the financial asset has deteriorated significantly since initial recognition.

Reclassification: When and only when the business model is changed, the Company shall reclassify all affected financial assets prospectively from the reclassification date as subsequently measured at amortized cost, fair value through other comprehensive income, fair value through profit or loss without restating the previously recognized gains, losses or interest and in terms of the reclassification principles laid down in the Ind AS relating to Financial Instruments.

De-recognition: Financial assets are de-recognized when the right to receive cash flows from the assets has expired, or has been transferred, and the Company has transferred substantially all of the risks and rewards of ownership.

Concomitantly, if the asset is one that is measured at:

- a) Amortized cost, the gain or loss is recognized in the Statement of Profit and Loss;
- b) Fair value through other comprehensive income, the cumulative fair value adjustments previously taken to reserves are reclassified to the Statement of Profit and Loss unless the asset represents an equity investment in which case the cumulative fair value adjustments previously taken to reserves is reclassified within equity.

Income Recognition: Interest income is recognized in the Statement of Profit and Loss using the effective interest method. Dividend income is recognized in the Statement of Profit and Loss when the right to receive dividend is established.

I. Financial Liabilities

Borrowings, trade payables and other financial liabilities are initially recognized at the value of the respective contractual obligations. They are subsequently measured at amortized cost. Any discount or premium on redemption/ settlement is recognized in the Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet.

Financial liabilities are de-recognized when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled and on expiry.

J. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

K. Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously

L. Revenue

- a) **Interest income:** Interest income from debt instruments is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. While calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.
- b) **Dividend income:** dividend is recognized when the right to receive the payment is established (generally on shareholder's approval by the reporting date).
- c) **Other revenues:** are recognised on accrual basis, except where there are

uncertainties in realisation / determination of income and in such case income is recognised on realisation / certainty.

M. Employee Benefits

a) Retirement benefit costs and termination benefits:

Payments to defined contribution retirement benefit plans are recognized as an expense when employees have rendered service entitling them to the contributions.

Contribution towards Provident Fund is paid as per the statutory provisions. These benefits are charged to the Statement of profit and loss of the year when they become due. For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period.

Re-measurement, comprising actuarial gains and losses, the effect of the changes to the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Re-measurement recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to the statement of profit and loss. Past service cost is recognized in the statement of profit and loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

Defined benefit costs are categorised as follows

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- Re-measurement.

b) Short-term and other long-term employee benefits:

A liability is recognised for benefits accruing to employees in respect of wages and salaries in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service. Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Leave availment / encashment benefit is provided as per Company Scheme. Employees are entitled to accumulate leaves subject to certain limit as per Company scheme. Liabilities for compensated absence that are not expected to be settled wholly within 12 months after the end of the period in which the employees rendered the related service, are measured at the present value of expected future payment to be made in respect of service provided by employees up to the end of reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of reporting period. Re-measurement as a result of experience adjustments and change in actuarial assumptions are recognised in the statement of profit and loss. The liability is determined through actuarial valuation using projected unit credit method.

N. Taxes on Income

Income tax expense represents the sum of the tax currently payable and deferred taxation.

a) Current Tax

Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

b) Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognized in the statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the deferred tax is also recognized in other comprehensive income or directly in equity respectively.

O. Claims

Claims against the Company not acknowledged as debts are disclosed after a careful evaluation of the facts and legal aspects of the matter involved.

P. Provisions

Provisions are recognized when, as a result of a past event, the Company has a legal or constructive obligation; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. The amount so recognized is a best estimate of the consideration required to settle the obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation.

In an event when the time value of money is material, the provision is carried at the present value of the cash flows estimated to settle the obligation.

Q. Operating Segment

The Company is engaged in a single segment i.e. Financing Operations viz., inter corporate deposits and investments. Presently Company is not carrying on any operation except realizing all debts or maintaining existing assets. The operating results are regularly reviewed and performance is assessed by its Chief Operating Decision Maker (CODM). All the company's resources are dedicated to this single segment and all the discrete financial information is available for this segment.

R. Earnings per share

Basic earnings per share is calculated by dividing profit or loss attributable to the owners of the company by weighted average number of equity shares outstanding during the financial year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue, share split and any new equity issue. For the purpose of calculating diluted earnings per share, profit or loss attributable to the owners of the Company and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

S. Contingent liabilities

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood on outflow of resources is remote, no provision or disclosure is made.

T. Financial and Management Information Systems

The Company's Accounting System is designed to unify the Financial Records and also to comply with the relevant provisions of the Companies Act, 2013, to provide financial and cost information appropriate to the businesses and facilitate Internal Control.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Additional Notes to Accounts

26) **RESTRUCTURING SCHEME**

Preamble

The management for a structured debt repayment had prepared two schemes of arrangement for reorganization of share capital of the company and for compromise with its secured and unsecured creditors. Both the schemes of arrangement envisage a viable, just & equitable settlement with its secured and unsecured creditors while simultaneously increasing the risk and stake of the promoters and their shareholding through fresh infusion of funds by the promoter company.

The company moved an application before the Hon'ble Company Law Board, New Delhi on 22nd July 2004 under Regulation 44 of the Company Law Regulations, 1991 proposing a fresh repayment schedule to fixed depositors of the Company. The same repayment schedule included in the "Fresh Restructuring Scheme" filed before the Hon'ble High Court of Delhi at New Delhi on 24th September 2004.

The implementation of the schemes is subject to the fulfillment of all the conditions of erstwhile section 391 to section 394 of the Companies Act, 1956 and approval/orders of the Hon'ble Delhi High Court. The Hon'ble Delhi High Court did not approve the company's first scheme filed in May 2000, though approved by the secured and unsecured creditors in their respective meetings convened pursuant to the orders of the Hon'ble Court, yet the Hon'ble Court did not accord sanction to the scheme on technical grounds. An application for review had been filed before the Hon'ble Delhi High Court on 30th May 2003, which is not yet to be listed for hearing and which is hereinafter, wherever applicable, referred to as the "**Old scheme under review**". The company intends not to pursue the review application filed for the old scheme under review before the Hon'ble Delhi High Court and it is proposed to be withdrawn at an appropriate stage of the proceedings for the sanction of the "**Fresh Restructuring Scheme**".

The company filed a fresh Scheme of Arrangement for the reorganization of the share capital of the company and for compromise with the secured and unsecured creditors of the company, hereinafter referred to as the "**Fresh Restructuring Scheme**" before the Hon'ble Delhi High Court at New Delhi on 24th September 2004

Pursuant to the orders of the Hon'ble Delhi High Court, the unsecured creditors and debenture holders in their meeting convened under the Chairpersonship of court appointed Chairpersons (retired Judges of Hon'ble Delhi High Court) on 1st April 2005 and 2nd April, 2005 have approved the scheme without any modifications with the requisite majority. The meeting of the other secured creditors (banks/ institutions) was held on 17th September 2005 and has also approved the scheme by the requisite majority after considering some modifications proposed by the Punjab & Sind Bank.

The promoter company has undertaken, subject to sanction of the scheme by the Hon'ble Delhi High Court, to contribute to Rs. 1,950.00 lacs of which Rs. 1,560.00 lacs were deposited with the Registrar of the Hon'ble Delhi High Court Registrar, as per court order by the promoter group, and the balance amount of Rs 390.00 lacs had been deposited with the Registrar of the Hon'ble Delhi High Court Registrar on 27th April, 2012.

The restructured debts of the company for each category of debt is on the basis of outstanding as envisaged in the fresh restructuring scheme filed in the year 2004 excluding interest not provided for and all liquidated damages/penal charges and interest on unpaid interest. The "**Fresh Scheme of Arrangement**" is drawn on the basis of acceptance of waiver of payment of past and future interest, penal charges, liquidated damages, and any other charges, costs and claims etc. except as provided and for values contained therein which is subject to the approval of the Hon'ble Delhi High Court.

