

DTL INDIA HOLDINGS LIMITED

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

25th September, 2020

To,
Head- Listing & Compliance
Metropolitan Stock Exchange of India Ltd. (MSEI)
Vibgyor Towers, 4th floor,
Plot No C 62, G - Block,
Opp. Trident Hotel,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400098

Sub: Notice of 39th Annual General Meeting

Dear Sir,

Pursuant to the provisions of Regulation 30 of SEBI (LODR) Regulations, 2015, please find attached the Notice of 39th Annual General Meeting of the Company scheduled to be held on Saturday, October 22, 2020, along with Annual Report.

You are requested to take the above information on record.

Thanking you,

Yours Faithfully,

For **DTL INDIA HOLDINGS LIMITED**



Nitin Siddheshwar Metkari
Company Secretary & Compliance Officer

Email id: csnitin@dtlpune.com

Encl.: a/a



39TH ANNUAL REPORT

OF

DTL INDIA HOLDINGS LIMITED

[CIN: L50300UP1981PLC005289]

FINANCIAL YEAR 2019-2020

COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Vijay Mohan Jain	Chairman and Managing Director
Ms. Santosh Jain	Director
Mr. Sidharth Jain	Director
Mr. Darshan Jindal	Independent Director
*Mr. Rohan Faqirchand Gupta	Independent Director
Mr. Shashank Ramesh Anikhindi	Independent Director

*[*Mr. Rohan Faqirchand Gupta resigned from Directorship w.e.f. 27.02.2020]*

CHIEF FINANCIAL OFFICER

Mr. Kameswar Narain Pandey

COMPANY SECRETARY

Mr. Nitin Siddheshwar Metkari

AUDITORS

M/s VG & Associates
Chartered Accountants

REGISTERED OFFICE

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

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

CIN: - L50300UP1981PLC005289

REGISTRAR & SHARE TRANSFER AGENT

Skyline Financial Services Private Limited, New Delhi

DIRECTORS' REPORT

To,
The Members of
DTL India Holdings Limited

Your Directors present herewith the Thirty Ninth Annual Report and Audited Financial Statements of the Company for the financial year ended 31st March, 2020.

1. Financial Results:

The performance during the period ended 31st March, 2020 has been as under:

[Amount in Rs.]

Particulars	Standalone		Consolidated	
	Year ended 31st March, 2020	Year ended 31st March, 2019	Year ended 31st March, 2020	Year ended 31st March, 2019
Income				
Revenue from operations	15,828,355	13,958,358	15,828,355	13,958,358
Total income	15,828,355	13,958,358	15,828,355	13,958,358
Expenses-				
Purchase of Stock-in-trade	1,185,824	-	1,185,824	
Employee benefits expense	3,721,811	1,289,485	3,721,811	1,289,485
Finance costs	2,006	3,546	2,006	3,546
Depreciation and amortization expense	540,255	464,493	540,255	464,493
Other expenses	6,588,105	9,018,985	6,588,105	9,018,985
Total expenses	12,038,001	10,776,509	12,038,001	10,776,509
Profit /(Loss) before tax	3,790,353	3,181,849	3,790,353	3,181,849
Income tax expense				
Current tax	954,032	644,101	954,032	644,101
Deferred tax	-125,736	-58,521	(125,736)	(58,521)
Total income tax expense	828,296	585,580	828,296	585,580
	2,962,058	2,596,269		

Add: Share of profit from Associates			48,511,877	68,665,875
Profit/(Loss) for the year		2,962,058	2,596,269	51,473,935
Profit/Loss transferred from previous year		82575766.03	79979497	151241641
Surplus carried forward to Balance Sheet		2962057.76	2596269	51473935
				71262145

2. THE STATE OF COMPANY AFFAIRS:

During the year under review Total Income of the Company has declined from Rs. **139.58** Lakhs to Rs. **158.28** Lakhs in the Current Year. The Company has earned a Net Profit of Rs. **29.62** Lakhs in the Current Year as against Net Profit of Rs. **25.96** Lakhs in the Previous Year. Your Directors are making constant efforts to improve performance of the Company.

3. TRANSFER TO RESERVES

The Board of Directors of your Company has decided not to transfer any amount to the General Reserves for the financial year ended 31st March, 2020.

4. DIVIDEND:

With a view to conserve resources for general corporate purposes and working capital requirements, your Directors considered it prudent not to recommend any Dividend for the year under review.

5. CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the Companies Act, 2013 and Accounting Standard AS-21 on Consolidated Financial Statements read with Accounting Standard AS-23 and 27 on Accounting for Investments in Associates / Subsidiaries, the Companies are required to prepare Consolidated Financial Statements of its Associate(s) / Subsidiary(ies) to be laid before Annual General Meeting of the Company, accordingly, the Consolidated Financial Statement incorporating the Accounts of Associate Company(ies) along with the Auditors' Report thereon forms part of this Annual Report.

The Consolidated Net Profit of the Company amounted to **514.73 Lakh in the current year** as compared to Net Profit of Rs. **712.62 Lakh** in the previous year.

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

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

7. MATERIAL SUBSIDIARIES

The Company has no material subsidiary and has only one Associate Company viz. DTL Ancillaries Limited (DTLAL). DTLAL is in the business of manufacturing of Cold Roll Forming Profiles, shell sub-assemblies of end-wall, side-walls, roofs, under-frames, entrance doors and partition frames, etc. of LHB, MRVC, metro-cars, etc. and are approved suppliers to Indian Railway Manufacturing Units-ICF, MCF and RCF, OEMs of Metro-cars and freight wagons in their pursuit for faster innovation and technological excellence.

The total revenue of DTLAL for FY 2019-2020 stood at Rs. 30154 Lakh as compared with Rs. 29800 Lakh FY 2018-19. The Profit after tax of DTLAL for FY 2019-20 stood at Rs.1404 Lakh as compared with Rs. 2900 Lakh for FY 2018-19.

7. AUDITORS:

- i) **STATUTORY AUDITORS:** The Company at its 36th Annual General Meeting held on 29th September 2017 had appointed M/s V.G. Associates, Chartered Accountants (Firm Reg. No. 001240C), Lucknow as the Statutory Auditors of the Company to hold office for a period of 5 (Five) years i.e. up to the conclusion of the 41st Annual General Meeting in terms of Section 139 of the Companies Act, 2013 read with Rules framed thereunder. The requirement to place the matter relating to the Re-appointment of Auditors for ratification by the Members at every Annual General Meeting has been done away by the Companies (Amendment) Act, 2017 with effect from 7th May, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the ensuing Annual General Meeting and a note in respect of the same has been included in the Notice for the ensuing Annual General Meeting of the Company.

AUDITOR'S REMARKS

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

REPORTING OF FRAUDS BY THE AUDITOR:

No material frauds by the Company or on the Company by its officers or employees has been noticed or reported during the course of our Audit as per Section 143(12) of the Companies Act, 2013.

ii) SECRETARIAL AUDITOR:

Pursuant to the provisions of Section 204 of Companies Act, 2013. The Board has appointed Mrs. Deepti Agarwal Bindal, Practicing Company Secretary (Membership No. 5437) as Secretarial Auditor to conduct Secretarial Audit of the Company for the Financial Year ended 31st March, 2020 and the Report of Secretarial Auditor of the Company is annexed herewith marked as Annexure- 'B' to this Report.

8. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR 31.03.2020 OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

No material changes and commitments affecting the financial position of the Company occurred from the end of the Financial year 2019-2020 till the date of this Report. Further, there was no change in the nature of business of the Company.

9. EVENT BASED DISCLOSURES IN DIRECTORS REPORT:

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

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

10. DEPOSITS:

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

11. DIRECTORS:

In accordance with the provisions of the Companies Act, 2013 read with Articles of Association of the Company, Mr. Sidharth Jain, Director [DIN: 00692012] retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for reappointment.

The Company has re-appointed Mr. Vijay Mohan Jain [DIN: 00691974] as the Managing Director of the Company for a further period of three years w.e.f. 1st October, 2020. His re-appointment is subject to the approval of Members at the ensuing Annual General Meeting of the Company.

Mr. Rohan Faqirchand Gupta (Independent Director) has resigned from the position of Independent Director of the Company with effect from 27th February, 2020. The Board places on record its deep appreciation for invaluable contribution made by him during his tenure as a Director of the Company.

There was no other changes in the Board of Directors of the Company during the year under review.

INDEPENDENT DIRECTORS

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee and considering the valuable contribution of Mr. Darshan Jindal (DIN: 06951871) as Independent Director have decided to re-appoint him as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from 01st October, 2020 till 30th September, 2025 and the matter is placed for approval of the Shareholders at the Thirty Ninth Annual General Meeting to be held on 30th September, 2020.