Over the years and till 31st March, 2017, the accounts of the company have been drawn on the assumption that the "**fresh restructuring scheme**" will be accepted and implemented. If it is not accepted and cannot be implemented for any reason the total liability before the proposed restructuring scheme including those for which no provision has been made and has been quantified under appropriate heads, shall become payable.

Developments till the financial year ended 31st March 2024

Justice Anil Kumar* as one-man committee was appointed vide order dated: 3rd September, 2015 by the Hon'ble High Court of Delhi to scrutinize the list of depositors and other claimants and to take steps enumerated hereinafter with the view to resolve at-least some of the disputes. The Hon'ble High Court of Delhi entrusted the following functions to said One Man Committee: -

- (i) To scrutinize and finalize the list of depositors/ claimants so as to assess the genuineness of the depositors and their claim and to weed out any duplicate) benami, fictitious and doubtful claims.
- (ii) To categorize the claimants/ depositors into groups, on the basis of various parameters. For instance, depositors could be segregated into (a) individuals (b) corporate (c) institutions (Banks and Finance Companies), etc. Similarly, very small depositors wherein, the amount due is only up to Rs. 0.05 lacs could be segregated as a separate category.
- (iii) At the same time, it would also be open to the Central Bank of India which was constituted a debenture trustee by the company, to put up any claims that they may have before the said committee.
- (iv) To take stock of the entire assets of the company, whether in the form of fixed assets or bank accounts and fixed deposits, etc.
- (v) To assess the value of the fixed assets of the company and for the purpose, if need be, take the help of a professional valuer. Also, to get from the company its brief statement of accounts which shall include all income and expenditures, so as to enable a proper review of the assets and liabilities of the company.
- (vi) To suggest modalities for the disposal of 'fixed assets, so that the money realized could be used for disbursement of principal amounts as well as interest (over the delayed period), if possible, amongst the depositors.
- (vii) To make suggestions on the modalities of payment, which would obviously depend upon the amounts finally realized after disposing off/ liquefying all assets of the company.

**The Hon'ble High Court of Delhi has appointed Mr. Laxmi Kant Gaur, District Judge (Retd.) vide its order dated 29th July 2021, as the One Man Committee in place of Hon'ble Mr. Justice Anil Kumar (in view of his unfortunate demise). The One Man Committee would continue from the stage at which the exercise assigned to the One Man Committee by the High Court stands, at the stage when Hon'ble Mr. Justice Anil Kumar unfortunately expired. The agenda of the One Man Committee would be as per the order dated 3rd September, 2015, read with subsequent orders passed, if any, in that regard. The One Man Committee would be entitled to remuneration of Rs. 1.00 lakh per month to be paid from the account of the Company.*

The one-man committee submitted its report on to Hon'ble High Court of Delhi on 22nd April, 2016. Taking cognizance of the report, Hon'ble High Court of Delhi on 10th August, 2017 accepted the recommendation of one-man committee enumerated in the report. Hon'ble High Court of Delhi also noted that none of the parties had any objection on the implementation of the report. The task of implementing the report was also assigned to Justice Anil Kumar. Hon'ble High Court of Delhi held that the issue of revival of the company will be decided once all payments are made in the manner as suggested in the report. The report of one committee has laid the schedule of payments to parties covered under the scheme as under: -

- (i) Before starting repayment of amount, the genuineness of the all the depositors and their claims shall be assessed to weed out any benami, fictitious and doubtful claims. Notices to all the depositors/ claimants shall be sent and consideration of their pleas and contentions will be necessary. From the data it has also been observed that some of the individuals and companies have invested sums by depositing multiple small amounts. Committee observed that that it already has sufficient funds, ready cash, to repay about 70% of the deposits to all the depositors having deposits of more than Rs 0.05 lacs including secured creditors in the first stage. It is recommended in the circumstances that 70% a part of the amount be paid to the creditors having deposits of more than Rs. 0.05 lacs and full amount be paid to those who have deposits of Rs. 0.05 lacs or less than Rs.0.05 lacs in the first instance.

- (ii) In order to realise the maximum value of the immovable asset of the Company, the premises/property in the building of NBCC, it is the recommendation of the committee that the same be sold by the auction by the Hon'ble Company Court. The company has estimated its value around Rs 4,100.00 lacs., whereas the creditors are of the view that its value will not be less than Rs 8,000.00 lacs. It has been noticed that the disputes are pending between NBCC and the Petitioner Company with regard to the said property which is pending adjudication before Shri S.K. Kaul, Sole Arbitrator appointed by NBCC in terms of Agreement dated 9th Dec, 1995 and is now fixed for final arguments. The claim of NBCC is for an amount of Rs 288.00 lacs. It is also noticed that such other and several disputes are pending with regard to this NBCC property, which make it unfeasible for anyone to sell it easily or to get a realistic value of the property on the basis of valuation report and then to decide on such valuation as to how much total amount is to be paid to the creditors. Valuation of such a property will also be more of distress sale value and will not be realistic. In the circumstances an efficacious way will be to pay a part of the amount from the liquid assets available with the company and in the meantime also to sell the fixed assets of the Company by auction by the Hon'ble Company Court. This will result in a part payment to all the genuine creditors and to realize the actual value of the immoveable assets of the Company. This will also facilitate the Hon'ble Company Court to determine whether some interest should be paid to the creditors considering all the other factors including that the endeavor is not to wind up the Company but to revive the Company if sufficient surplus is available with the Company after selling all its immoveable assets. Therefore, it is recommended that the immovable and fixed assets of the company be sold by auction by Hon'ble Company Court in the manner adopting the modalities which are followed while selling the fixed assets and the immovable properties of the companies which are under liquidation with the help from Official Liquidator or a Consultant, though the sale of the properties is not for the purpose of winding up the Petitioner Company.
- (iii) Tentative realizable value of the following assets of the Company will be :-

1. Value of Assets/ Sources of Funds**As on 31.12.15**

| S.N. | Source | Rs in Lacs |
|------|--|------------------|
| 1 | Sale of Immoveable assets | 4,200.00 |
| | Receivables | 850.00 |
| | Investments in shares | 100.00 |
| | Fixed Deposits with Banks | 4,750.00 |
| | Promoter Contribution-Deposits with High Court | 2,950.00 |
| | Total | 12,850.00 |
| Less | Scheme Repayment Cost | 100.00 |
| | Statutory Dues & Taxation | 143.00 |
| | Legal Cost | 50.00 |
| | To be deposited with P & H High Court | 100.00 |
| | Due to Employees | 50.00 |
| | Claim of MS Shoes arbitration award | 513.00 |
| | Claim of NBCC-pending arbitration | 288.00 |
| | Income Tax on Interest for Deposit with Delhi High Court | 300.00 |
| | Total | 1,544.00 |
| | Net Available | 11,306.00 |

As on 31.12.2015, the details of creditors for repayment are as follows however after weeding out the claims of fictitious, doubtful claims and benami, the amount payable to creditors may decrease and may not increase.

Details of Creditors for repayment under Scheme:**(As on 31.12.15)**

| S.N. | Source | Rs in Lacs |
|------|---|------------------|
| I | Fixed Deposit holders | 5,631.00 |
| II | Debentures | 2,553.00 |
| III | ICD & BRD lenders | 27.00 |
| IV | Punjab & Sind Bank | 803.00 |
| V | Indusind Bank | 577.00 |
| VI | Pressman Limited | 410.00 |
| VII | SBI Homes Finance Ltd (To be paid in shares) | 25.00 |
| VIII | SIDBI | 36.00 |
| IX | Maturity Interest on Fixed Deposits | 1,448.00 |
| X | Maturity interest on Debentures | 235.00 |
| | Total | 11,745.00 |

Taking these figures and facts and circumstances it is recommended that repayment be made in two phases, as detailed below:

Phase 1:

| S.N. | Particulars | Source of Utilization |
|------|---|---|
| I | Repayment to the extent of 70% of the principal amount of Fixed Deposits, Debentures and Banks having deposits of more than Rs. 0.05 lacs | Available Cash in Bank, Fixed Deposits and Promoter's Deposits with Court |
| II | Full amount be paid to Fixed Deposits, Debentures and Banks having deposit of Rs. 0.05 lacs and less | Available Cash in Bank, Fixed Deposits and Promoter's Deposits with Court |

Phase 2

In the second phase, which should also commence with phase 1 simultaneously, properties and shares and all the assets be liquidated by selling and the realized amount is recommended to be utilized for the repayment of balance 30% of principal and the maturity value on the fixed deposits, debentures and banks. If the amount is still available to the Company, the Hon'ble Company Court may decide whether some amount - be paid as interest as has also been recommended by the Reserve Bank of India. Certain steps of the Phase 2 which can commence with phase 1 i.e. sale of the properties of the Company by the Hon'ble Company Court and/or such steps which will be required to sell the assets of the Company in order to realize the value of the assets to meet the liabilities of the fixed deposits and debentures creditors. In the circumstances, the Debt Settlement is under: -

DEBENTURES**(A) Amount due to Debenture-holders as decided by one-man committee as at 31st December, 2015**

| S.N. | Particulars | Amount in Lacs |
|------|-----------------------|--------------------|
| I | Principal Outstanding | Rs 2,553.00 |
| II | Maturity Interest | Rs 235.00 |
| | TOTAL | Rs 2,788.00 |

(B) Payment Schedule**(Amount in Lacs)**

| S.N. | Particulars | Phase-I | Phase-II |
|------|-------------------------------|-------------|------------|
| I | 70% of total principal amount | 1787 | - |
| II | Less than Rs 0.05 lacs | 169 | - |
| III | 30% of total amount | - | 597 |
| IV | Maturity Interest | - | 235 |
| | Total | 1956 | 832 |

Some of the debentures holders have already been paid by the Central Bank of India. The amount which has been already been paid to the Debenture Holders by the Central Bank of India be paid to the Bank. The Central Bank of India has also claimed some amount in a suit filed before the Hon'ble Bombay High Court. No claim has however, been filed by the Central Bank of India before the Committee despite opportunity granted to the Bank. While computing the amount payable in phases to other creditors, this amount claimed by the Bank will be not disbursed till the bank is able to establish its claim in the appropriate proceedings before the Court.

Payment to debenture holders are being made as per the recommendation of One Man Committee from the Financial Year 2017-18 to 2023-24. Refer note 15.2 for details regarding repayments made to debenture holders.

FIXED DEPOSITS

(A) Amount due to Fixed Depositors as decided one-man committee as at 31st December, 2015

| S.N. | Particulars | Amount in Lacs |
|------|-----------------------|--------------------|
| I | Principal Outstanding | Rs 5,631.00 |
| II | Maturity Interest | Rs 1,448.00 |
| | TOTAL | Rs 7,079.00 |

(B) Payment Schedule

| S.N. | Particulars | Phase-I | Phase-II |
|------|-------------------------------|---------------------|--------------------|
| I | 70% of total principal amount | Rs 3,615.00 | - |
| II | Less than Rs 0.05 lacs | Rs 467.00 | - |
| III | 30% of total amount | - | Rs 1,549 .00 |
| IV | Maturity Interest | - | Rs 1,448.00 |
| | Total | Rs 4,082 .00 | Rs 2,997.00 |

Payment to Fixed Deposit holders are being made as per the recommendation of One Man Committee from Financial Years 2017-18 to 2023-24. Refer note 15.3 for details regarding repayments made to Fixed deposit holders.

SMALL INDUSTRIES DEVELOPMENT BANK OF INDIA (SIDBI)

(A) Amount due to SIDBI as decided by one man committee as at 31st December, 2015

| S.N. | Particulars | Amount in Lac |
|------|-----------------------|---------------------|
| I | Principal Outstanding | Rs 36.30Lac |
| II | Interest | -- |
| | TOTAL | Rs 36.30 Lac |

(B) Payment Schedule

(Amount in Lacs)

| S.N. | Particulars | Phase-I | Phase-II |
|------|-------------------------------|---------------------|---------------------|
| I | 70% of total principal amount | Rs 25.41 Lac | - |
| II | Less than Rs 0.05 lacs | - | - |
| III | 30% of total amount | - | Rs 10.89 Lac |
| | Total | Rs 25.41 Lac | Rs 10.89 Lac |

Payment to SIDBI has been made as per the recommendation of One Man Committee during the Financial Year 2017-18 and 2019-20.

PUNJAB & SIND BANK (PSB)

Background

The Punjab and Sind Bank had filed recovery proceedings in the year 2000 before the Debt Recovery Tribunal for Rs. 1,217 lacs. comprising of Rs.850 lacs as ledger balance and Rs.376 lacs as Memo Interest. In the year 2000. Company in order to redress the repayment issues, propounded a scheme and in the scheme of rearrangement with its creditors proposed to pay Rs 951 lacs to the Bank and the Bank voted in favour of scheme and the suit in DRT has been stayed by the High Court and the Bank agreed to receive Rs. 951 lacs. This amount was agreed after protracted discussions/ negotiations

with PSB, and it has been agreed that amount payable as on Sept, 1997 will be taken as principal and interest from Sept 1997 to March, 2000 will be added @ 10% quarterly compounded. Thus the amount payable became Rs 951 lacs. It was admitted and justified by the said bank that this settlement was as per RBI guidelines. Reliance for this can be placed on an internal note dated 12th Sept, 2000 of the bank and a letter dated 20th Oct, 2000 from the counsel of PSB. As per terms of settlement Rs 50.00 Lacs were paid to PSB in the year 2000. Though the part payment has been made to the Bank pursuant to settlement and scheme, however, due to modifications made in scheme for, PSB by Company in the creditors meeting. The scheme was, will be paid in 6 equal yearly installments of one year after the approval of the said scheme or 1st April, 2006 which ever will be earlier and balance 40% by equity shares at any time within three years of the effective date or 1.4.2006. The shares were to be allotted on preferential allotment basis as per the rate approved by SEBI under its guidelines. The sale price of the share was protected to the extent of Rs.375 lacs by issuing fresh additional equity, if required. The bank was paid Rs. 90 lacs in the year 2005-06, but further amount could not be paid on account of order dated 6th March, 2006 of the Hon'ble Court. The Bank received the amounts partly under the settlement and could not withdraw from the scheme without refunding the amounts received by it, yet in 2012 it filed an application for intervention/ objection to the scheme which has not been allowed. In the circumstances the amount payable to the bank has been taken as settled with the Bank and 70% of the. said amount be paid forthwith in the first phase and balance in the second phase which is substantially better as earlier only Rs.60 lacs was payable in six years and equity shares were to be issued for the balance amount. Under the previous proposal which has been accepted by the Bank, the amount was payable in installments and part of the amount by converting the amount in 'equity shares whereas under present recommendation 70% of the amount is payable forthwith and balance' amount in second phase after liquifying all the assets of the Company which will be probably within two years.

In the scheme, the amount payable to Punjab & Sind Bank has been quantified at Rs. 901.80 lacs as on 30th June 2004. This figure has been arrived at after compounding the interest payable on the principal amount due as on 30th September 1997, at the rate of 10% compounded quarterly till 31st March 2000, after allowing credit for actual amount paid till date. (Present Value of amount payable after all adjustments the payable amount is Rs 803.4 lacs) The settlement made with the Bank in the scheme earlier has been considered as the base. Accordingly, keeping in line with the above settlement and OTS guidelines of RBI, the following payments is recommended to be made to PSB:

(A) Amount due to PSB as decided one man committee as at 31st December, 2015

| S.N. | Particulars | Amount in Lacs |
|------|-----------------------|------------------|
| I | Principal Outstanding | Rs 803 .00 |
| II | Interest | -- |
| | TOTAL | Rs 803.00 |

(B) Payment Schedule (Amount in Lacs)

| S.N. | Particulars | Phase-I | Phase-II |
|------|-------------------------------|------------------|------------------|
| I | 70% of total principal amount | Rs 562.00 | - |
| II | Less than Rs 5,000 | - | - |
| III | 30% of total amount | - | Rs 241.00 |
| | Total | Rs 562.00 | Rs 241.00 |

Payment to PSB has been made as per the recommendation of One Man Committee during the Financial Year 2017-18 and 2019-20.