DECLARATION FROM THE INDEPENDENT DIRECTORS

The Company have received the Declarations under Section 149(7) of the Companies Act, 2013 from all the Independent Directors of the Company that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

MEETINGS OF THE BOARD

Details of Board Meetings held during the financial year 2019-2020 are as under:

First Quarter	Second Quarter	Third Quarter	Fourth quarter
April to June	July to September	October to December	January to March
30th May 2019	13th August 2019	14th November 2019	14th February 2020

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

The details of attendance of each Director at the respective meetings held during the Financial Year 2019-2020 are as under:-

Name of the Director	Category	No. of Board meetings attended during FY 2019-20
Mr. Vijay Mohan Jain	Chairman and Managing Director	4
Mrs. Santosh Jain	Director	4
Mr. Sidharth Jain	Director	4
*Mr. Rohan Faqirchand Gupta	Independent Director	4
Mr. Darshan Jindal	Independent Director	4
Mr. Shashank Ramesh Anikhindi	Independent Director	4

*[*Mr. Rohan Faqirchand Gupta resigned from Directorship w.e.f. 27.02.2020]*

12. AUDIT COMMITTEE

Qualifications: Individuals must possess integrity and relevant industrial expertise.

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

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

The present composition of Audit Committee is as follows:

Name of the Director	Chairman/Member
Mr. Shashank Ramesh Anikhindi	Chairman [Independent Director]
Mr. Vijay Mohan Jain	Member [Managing Director]
*Mr. Rohan Faquirchand Gupta	Member [Independent Director]
Mr. Darshan Jindal	Member [Independent Director]

*[*Mr. Rohan Faquirchand Gupta resigned from Directorship w.e.f. 27.02.2020]*

13. NOMINATION AND REMUNERATION COMMITTEE

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

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

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

Name of the Director	Chairman/Member
Mr. Shashank Ramesh Anikhindi	Chairman [Independent Director]
Mr. Vijay Mohan Jain	Member [Managing Director]
*Mr. Rohan Faquirchand Gupta	Member [Independent Director]
Mr. Darshan Jindal	Member [Independent Director]

*[*Mr. Rohan Faquirchand Gupta resigned from Directorship w.e.f. 27.02.2020]*

Details of Nomination and Remuneration Committee Meetings held during the financial year 2019-2020 are as under:

First Quarter	Second Quarter	Third Quarter	Fourth quarter
April to June	July to September	October to December	January to March
30th May, 2019	13th August, 2019	14th November, 2019	14th February, 2020

NOMINATION AND REMUNERATION POLICY

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

The criteria for performance evaluation as laid down by Nomination and Remuneration Committee has been defined in the Nomination and Remuneration Policy is attached as **Annexure - C'** with this report.

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

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

15. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings (SS-1) and General Meetings (SS-2).

16. MANAGEMENT DISCUSSION & ANALYSIS

Management Discussion and Analysis Report is annexed as ‘Annexure D’ of this Report.

17. CORPORATE GOVERNANCE REPORT

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

18. DIRECTORS’ RESPONSIBILITY STATEMENT

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

- i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates, that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 31st March , 2020 and of the Profit of the Company for that period;
- iii) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that the Directors had prepared the annual accounts on a going concern basis;
- v) that the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

vi) that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

19. EXTRACT OF ANNUAL RETURN

The extract of Annual Return in Form MGT-9 is annexed as 'Annexure- E' of this Report.

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

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

A. CONSERVATION OF ENERGY

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

B. TECHNOLOGY ABSORPTION

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

C. FOREIGN EXCHANGE EARNINGS & OUTGO:

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

21. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Particulars of Loans, Guarantees and Investments covered under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are provided in the Notes to Financial Statements forming part of this Annual Report.

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

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

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

1. The Company has appointed an Internal Auditor to ensure compliance and effectiveness of the Internal Control Systems set up by the company as required under Section 138 of the Companies Act 2013 read with the Rules made there under to report about the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records etc.

2. The Audit Committee regularly reviews the Internal Audit Reports for the auditing carried out in all the key areas of the operations. Additionally, the Audit Committee approves all the audit plans and reports for significant issues raised by the Internal and External Auditors. Regular reports on the business development, future plans and projections are given to the Board of Directors.
3. Internal Audit Reports are regularly circulated for perusal of Senior Management for appropriate action as required.

24. VIGIL MECHANISM

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

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

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

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

Company did not receive any complaints during the year.

26. RISK MANAGEMENT

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

27. INTERNAL FINANCIAL CONTROLS

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

28. GENERAL

No significant or material orders were passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

29. REGISTRAR AND SHARE TRANSFER AGENT

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

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

30. REMUNERATION PAID TO THE EMPLOYEES:

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

31. LISTING

The Equity Shares of the Company are presently listed at BSE Limited and the listing fee for the said Stock Exchanges is paid upto date.