INDUSIND BANK

In the scheme, the total principal amount payable to IndusInd Bank has been quantified at Rs 651.50 Lacs as on 30th June 2004. This figure has been arrived at after calculating interest upto 31st March 2000 @12% p.a. compounded quarterly on the principal amount of L/C devolvement, after allowing credits for actual amounts paid till date and credit for margin money amounting to Rs. 35.99 Lacs, and excludes penal interest/ additional interest/ overdue charges, if any, debited by the Bank. (Present outstanding after all adjustments is Rs 577.00 lakhs) The settlement made with the Bank in the earlier scheme has been considered as the base. The total amount payable under the scheme to IndusInd Bank so quantified shall be repaid in line with the above settlement and RBI guidelines of OTS is as under:

(A) Amount due to INDUSIND Bank as decided by one-man committee as at 31st December, 2015

| S.N. | Particulars | Amount in Lacs |
|------|-----------------------|------------------|
| I | Principal Outstanding | Rs 577.00 |
| II | Interest | -- |
| | TOTAL | Rs 577.00 |

(B) Payment Schedule**Amount in Lacs**

| S.N. | Particulars | Phase-I | Phase-II |
|------|-------------------------------|------------------|------------------|
| I | 70% of total principal amount | Rs 404.00 | - |
| II | Less than Rs 5,000 | - | - |
| III | 30% of total amount | - | Rs 173.00 |
| | Total | Rs 404.00 | Rs 173.00 |

Payment to IndusInd Bank has been made as per the recommendation of One Man Committee during the Financial Year 2017-18 and 2019-20.

SBI HOME FINANCE LTD

A consent decree was passed by the Hon'ble High Court of Delhi at New Delhi on 12th December 2000 for an amount of Rs. 315.00 lacs/- The terms of the Consent Decree were as under: -

- Rs 290.00 lacs were to be paid on or before 31st March 2001 under a monthly payment schedule commencing from December 2000, and on payment of Rs. 290.00 lacs, the title of the property was to be released;
- The sum of Rs. 25.00 lacs were to be discharged by issuance of Equity shares of the Company of the face value of Rs. 10/- at a premium of Rs. 20/- per share or as per applicable SEBI guidelines. In terms of the Decree, a sum of Rs. 290.00 lacs have been paid by the Company to SBI Home Finance and the title deeds of the NBCC property have been released by SBI Home Finance Ltd. However, balance amount of Rs. 25.00 lacs which was to be converted into fully paid up shares of the Company at Rs. 30/- per share (share value Rs. 10/- plus premium Rs. 20/- per shares) have not been issued by the Company.

The Company proposes to allot shares worth Rs. 25.00 lacs to SBI Home Finance Ltd. as per the Decree awarded by the Hon'ble High Court of Delhi at New Delhi, within two' years from the effective date of the scheme as per applicable SEBI guidelines. Under this scheme, payment shall be discharged in the following manner: -

(A) Amount due to SBI Home Finance Ltd as decided by one man committee as at 31st December, 2015

| S.N. | Particulars | Amount in Lacs |
|------|-----------------------|----------------------|
| I | Principal Outstanding | Rs 25.00 Lacs |
| II | Interest | -- |
| | TOTAL | Rs 25.00 Lacs |

(B) Payment Schedule by issuing in Shares

| S.N. | Particulars | Amount in Lacs |
|------|---|---------------------|
| I | To be discharged by issuance of Equity shares of the Company of the face value of Rs. 10/- at a premium of Rs. 20/- per share or as per applicable SEBI guidelines | Rs 25.00 Lac |
| II | The Company proposes to: allot shares worth Rs. 25.00 Lacs to SBI Home Finance Ltd. as per the Decree awarded by the Hon'ble High Court of Delhi at New Delhi, within two' years from the effective date of the scheme as per applicable SEBI guidelines* | |
| | Total | Rs 25.00 Lac |

*Since, the number of shares to be allotted are not clear, presently the amount of Rs. 25.00 Lacs is shown in Liabilities and not under other equity. The same shall be reclassified depending upon whether Company has to issue variable number of equity shares or fixed number of equity shares. (refer note 13.1)

ICD LENDERS

ICD Lenders will be paid principal due to them as on 30th June 2004. Interest dues are waived and cancelled. The payment of principal to the ICD lenders will be made as follows:

(A) Amount due to ICD Lenders as decided by one man committee

| S.N. | Particulars | Amount in Lacs |
|------|-----------------------|---------------------|
| I | Principal Outstanding | Rs 27.17 Lac |
| II | Interest | -- |
| | TOTAL | Rs 27.17 Lac |

(B) Payment Schedule**(Amount in Lacs)**

| S.N. | Particulars | Phase-I | Phase-II |
|------|-------------------------------|---------------------|--------------------|
| I | 70% of total principal amount | Rs 19.02 Lac | - |
| II | 30% of total amount | - | Rs 8.15 Lac |
| | Total | Rs 19.02 Lac | Rs 8.15 Lac |

During the financial year ending March 31, 2022, the company has written back an ICD of Rs.13.66Lacs from Sushma Finance as the amount payable towards said ICD is time barred and considering that no claim has been made till date by the concerned lender.

During the financial year ending March 31st 2024 the company has paid an ICD of Rs. 13.51 Lacs from Khandelwal Cabel limited and no amount is pending relating to ICD as on 31st March 2024.

PRESSMAN LEASING

The amount due to M/s, Pressman Leasing has been quantified at the lump sum of Rs 410.00 lacs and such amount would be paid 55% in cash and 45% in shares and details are under: -

(A) Amount due to PRESSMAN LEASING as decided by one man committee

| S.N. | Particulars | Amount in Lacs |
|------|-----------------------|------------------|
| I | Principal Outstanding | Rs 410.00 |
| II | Interest | -- |
| | TOTAL | Rs 410.00 |

(B) Payment Schedule in Cash**Amount Rs in Lacs**

| S.N. | Particulars | Phase-I | Phase-II |
|------|-------------------------------|------------------|-----------------|
| I | 70% of total principal amount | Rs 158.00 | - |
| II | 30% of total amount | - | Rs 68.00 |
| | Total | Rs 158.00 | Rs 68.00 |

(C) Balance Payment by issuing of Equity Shares

| S.N. | Particulars | Amount in Lacs |
|------|--|------------------|
| I | To be discharged by issuance of Equity shares of the Company of the face value of Rs. 10 as per applicable SEBI guidelines | Rs 184.00 |
| | Total | Rs 184.00 |

Payment to Pressman Leasing has been made as per the recommendation of One Man Committee during the Financial Year 2017-18 and 2019-20. The shares as per the scheme will be issued as per the scheme.

Developments during the financial year ended 31st March, 2023 and 31st March 2024

During the financial year ending 31st March 2023 and 31st March 2024, the company is continuing to make payments to deposit holders and debenture holders in Phase – I. Phase II .

The One Man committee earlier recommended to pay to the creditors 70% of the principal amount. The above said arrangement was modified by the committee on 18th May 2019 and

accordingly it has been decided to pay creditors who have claimed amount as per procedure set by the committee and whose documents have been verified. As per the claims made by the creditors 100% of principal being paid to them and balance 30% to creditors whom 70% has already been paid has also started by the company. The balance payable to creditors is as per books and who have not claimed so far or their documents are under verification.

27) Earnings Per Share (EPS):

| | | Year ended 31st March, 2024 | Year ended 31st March, 2023 |
|----|--|-----------------------------------|-----------------------------------|
| a) | Calculation of Weighted Average Number of Equity Shares of 100 each | | |
| | Number of Shares at the beginning of the period | 2,21,25,054 | 2,21,25,054 |
| | Number of Shares at the close of the period | 2,21,25,054 | 2,21,25,054 |
| | Weighted Average number of Equity Shares | | |
| | During the period | 2,21,25,054 | 2,21,25,054 |
| b) | Net Profit/ (Loss) for the period attributable to Equity Shares (in Lacs.) | (93.89) | (484.93) |
| c) | Earning per share – Basic (in Rs) | (0.42) | (2.19) |
| d) | Earning per share – Diluted (in Rs) | (2.19) | (2.19) |

28) Contingent Liabilities and Commitments

A) Contingent Liabilities

- During the year ended 30th June, 2011 the company's tenant had filed a claim of Rs. 100.00 Lacs against the company due to damages suffered by the tenant which is still pending under arbitration proceedings as on 31st March, 2024.
- There is an award passed by the High Court vide its judgment dated April 27, 2022 against the company in the matter of MS Shoes East Limited for Rs. 12.82 lacs i.e. the claim amount, along with interest of Rs. 8.97 Lacs for an underwriting given by the company in the year 1995 for the public issue of M/s MS Shoes East Ltd.
- Due to dispute with the builder namely M/s NBCC Ltd. from which the company had purchased an office premises in the year 1995, regarding a claim of Rs. 288.30 lacs on account of increase in super area and certain other expenditure which the builder i.e. M/s NBCC Ltd. had incurred and the same is pending in arbitration. Breakup of the amount of Rs. 288.30 mentioned supra is as follows:

(Amount in Lacs)

| S.No. | Description | Amount |
|--------------|---|---------------|
| 1. | Difference in super area Vs. provisional area | 229.28 |
| 2. | Claim of property tax | 3.19 |
| 3. | Claim of ground rent | 21.67 |
| 4. | Allied charges | 7.82 |
| 5. | Augmentation of Electric sub station | 1.33 |
| 6. | Loss of profit | 20.00 |
| 7. | Arbitration cost | 5.00 |
| TOTAL | | 288.29 |

During the financial year ending March 31, 2021, an Award was given by Arbitrator in respect of dispute that has arisen between **NBCC Ltd. (Claimant)** and **DCM Financial Services Limited (Respondent)** in relation to sale of Commercial Space-Upper Ground Floor NBCC Place, Pragati Vihar, New Delhi by the Claimant to the respondent.

The summary position of award is as under:

| Party | Amount Claimed (in Rs.) | Awarded (in Rs.) |
|---|-------------------------|------------------|
| NBCC Ltd.- Claimant | 434.95 | 41.06 |
| DCM Financial Services Limited-Counter Claimant/ Respondent | 3269.50 | 78.97 |

In addition to the above, Interest @ 10% is payable by both the parties on their respective amounts.

That whereas NBCC has filed objections to the award in Delhi High Court in December 2020 and the same appears to be lying in objections.

That DCM has also filed objection in Delhi High Court and the same has not being listed so far.

Company Management is hopeful that there will not be any extra claims in view of Award declared by Arbitrator.

B) Commitments

There are no non-cancelable capital commitments

29) Defined Benefit Plans/Long Term Compensated Absences: -

Description of Plans

The Company makes contributions to Defined Benefit and Defined Contribution Plans for qualifying employees. Gratuity Benefits and Leave Encashment Benefits are unfunded in nature. The Defined Benefit Plans are based on employees' length of service.

The liabilities arising in the Defined Benefit Schemes are determined in accordance with the advice of independent, professionally qualified actuaries, using the projected unit credit method at the year end. The Company makes regular contributions to these Employee Benefit Plans. The net Defined benefit cost is recognized by the companies in Financial Statements.

The following table summarize the components of net benefit expenses recognized in the statement of Profit & loss and the funded status and the amount recognized in Balance Sheet during 2023-24.

(Amount in Lacs)

| PARTICULARS | Gratuity | Leave Encashment | Gratuity | Leave Encashment |
|--|-------------|------------------|-------------|------------------|
| | Unfunded | Unfunded | Unfunded | Unfunded |
| | 31.03.2024 | | 31.03.2023 | |
| Statement of profit & loss | | | | |
| Net employee benefit expense recognized in employee cost | | | | |
| Current Service Cost | 1.81 | 1.19 | 1.66 | 1.53 |
| Interest Cost on Defined Benefit Obligation | 0.90 | 0.45 | 0.70 | 0.09 |
| Re measurements (Gain) / loss | - | 1.29 | - | 6.05 |
| Total Expense recognized in the Statement of Profit and Loss | 2.71 | 2.93 | 2.36 | 7.67 |
| Re measurements recognised in Other Comprehensive Income | | | | |
| Net Actuarial (Gain)/Loss | 0.24 | - | 0.29 | - |
| Total defined benefit cost recognized in Profit & Loss and Other Comprehensive Income | 2.95 | 2.93 | 2.65 | 7.67 |

Changes in the present value of the defined benefit obligation are as follows:

| | | | | |
|--------------------------------------|-------|--------|-------|--------|
| Opening Defined Benefit Obligation | 12.33 | 6.13 | 9.68 | 1.27 |
| Interest Cost | 0.90 | 0.45 | 0.70 | 0.09 |
| Current Service Cost | 1.81 | 1.19 | 1.66 | 1.53 |
| Benefits Paid | - | (2.78) | - | (2.81) |
| Actual Losses / (Gain) on Obligation | 0.24 | 1.29 | 0.29 | 6.05 |
| Closing Defined Benefit Obligation | 15.28 | 6.27 | 12.33 | 6.13 |

Classification in Balance Sheets

| Net Assets/ (Liability) | Gratuity | | Leave Encashment | |
|-------------------------|----------|-------------|------------------|-------------|
| | Current | Non-Current | Current | Non-Current |
| As at 31st March 2024 | 0.31 | 14.97 | 4.76 | 1.51 |
| As at 31st March 2023 | 0.27 | 12.06 | 4.77 | 1.36 |

The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

| | | | | |
|-------------------------------|------|------|------|------|
| Discount Rate | 7.30 | 7.30 | 7.27 | 7.27 |
| Increase in Compensation Cost | 6.00 | 6.00 | 6.00 | 6.00 |

Sensitivity Analysis

| | PARTICULARS | Gratuity | Leave encashment |
|----|--|----------|------------------|
| a. | Defined benefit obligation - Discount rate + 100 Basis points | (0.92) | (0.15) |
| b. | Defined benefit obligation - Discount rate - 100 Basis points | 1.06 | 0.18 |
| c. | Defined benefit obligation – Salary escalation rate + 100 Basis points | 1.06 | 0.18 |
| d. | Defined benefit obligation – Salary escalation rate - 100 Basis points | (0.94) | (0.16) |

30) For year ended 31st March, 2024 and 31st March, 2023 Company has no dues from any party covered under the Micro, Small & Medium Enterprises Development Act, 2006 (MSMED).

31) The Company has brought forward unabsorbed depreciation under the Income Tax Act, 1961 and is unlikely to have taxable income in the foreseeable future. Deferred tax assets in situation where carry forward unabsorbed depreciation/business loss exists, are not recognized to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered, accordingly Deferred Tax Assets on Unabsorbed Depreciation Losses are not recognized in accordance with Ind AS 12 "Income Taxes".