32. ACKNOWLEDGEMENTS

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

For and on behalf of Board of Directors

Sd/-

Place: Pune
Dated: 31st July, 2020

(Vijay Mohan Jain)
Chairman and Managing Director
DIN: 00691974

Form AOC-1

(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 Rs.)

1.	Sl. No.	N.A.
2.	Name of the Subsidiary	N.A.
3.	The date since when subsidiary was acquired	N.A.
4.	Reporting period for the subsidiary concerned, if different from the Holding Company's reporting period.	N.A.
5.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N.A.
6.	Share Capital	N.A.
7.	Reserve & Surplus (in Rupees)	N.A.
8.	Total Assets (in Rupees)	N.A.
9.	Total Liabilities (in Rupees)	N.A.
10.	Investments (in Rupees)	N.A.
11.	Turnover (in Rupees)	N.A.
12.	Profit/ (Loss) before taxation (in Rupees)	N.A.
13.	Provision for taxation (in Rupees)	N.A.
14.	Profit/ (Loss) after taxation (in Rupees)	N.A.
15.	Proposed Dividend	N.A.
16.	% of Shareholding	N.A.

Notes:

1. Names of subsidiaries which are yet to commence operations: **N.A.**
2. Names of subsidiaries which have been liquidated or sold during the year: **N.A**

Part "B": Associates and Joint Ventures**Statement pursuant to section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

Name of Associates/ Joint Venture	DTL ANCILLARIES LIMITED
1. Latest audited Balance Sheet Date	31.03.2020
2. Date on which the Associate or Joint Venture was associated or acquired	13.03.2005
3. Shares of Associate/ Joint Ventures held by the company on the year end	
No.	1327216
Amount of Investment in Associates/ Joint Venture	13272160
Extent of holding %	46.05%
4. Description of how there is significant influence	By virtue of Shareholding
5. Reason why the associate/joint venture is not consolidated	N.A.
6. Net-worth attributable to Shareholding as per latest audited Balance Sheet FY 2018-19	1,035,145,731
7. Profit / (Loss) for the year (INR)	14,95,83,755/-
i. Considered in Consolidation (INR)	7,12,62,145/-
ii. Not considered in Consolidation (INR)	7,83,21,610/-

Notes:

1. Names of associates or joint ventures which are yet to commence operations:
N.A.
2. Names of associates or joint ventures which have been liquidated or sold during the year: **N.A.**

For and on behalf of the Board
DTL INDIA HOLDINGS LIMITED

Place: Pune
Dated: 31st July, 2020

(Vijay Mohan Jain)
Chairperson & Managing Director
DIN: 00691974

**Form No. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2020

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

To,
The Members,
DTL India holdings Limited
(CIN: L50300UP1981PLC005289)
Regd Offc: Flat No. 102, Utraula Complex,
27/6 Raja Ram Mohan Rai Marg, 3 Way Road,
Lucknow -226001 (U.P.) INDIA

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by DTL India Holdings Limited (here in after referred to as "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.

Management's Responsibility for Secretarial Compliances

The Company's management is responsible for preparation and maintenance of Secretarial Records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations.

Auditor's Responsibility

Our responsibility is to express an opinion on the Secretarial records, standards and procedures followed by the Company with respect to Secretarial Compliances on test basis.

Opinion

We have examined the books, papers, minute books, forms and returns filed and other records maintained by "the Company" as made available to us and also the information provided by "the Company", its officers, agents and authorised representatives during the conduct of Secretarial Audit for the financial year ended on 31st March , 2020 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; -Not Applicable for the period under review as no events occurred for the compliances.
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment;

v. The following Regulations and Guidelines prescribed under the securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - No events had happened under this, however, complied to the extent of shareholding disclosure requirements as applicable.
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - Not Applicable for the period under review.
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - Not Applicable for the period under review.
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - Not Applicable for the period under review.
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - Not Applicable for the period under review; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - Not Applicable for the period under review.

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

- Secretarial Standards 1, 2 and 3 as issued and notified by The Institute of Company Secretaries of India.
- The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Based on our verification of the company's relevant books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided to us 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 , 2020, complied with the above listed statutory provisions; to the extent in the manner and subject to the reporting herein.

Based on the information received and records maintained, we further report that;

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. However, Mr. Rohan Gupta, Independent Director has ceased to be Director w.e.f 27.02.2020.
2. Adequate notices were 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.
3. Majority decision is carried through while there were no dissenting members' which were captured and recorded as part of the minutes.

Based on the Compliance mechanism processes as explained by the Company and on the basis of the Compliance Certificate(s) issued by the Company Secretary and authorized departmental compliance officers of the Company and taken on record by the Board of Directors at their duly convened and held meetings, we are of the opinion that the management has;

- A. Adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- B. Systems and processes are in place and the Company has implemented compliance tool for better and more efficient compliances for the laws applicable to it.

As informed to us and as per the data of reports of Compliance tool, we report that there are no Legal Dispute/s, corporate and Industrial issues/ cases going on against the Company, other than of normal routine nature, which we were informed that the company is contesting legally.

For Deepti Agarwal & Associates

Sd/-

Deepti Agarwal

Company Secretary in Practice,

3/229, Viram Khand ,Gomti Nagar,

Lucknow-226010

FCS: 5437

Place: Lucknow

CP No.:4860

Date: 31/07/2020

UDIN: F005437B000714851

I. NOMINATION & REMUNERATION POLICY:

The Board of Directors of DTL India Holdings Limited ("the Company"), in view of enforcement of Companies Act, 2013 read with rules framed thereunder and to align with the objectives and goals of the Company with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended time to time) (Listing Regulations), framed the Nomination and Remuneration Policy.

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as may be amended from time to time).

II. DEFINITIONS:

"the Act" means the Companies Act, 2013 and the Rules framed thereunder as may be amended from time to time

"Board" means Board of Directors of the Company.

"Company" means Magnanimous Trade & Finance Limited

"Committee" means the Nomination and Remuneration Committee of the Board of Directors.

"Compliance Officer" means Company Secretary of the Company.

"Directors" mean members of the Board of Directors of the Company.

"Executive Director" means the Managing Director, Whole-time Director, as the case may be and includes Directors who are in the full time employment of the Company.

"Key Managerial Personnel" shall have the same meaning as given in Section 2 (51) of the Listing Regulations and Section 203 of the Companies Act, 2013 read with rules framed thereunder.

"Senior Management" shall mean personnel of the company (which include persons engaged as retainer or on contractual basis) and who are members of its core management team excluding the Board of Directors, comprising all members of management one level below the executive directors, including the functional heads.

Explanation 1: In case of any dispute whether a person is member of Senior Management or not, decision of concerned Executive Director shall be final.

Explanation 2: Considering the criticality of a particular function, even if a person is not covered in the above definition, the Chairman will have discretion to treat him/ her as member of Senior Management for the purpose of this Policy.

The words and definitions not described herein above shall have the respective meanings under the Acts and legislations governing the same.

III. TERMS OF REFERENCE / ROLE OF COMMITTEE:

The Terms of Reference of the Committee shall be:-

- a) To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and to carry out evaluation of every Director's performance.
- b) To ensure that the level and composition of remuneration is reasonable and is sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
- c) To ensure that relationship of remuneration to performance in respect of Directors, Key Managerial Personnel and employees of Senior Management is clear and meets appropriate performance benchmarks; and
- d) To ensure that remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and variable pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:
- e) To formulate the criteria for determining qualifications of Directors, Key Managerial Personnel and employees of Senior Management, and also to determine criteria for positive attributes and independence of Directors.
- f) To formulate criteria for evaluation of every Director including Independent Director and the Board.
- g) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation by the Board.
- h) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and employees of Senior Management.
- i) To provide to Key Managerial Personnel and Senior Management, reward linked directly to their efforts, performance, dedication and achievement relating to the Company's operations.
- j) To devise a policy on Board diversity from time to time.
- k) To develop a succession plan for the Board and to regularly review the plan.

IV. STATUTORY POWERS OF THE COMMITTEE

The Committee shall have a power to express opinion whether the Director possesses the requisite qualification for the practice of the profession, when remuneration is proposed to be paid for the services to be rendered in any other capacity and such services to be rendered are of a professional nature. Where in any financial year during the currency of tenure of a managerial person, a company has no profits or its profits are inadequate, the Committee may approve the payment of remuneration as per Section II of Part II of Schedule V to the Companies Act, 2013.

V. COMPOSITION OF COMMITTEE

The Committee shall comprise of at least three Non-Executive Directors, at least half of whom shall be Independent Directors. The Board may appoint the Chairperson of the Company whether executive or non-executive as member of this committee.

VI. CHAIRPERSON

The Chairperson of the Committee shall be an Independent Director. In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one of the Independent Directors amongst them to act as Chairperson.

The Chairperson of the Nomination and Remuneration Committee shall endeavor to be present at the Annual General Meeting of the Shareholders of the Company.