32) Deposit of Rs 1,950 lacs by DCM Services Limited

DCM Services Ltd, as a promoter had committed to bring in Rs 1,950.00 lacs as a promoter contribution upon sanction of their restructuring scheme under erstwhile Section 391 of the Indian Companies Act, 1956 which is under implementation by One Man Committee appointed with the direction of Hon'ble Delhi High Court.

The Court vide order dated 06.05.2008 has asked DCM Services Limited to deposit Rs. 1,950.00 lacs with the Court and pursuant to the court order. DCM Services Limited deposited Rs 500.00 lacs on 16.07.2010, Rs 670.00 lacs on 18.11.2010, Rs. 390.00 lacs on 21.04.2011 & Rs. 390.00 lacs on 27.04.2012 aggregating to Rs. 1,950.00 lacs on behalf of the promoters with the Registrar, Hon'ble Delhi High Court. All the funds are with Delhi High Court along-with accrued interest thereon. No financial impact of this has been recorded in the financials of the company for the period ended 31st March, 2024 as there is no clarity provided by Hon'ble High Court of Delhi on whether Company would have to issue any shares against such contribution as per SEBI guidelines or such amount would be refundable to DCM Services Limited or there would be no liability on the Company to pay or issue any shares. Till Company gets any clarity on this matter, no financial entry has been recorded in the books of accounts.

33) Related Parties Transactions:**A. List of Related parties**

| SN | Description of Relationship | Name of Party |
|-----|-----------------------------|--|
| (a) | Subsidiary Company | Global IT Option Limited |
| (b) | Significant Influence Exist | - DCM Services limited - DCM International Limited - DCM Anubhavi Marketing Private Limited |
| (c) | Key Management Personnel | (i) Mrs. Nidhi Deveshwar - Executive Director (ii) Mrs. Somali Tiwari - Company Secretary and CFO |

B. Transactions with related parties during the year (Amount in Lacs)

| | Particulars | For the year ending 31st March 2024 | For the year ending 31st March 2023 |
|---------------------------------|--|--|--|
| Key Management Personnel | | | |
| 1. | Remuneration to KMP | 10.16 | 8.94 |
| 2. | Services procured from Subsidiary | 0.50 | 0.50 |

C. Balance Outstanding (Amount in Lacs)

| | | | |
|----|--|------------------|------------------|
| 1. | DCM Services Ltd.* - ICD payable - Equity shares to be issued (refer note 13.2) | 739.24 182.70 | 739.24 182.70 |
| 2. | DCM International Limited* | 281.57 | 281.57 |
| 3. | DCM Anubhavi Marketing Private Limited* | 31.84 | 31.84 |
| 4. | Remuneration Payable | 0.48 | 0.27 |

*Balances payable to these companies are subject to confirmation and reconciliation as at March 31, 2024.

34) Financial Instruments and Related Disclosures**a) Categories of Financial Instruments Amount in Lacs**

| Particulars | Note | As at 31st March 2024 | As at 31st March 2023 |
|--|---------|--------------------------|--------------------------|
| Financial Assets | | | |
| I Measured at amortised cost | | | |
| (i) Investments | 5(A) | 0.17 | 0.17 |
| (ii) Cash and cash equivalents | 7 | 20.97 | 23.02 |
| (iii) Other Bank Balances | 8 | 616.36 | 1,117.65 |
| (iv) Others | 3 & 9 | 372.90 | 353.86 |
| Total (A) | | 1,010.40 | 1,494.70 |
| II Measured at fair value through Profit & Loss | | | |
| (i) Investments | 2 & 6 | 114.55 | 107.16 |
| Total (B) | | 114.55 | 107.16 |
| Total financial assets (A+B) | | 1,124.95 | 1,601.86 |
| Financial Liabilities | | | |
| I Measured at amortised cost | | | |
| (i) Borrowings | 13 & 15 | 6,957.40 | 7,375.71 |
| (ii) Other financial liabilities | 16 | 182.92 | 181.95 |
| Total financial liabilities | | 7,140.32 | 7557.66 |

(b) Fair Value Hierarchy

| | Particulars | As at 31st March 2024 | As at 31st March 2023 |
|-----------|--|--------------------------|--------------------------|
| I | Financial Assets/ Financial Liabilities at amortized cost | | |
| | The carrying amount of financial assets and financial liabilities measured at amortized cost are a reasonable approximation of their fair values except the following: Investment in Non-Convertible Debentures | | |
| | Investment in Non-Convertible Debentures | 0.17 | 0.17 |
| II | Financial assets at fair value through profit & loss | | |
| | Investment in Equity Shares (Level 1) | 47.49 | 40.10 |
| | Investment in Equity Shares (Level 2) | 67.06 | 67.06 |

The Company determines the fair value of its financial instruments on the basis of the following hierarchy:

Level 1: The fair value of financial instruments that are quoted in active markets are determined on the basis of quoted price for identical assets or liabilities.

Level 2: The fair value of financial instruments that are not traded in an active market are determined on the basis of net asset value as per last available audited financial statements.

Level 3: If one or more of the significant inputs is not based on observable market data, the fair value is determined using discounted cash flow method with the most significant inputs being the discount rate that reflects the credit risk of the counter-party.

35) Capital Management

The Company's objective for managing capital is to ensure as under:

- To ensure the company's ability to continue as a going concern.
- Maintaining a strong credit rating and healthy debt equity ratio in order to support business and maximize the shareholders' value.
- Maintain an optimal capital structure.
- Compliance financial covenants under the borrowing facilities.

For the purpose of capital management, capital includes issued equity capital, and all other equity reserves attributable to the equity holders of the Company.

The Company manages its capital structure keeping in view of:

- Compliance of financial covenants of borrowing facilities.
- Changes in economic conditions.

In order to achieve this overall objective of capital management, amongst other things, the Company aims to ensure that it meets financial covenants as decided by One Man Committee and Delhi High Court. **One Man Committee has given few recommendations for payments to its creditors which has been accepted** by Hon'ble Delhi High Court.

There has been no breach in the financial covenants of any borrowing facilities in the current period. There is no change in the objectives, policies or processes for managing capital over previous year.

36) Going Concern Basis

The company filed a fresh Scheme of Arrangement for the reorganization of the share capital of the company and for compromise with the secured and unsecured creditors of the company, hereinafter referred to as the **"Fresh Restructuring Scheme"** before the Hon'ble Delhi High Court at New Delhi on 24th September 2004.

Pursuant to the orders of the Hon'ble Delhi High Court, the unsecured creditors and debenture holders in their meeting convened under the Chairpersonship of court appointed Chairpersons (retired Judges of Hon'ble Delhi High Court) on 1st April 2005 and 2nd April, 2005 have approved the scheme without any modifications with the requisite majority. The meeting of the other secured creditors (banks/ institutions) was held on 17th September 2005 and has also approved the scheme by the requisite majority after considering some modifications proposed by the Punjab & Sind Bank. The promoter company has undertaken, subject to sanction of the scheme by the Hon'ble Delhi High Court, contributed Rs. 1,950 lacs of which Rs. 1,560 lacs were deposited with the Registrar of the Hon'ble Delhi High Court Registrar, as per court order by the promoter group, and the balance amount of Rs 390 lacs had been deposited on 27th April, 2012. The Fresh Restructuring Scheme kept pending for approval of Hon'ble High Court of Delhi. Over the years and till 31st March, 2017, the accounts of the company have been drawn on the assumption that the "fresh restructuring scheme" will be accepted and implemented. If it is not accepted and cannot be implemented for any reason the total liability before the proposed restructuring scheme including those for which no provision has been made and has been quantified under appropriate heads, shall become payable.

Justice Anil Kumar as one-man committee was appointed vide order dated: - 3rd September, 2015 by the Hon'ble High Court of Delhi to scrutinize the list of depositors and other claimants and to take steps enumerated hereinafter with the view to resolve at-least some of the disputes.