VII. CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF DIRECTORS

The Committee shall identify:

- a. Persons who possess adequate qualifications, expertise and experience for the position he / she is considered to be appointed. The person should have knowledge of at least one or more domain areas like, finance, law, management, sales, marketing, administration, research, governance, strategy, operations or other disciplines related to the Company's business.
- b. Person shall uphold ethical integrity, have a pedigree of acting objectively, shall have no adverse order(s) passed by any Regulatory body, should have a proven track record of meeting professional obligations including a reputation to manage challenges.
- c. An Independent Director should meet with requirements of the Act read with Schedule IV of the Act and provisions of the Listing Regulations.
- d. An Independent Director shall hold office for a term upto 5 consecutive years and will be eligible for re-appointment on passing of a special resolution by the Company and following the procedure under the Act / Listing Regulations.
- e. No Independent Director shall hold office for more than two consecutive terms of maximum 5 years each. In the event the same person is to be appointed as an Independent Director after two consecutive terms of two years, a cooling period of three years is required to be fulfilled.

VIII. CRITERIA FOR APPOINTMENT OF KMP / SENIOR MANAGEMENT PERSONNEL AND PERFORMANCE EVALUATION

- a. The Company has a well-defined and structured recruitment process for Key Managerial Personnel and Senior Management.
- b. The appointment of KMP and Senior Management shall be approved by the Board on prior recommendation of the Nomination and Remuneration Committee.
- c. The management considers various factors while evaluating a person for appointment as senior management including individual's background, business acumen, analytical abilities, competency, skills, abilities (viz. leadership, ability to exercise sound judgment), educational and professional background, personal accomplishment, age, relevant experience and understanding of related field viz; marketing technology, prospective operations of the Company;
- d. The appointee while continuing in his / her office shall not engage in any business or commercial activity, which might detrimentally conflict with the interest of the Company.
- e. The KMP and Senior Management shall have a well-defined appraisal and performance evaluation framework.

IX. TERM OF EXECUTIVE DIRECTORS, KMP AND SENIOR MANAGEMENT PERSONNEL

The Company shall appoint or re-appoint Executive Directors for a term not exceeding five years at a time.

The KMP and Senior Management Personnel shall retire as per the prevailing HR policy of the Company. In the event any Director, KMP and Senior Management attracts any disqualification mentioned in the Act or under any law, the Committee may recommend to the Board the removal of the said Director, KMP or Senior Management.

X. REMUNERATION TO DIRECTORS / KMP (NON-BOARD AND OTHER THAN SENIOR MANAGEMENT) / SENIOR MANAGEMENT AND OTHER EMPLOYEES:

Remuneration to Directors:

a. Executive Directors

- The remuneration to the Executive Directors shall be governed by the provisions of the Act, Listing Regulations or any other enactment for the time being in force. The remuneration shall take into account the Company's performance, the contribution of the Executive Directors for the same, remuneration trends in general, meeting of appropriate benchmarks (such as remuneration paid in like- size companies) and which will ensure and support a high performance culture. The Executive Directors will also be entitled to sitting fees as paid to Non-Executive and Independent Directors (unless specifically waived by them or not entitled in terms of their respective agreements).

b. Non-Executive Directors

- The Non-Executive Directors and Independent Directors will receive sitting fees / commission as per the provisions of the Act and in compliance with the provisions of the Listing Regulations. The amount of the sitting fees will not exceed the ceiling / limit under the Act. An Independent Director will not be eligible to any stock option of the Company.
- The Board of Directors will from time-to-time fix the sitting fees for attending the meetings of the Board and its Committees on the recommendations of the Committee. The Board of Directors has fixed the sitting fees payable to Directors for attending the Meetings of the Board and its respective Committees.
- The Non-Executive Directors and Independent Directors will be paid commission in aggregate an amount of 1% of the standalone Net Profit of the Company in the financial year as calculated in terms of Section 198 read with Section 197 of the Act. The Commission to Non-Executive Directors and Independent Directors will be paid on a uniform basis to reinforce the principle of collective responsibility. If a Non-Executive Director or Independent Director works as such only for a part of the year, he will be paid commission for the relevant financial year on a proportionate basis for the period during which he held the post of such Director. The commission will be payable only after the Annual Audited Financial Statements are approved by the Shareholders at the Annual General Meeting of the Company. The Non-Executive Directors and Independent Directors may forgo receiving of commission / sitting fees by making a request to the Board.

c. Remuneration to KMP and Senior Management

- The remuneration to KMPs and Senior Management will be benchmarked on the remuneration package prevailing in the country and industry and will have a fixed component and a performance based component.
- Remuneration to be paid to Senior Management in whatever form, whether at the time of appointment or during annual revisions shall be recommended by the Committee to the Board for its approval.

d. Remuneration to other employees

- The remuneration including revision in remuneration of other employees shall be decided by the Board of Directors in consultation

with the Manager (HR) within the overall framework of compensation and appraisal policy of the Company.

XI. Board Diversity

- a. The Company acknowledges the importance of diversity within the Board and the Committee is fully committed to ensure that a transparent board nomination process is in place which is based on merit and that encourages diversity of thought, experience, background, knowledge, ethnicity, perspective, age and gender.
 - b. The Company recognizes that gender diversity is a significant aspect of diversity and acknowledges the role that woman with the right skills and experience can play in contributing to diversity of perspective in the Boardroom;
 - c. The Committee shall ensure that the Company has an appropriate blend of functional and industry expertise;
 - d. The Committee shall monitor and periodically review the Board Diversity and recommend to the Board so as to improve one or more aspects of its diversity and measure progress accordingly;
 - e. The Committee shall monitor and periodically review the Board Diversity and recommend to the Board any changes so as to improve one or more aspects of its diversity and measure progress accordingly.
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MANAGEMENT DISCUSSION & ANALYSIS

INDUSTRY STRUCTURE

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

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

ABOUT THE COMPANY

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

OPPORTUNITIES AND THREATS

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

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

RISKS AND CONCERNS

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

The impact of COVID-19 in the fourth quarter of fiscal 2020 on the Company was not significant. The Company anticipates a continued slowdown in client technology spending in the near term, influenced by a broader global economic recession and impact to certain sectors. In the near term, this could result in continued lower demand for our services and solutions. However, in the longer term, we see increased opportunity for our business as enterprises accelerate their businesses.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS

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

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's expectations or predictions are 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include demand-supply conditions, changes in Government regulations, tax regime, economic developments within the country and other factors such as litigations.

FORM NO. MGT-9**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31st March, 2020

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

I. REGISTRATION AND OTHER DETAILS:

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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Forging, Pressing & Roll Forming of Metal	25920	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Total Shares Held	Applicable Section
1	DTL Ancillaries Ltd [Regd. Office: Flat No. 102, Utraula Complex, 27/6 Raja Ram Mohan Rai Marg, 3, Way Road, Lucknow, Uttar Pradesh - 226001]	U34102UP1996PLC020585	Associate	46.05	2(6)

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

i) Category-wise Shareholding

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Dem at	Physical	Total	% of Total Shares	Dem at	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	800055	0	800055	73.61	800055	0	800055	73.61	0
b) Central Govt	0								
c) State	0								

Govt (s)									
d)Bodies Corp.	0								
e)Banks / FI	0								
f)Any Other	0								
Sub-total (A)(1)	800055	0	800055	73.61	800055	0	800055	73.61	0
(2) Foreign									
a) NRIs -	0	0	0	0	0	0	0	0	0
Individuals	0	0	0	0	0	0	0	0	0
b) Other -	0	0	0	0	0	0	0	0	0
Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other...	0	0	0	0	0	0	0	0	0
Sub-total (A)(2)									
Total Shareholding of Promoter (A)=(A)(1)+ (A)(2)	800055	0	800055	73.61	800055	0	800055	73.61	0
B. Public Shareholding									
1. Institutions									

a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insuranc e	0	0	0	0	0	0	0	0	0
Compan ies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture	0	0	0	0	0	0	0	0	0
Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0								
Sub-total (B)(1)									
2. Non- Institution s	0	0	0	0	0	0	0	0	0
a) Bodies Corp.	0	0	0	0	0	0	0	0	0
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individua	0	0	0	0	0	0	0	0	0

Is									
i) Individual Shareholders holding nominal share capital upto Rs.1 Lakh	0	20843	0	1.91	0	20843	0	1.91	0
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	0	219465	0	20.19	0	219465	0	20.19	0
c) Others (Specify)	0	46530	0	4.28	0	0	0	0	0
Sub-total (B)(2)	0	0	0	0	0	0	0	0	0
Total Public Shareholding B)=(B)(1) + (B)(2)	0	286838	0	26.40	0	286838	0	26.40	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
GRAND TOTAL	8000 55	286838	1086893	100	800055	286838	1086893	100	0

(A+B+C)

ii) SHAREHOLDING OF PROMOTERS

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change In shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of shares	% of Total shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Mr. Vijay Mohan Jain	333000	30.64	0	333000	30.64	0	0
2	Vijay Mohan Jain HUF	152550	14.03	0	152550	14.03	0	0
3	Mrs. Santosh Jain	314505	28.94	0	314505	28.94	0	0
	TOTAL	800055	73.61	0	800055	73.61	0	0

iii) CHANGE IN PROMOTERS' SHAREHOLDING: NIL

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters				

	Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / sweat equity, etc.)				
	At the end of the year				