The one-man committee submitted its report on to Hon'ble High Court of Delhi on 22nd April, 2016. Taking cognizance of the report, Hon'ble High Court of Delhi on 10th August, 2017 accepted the recommendation of one-man committee enumerated in the report. One Man Committee observed that that it already has sufficient funds, ready cash, to repay about 70% of the deposits to all the depositors having deposits of more than Rs 5,000 including secured creditors in the first stage. Under Phase -I, 70% a part of the amount be paid to the creditors having deposits of more than 5,000 and full amount be paid to those who have deposits of Rs. or less than Rs.5,000 in the first instance. In the second phase, which should also commence. with phase 1 simultaneously, properties and shares and all the assets be liquidated by selling and the realized amount is recommended to be utilized for the repayment of balance 30% of principal and the maturity value on the fixed deposits, debentures and banks. If the amount is still available to the Company, the Hon'ble Company Court may decide whether some amount - be paid as interest as has also been recommended by the Reserve Bank of India. During the year ended 31st March, 2018, Company started paying the amount as per Phase-I and Phase-I is still in continuation for the financial year ending 31st March 2024. However, company has simultaneously started making payment under phase- II of balance 30% to those who have claimed the same. During the year 2023-24, company has started making payment of 100% to those creditors who are claiming it. Hon'ble High Court of Delhi held that the issue of revival of the company will be decided once all payments are made in the manner as suggested in the report. The accounts of the company have been prepared on a "going concern" basis on an assumption & premises made by the management that: -

- (a) The Company, basis its standalone financial statements, earned a net loss of Rs. 93.29 lacs during the year ended March 31, 2024 and, as of that date, the Company's current liabilities exceeded its total assets by Rs 4,609.98 lacs. The accumulated loss as on 31st March, 2024 stands to Rs. 9,116.70 lacs - (Previous year Rs. 9,023.41 lacs/-). As on 31st March, 2024, the Company's total liabilities exceeded to its total assets by Rs. 4,894.48 lacs (Previous year Rs. 4,801.20 lacs).
 - (b) The Company is not carrying on any business as to comply with the directives of the Reserve Bank of India the company ceased to accept deposits from September 1997 and the company's application to RBI for certificate of registration (CoR) as a NBFC had been rejected by the RBI in year 2004. The Company contends that the Scheme of One Man Committee shall be implemented in full and other aspect of fresh restructuring scheme such issuance of equity to SBI HOME FINANCE LTD and Pressman Leasing would be approved/decided upon by the Hon'ble Delhi High Court and accordingly the decision on revival of Company would be taken by Hon'ble Delhi High Court and
 - (c) Adequate finances and opportunities would be available in the foreseeable future to enable the company to start operating on a profitable basis,
- 37)** The Company's application to RBI for Certificate of Registration (CoR) as a NBFC had been rejected by the RBI in year 2004. The company had made an appeal to the Appellate Authority, Ministry of Finance which directed the RBI to keep its order of rejection of CoR in abeyance for a period of six months and directed the company to file Fresh Restructuring Scheme before Hon'ble Delhi High Court. RBI has preferred an appeal before the Hon'ble Delhi High Court against the order of the appellate authority, which is still pending. This may be decided upon once scheme of One Man Committee shall be implemented in full and other aspect of fresh restructuring scheme would be approved/decided upon by the Hon'ble Delhi High Court.
- 38)** Balance confirmation of security deposits provided, trade receivables, some bank balances, FD balances with bank, rent receivables, other advances, borrowings, balances payable to related parties and other receivables and payables have not been received from the parties/ persons concerned. In the absence of balance confirmations, the closing balances as per books of accounts have been incorporated in the consolidated financial statements and have been shown, unless otherwise stated by the management about its recoverability in the financials including considering the NPA Provisions, are good for recovery/payment. Time barred debts under the Limitations Act have not been separately ascertained and written off or provided for. In the absence of such confirmation & corresponding reconciliation, it is not feasible for the management to determine financial impact on the financial statements and the amount referred as payable/receivables in the financials can differ.

39) Segment information for the year ended 31st March 2024

The Company is engaged in a single segment i.e. Financing Operations viz., inter corporate deposits and investments. Presently Company is not carrying on any operation except realizing all debts or maintaining existing assets. The operating results are regularly reviewed and performance is assessed by its Chief Operating Decision Maker (CODM). All the company's resources are dedicated to this single segment and all the discrete financial information is available for this segment.

40) Ratios

Statement of Net Assets, Profit /(loss), other comprehensive income/(loss) and total comprehensive income/(loss) attributable to owners:

| Name of the Company | As % of Con-solidated Net Assets | Amt. in lacs | As % of Consol-idated profit or loss | Amt. in lacs | As % of Consol-idated OCI | Amt. in lacs | As % of Consol-idated TCI | Amt. in lacs |
|--|----------------------------------|-------------------|--------------------------------------|----------------|---------------------------|---------------|---------------------------|----------------|
| Parent Company(Indian) | | | | | | | | |
| DCM Financial Services Limited | 100.35% | (4,894.48) | 99.10% | (93.04) | 100.00% | (0.25) | 99.10% | (93.29) |
| Subsidiary Company (Indian) | | | | | | | | |
| Global IT Options Limited | -0.41% | 19.97 | 0.91% | (0.86) | 0.00% | - | 0.91% | (0.86) |
| Non-Controlling Interest | -0.06% | 2.86 | 0.09% | (0.09) | 0.00% | - | 0.09% | (0.09) |
| Inter Company Eliminations and Consolidation Adjustments | 0.12% | (5.72) | -0.10% | 0.10 | 0.00% | 0.00 | -0.10% | 0.10 |
| Total | 100.00% | (4,877.37) | 100.00% | (93.89) | 100.00% | (0.25) | 100.00% | (94.14) |

41) Figures for the previous year have been re-grouped/re-classified wherever necessary to make them comparable with the figures of the current year.

42) Presentation of Figures

The consolidated financial statements are presented in Indian Rupees (INR) which is also the Company's functional currency and all values are rounded to the nearest lakhs, except when otherwise indicated.

For V Sahai Tripathi & Co.

Chartered Accountants

Firm Registration No. 000262N

Vishwas Tripathi

Partner

Membership No. 086897

Nidhi Deveshwar

Whole Time Director

DIN: 09505480

Richa Kalra

Director

DIN: 07632571

Somali Tiwari

Company Secretary

M.No. A-47631

Place : Delhi

Dated : 28th May, 2024

DCM FINANCIAL SERVICES LIMITED

CIN: L65921DL1991PLC043087, Tel-011-20818570
 Regd. Office: Upper Ground Floor, South Tower, NBCC Place,
 Bhisham Pitamah Marg, Pragati Vihar, Delhi-110003
 Email ID: info@dfsionline.in; Website: www.dfsionline.in

PROXY FORM**Form No. MGT-11**

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

| | |
|---------------------|---|
| CIN | L65921DL1991PLC043087 |
| Name of the Company | DCM FINANCIAL SERVICES LIMITED |
| Registered Office | Upper Ground Floor, South Tower, NBCC Place, Bhisham Pitamah Marg, Pragati Vihar, Delhi-110003 |

| | |
|-----------------------|--|
| Name of the Member(s) | |
| Registered address | |
| E-mail I. d. | |
| Folio no./Client Id* | |
| DP ID | |

I/ We, being the member(s) of **DCM Financial Services Limited** holding _____ shares hereby appoint:

- Name

Address

E-mail ID

Signature or failing him
- Name

Address

E-mail ID

Signature or failing him
- Name

Address

E-mail ID

Signature

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the company, to be held on **Friday, September 27, 2024 at 01:00 P.M. at Sarita Sadan, NS 3B, Sarita Vihar, Adj to St. Giri Public School New Delhi-110076** and at any adjournment thereof in respect of such resolutions as are indicated below

| S. No. | Resolution | For | Against |
|--------------------------|--|-----|---------|
| Ordinary Business | | | |
| 1. | To receive, consider and adopt the standalone & consolidated financial statements of the Company for the financial year ended on 31st March, 2024 including the audited Balance Sheet as at 31st March, 2024, Profit & Loss Statement for the financial year ended on that date together with the Reports of Board of Directors and Auditors thereon (Ordinary Resolution) | | |
| 2. | To appoint Mr. Kaushal Kashyap (DIN: 07683753) as Director (Ordinary Resolution) | | |
| Special Business | | | |
| 3. | Re-appointment of Ms. Richa Kalra (DIN: 07632571) as an Independent Director (Special Resolution) | | |
| 4. | Adoption of New Set of Articles of Association in accordance with Companies Act, 2013 (Special Resolution) | | |
| 5. | Adoption of a new set of Memorandum of Association in accordance with the Companies Act, 2013 (Special Resolution) | | |
| 6. | Approval for Borrowing Limits of the Company as provided under Section 180 (1)(c) of the Companies Act, 2013 (Special Resolution) | | |
| 7. | Approval under Section 180 (1)(a) of the Companies Act, 2013 (Special Resolution) | | |
| 8. | Approval for Related Party Transaction as per Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Special Resolution) | | |
| 9. | Approval of limits for the loans, guarantees and investment by the Company as per Section 186 of the Companies Act, 2013 (Special Resolution) | | |
| 10. | Regularization of Ms. Honey Agarwal (DIN: 10401335) as an Independent Director (Special Resolution) | | |

Signed this _____ day of _____ 2024.

Signature of Shareholder

Signature of Proxy holder(s)

Notes:

- (1) This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the meeting.
- (2) For the resolutions, statement setting out material facts, notes and instructions please refer to the notice of Annual General Meeting.
- (3) *Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (4) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

Please complete all details including details of member(s) and proxy(ies) in the above box before submission.

Affix
Revenue
Stamp of
Rs. 1/-

DCM FINANCIAL SERVICES LIMITED

CIN: L65921DL1991PLC043087, Tel-011-20818570

Regd. Office: Upper Ground Floor, South Tower, NBCC Place,

Bhisham Pitamah Marg, Pragati Vihar, Delhi-110003

Email ID: info@dfsionline.in; Website: www.dfsionline.in**Form No. MGT-12***[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]***BALLOT PAPER****33rd Annual General Meeting of the members of DCM Financial Services Limited to be held on Friday, September 27, 2024, at 01:00 P.M. at Sarita Sadan, NS 3B, Sarita Vihar, Adj to St. Giri Public School New Delhi-110076:-**Name of First Named Shareholder
(In Block Letters)

Postal Address

Folio No./DP ID & Client ID

No. of Shares held

Class of Shares

I hereby exercise my vote in respect of Ordinary/ Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

| S. No. | Brief of Resolutions | In favor | Against |
|--------------------------|---|----------|---------|
| Ordinary Business | | | |
| 1. | To receive, consider and adopt the standalone & consolidated financial statements of the Company for the financial year ended on 31 st March, 2024 including the audited Balance Sheet as at 31 st March, 2024, Profit & Loss Statement for the financial year ended on that date together with the Reports of Board of Directors and Auditors thereon(Ordinary Resolution) | | |
| 2. | To appoint Mr. Kaushal Kashyap (DIN: 07683753) as Director retiring by Rotation(Ordinary Resolution) | | |
| Special Business | | | |
| 3. | Re-appointment of Ms. Richa Kalra (DIN: 07632571) as an Independent Director(Special Resolution) | | |
| 4. | Adoption of New Set of Articles of Association in accordance with Companies Act, 2013 (Special Resolution) | | |

| | | | |
|----|--|--|--|
| 5. | Adoption of new set of Memorandum of Association in accordance with Companies Act, 2013 (Special Resolution) | | |
| 6. | Approval for Borrowing Limits of the Company as provided under Section 180 (1)(c) of the Companies Act, 2013(Special Resolution) | | |
| 7. | Approval under Section 180 (1)(a) of the Companies Act, 2013 (Special Resolution) | | |
| 8. | Approval for Related Party Transaction as per Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(Special Resolution) | | |
| 9. | Approval of limits for the loans, guarantees and investment by the Company as per Section 186 of the Companies Act, 2013(Special Resolution) | | |
| 10 | Regularization of Ms. Honey Agarwal (DIN: 10401335) as an Independent Director (Special Resolution) | | |

Date:

Place: New Delhi

Signature of Shareholder

**Please tick in the appropriate column*

DCM FINANCIAL SERVICES LIMITED

CIN: L65921DL1991PLC043087, Tel-011-20818570
Regd. Office: Upper Ground Floor, South Tower, NBCC Place,
Bhisham Pitamah Marg, Pragati Vihar, Delhi-110003
Email ID: info@dfsionline.in; Website: www.dfsionline.in

ATTENDANCE SLIP

33rd Annual General Meeting on Friday, September 27, 2024 at 01:00 P.M. at Sarita Sadan, NS 3B, Sarita Vihar, Adj to St. Giri Public School New Delhi-110076

Name of the Member
(In Block Letters)

Folio No./DP ID & Client ID
.....

No. of Shares held

Name of Proxy
(To be filled in, if the proxy attends
instead of the member)

I, hereby certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 33rd Annual General Meeting of the Company held on **Friday, September 27, 2024 at 01:00 P.M. at Sarita Sadan, NS 3B, Sarita Vihar, Adj to St. Giri Public School New Delhi-110076**

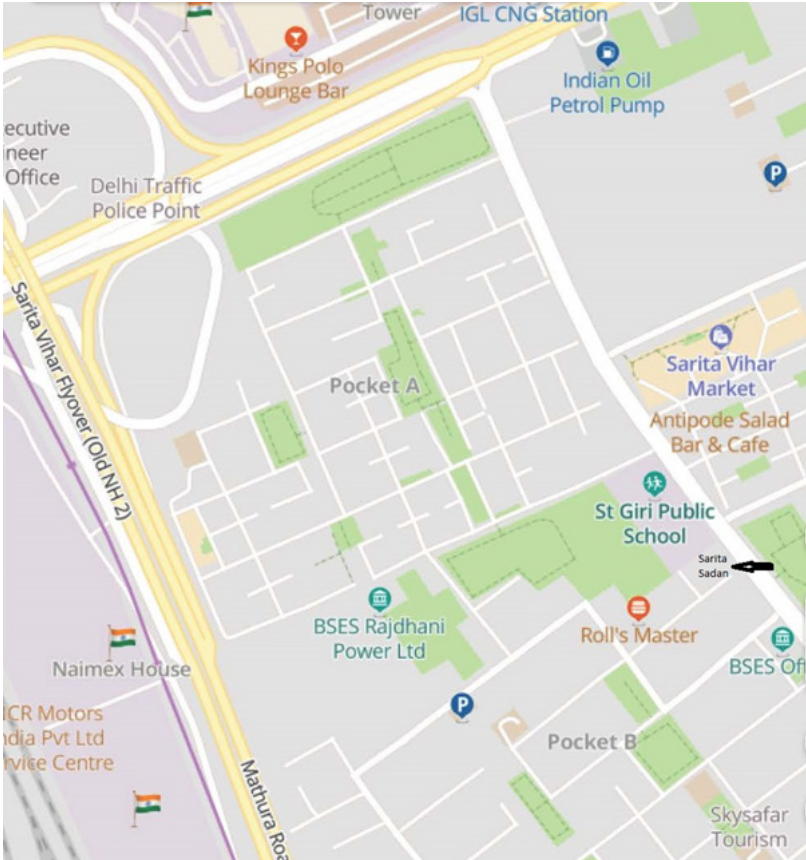
Member's / Proxy's Signature

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be distributed at the meeting venue.



ROUTE MAP OF AGM



**Address : Sarita Sadan, NS 3B, Sarita Vihar, Adj to St. Giri Public School
New Delhi-110076.**

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