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

SR.No	For each of the Top 10 shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Mr. Vijay Prakash Agarwal (HUF)				
	At the beginning of the year	30150	2.70	30150	2.70
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	0	0	0	0
	At the End of the year (or on the date of separation, if separated during the year)	30150	2.70	30150	2.70
2	Mr. Vijay Prakash Agarwal				
	At the beginning of the year	27270	2.51	27270	2.51
	Date wise Increase / Decrease in Shareholding during the year specifying				

	the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):				
	08-10-2018	605	0.6	27875	2.57
	At the End of the year (or on the date of separation, if separated during the year)	27875	2.57	27875	2.75
3	Mrs. Savitri Devi				
	At the beginning of the year	22320	2.05	22320	2.05
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year (or on the date of separation, if separated during the year)	22320	2.05	22320	2.05
4	Mrs. Neelam Agarwal				
	At the beginning of the year	27000	2.48	27000	2.48
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year (or on the date of separation, if separated during the year)	27000	2.48	27000	2.48
5	Mr. Varun Jain				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):				

	equity etc):				
	02-10-2018	47250	4.35	47250	4.35
	08-10-2018	47700	4.39	94250	8.74
	16-10.2018	47925	4.41	142875	13.15
	22-10-2018	15975	1.47	158850	14.61
	At the End of the year (or on the date of separation, if separated during the year)	158850	14.61	158850	14.61
6	Ms. Manju Goel				
	At the beginning of the year	3240	0.30	3240	0.30
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year (or on the date of separation, if separated during the year)	3240	0.30	3240	0.30
7	Smt. Beena Gupta				
	At the beginning of the year	625	0.06	625	0.06
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year (or on the date of separation, if separated during the year)	625	0.06	625	0.06
8	Mrs. Geeta Gupta				
	At the beginning of the year	675	0.06	675	0.06
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /	0	0	0	0

	transfer / bonus / sweat equity etc):				
	At the End of the year (or on the date of separation, if separated during the year)	675	0.06	675	0.06
9	Ms. Anju Jain				
	At the beginning of the year	675	0.06	675	0.06
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year (or on the date of separation, if separated during the year)	675	0.06	675	0.06
10	Mr. Daya Shankar Gupta				
	At the beginning of the year	675	0.06	675	0.06
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year (or on the date of separation, if separated during the year)	675	0.06	675	0.06

v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	For each of the Directors and KMP				

A.	Director				
1.	Mr. Vijay Mohan Jain- Managing Director				
	At the beginning of the year	333000	30.64	333000	30.64
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year (or on the date of separation, if separated during the year)	333000	30.64	333000	30.64
2.	Mrs. Santosh Jain-Director				
	At the beginning of the year	314505	28.94	314505	28.94
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year (or on the date of separation, if separated during the year)	314505	28.94	314505	28.94
3	Mr. Sidharth Jain-Director				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Shareholding during the year specifying	0	0	0	0

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

	the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):				
	At the End of the year	0	0	0	0
B.	Key Managerial Personnel				
1	Mr. Nitin Siddheshwar Metkari-Company Secretary				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	50	0.00	50	0.0
	At the End of the year	50	0.0	50	0.0
2.	Mr. Kameshwar Narain Pandey-CFO				
	At the beginning of the year	365	0.03	365	0.03
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0	0	0
	At the End of the year	365	0.03	365	0.03

*[*Mr. Rohan Faqirchand Gupta resigned from Directorship w.e.f. 27.02.2020]*

V. INDEBTEDNESS: NIL

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

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

Sl. No.	Particulars of Remuneration	Name of MD/ WTD / Manager			Total Amount
		Mr. Vijay Mohan Jain, Managing Director			
1.	Gross Salary	9,60,000/-			9,60,000/-
(a)	Salary as per provisions contained in section 17(1) of Income Tax Act, 1961	0			
(b)	Value of perquisites under section 17(2) of Income Tax Act, 1961	0			
(c)	Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	0			
2.	Stock Options	0			
3.	Sweat Equity	0			
4.	Commission	0			
	- as % of profit	0			
	- others, specify	0			
5.	Others, Please specify Sitting fees-	0			
	Total (A)	9,60,000/-			9,60,000/-
	Ceiling as per the Act				

B. REMUNERATION TO OTHER DIRECTORS: NIL

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
1.	Independent Directors			
(a)	Fee for attending Board / Committee meetings			
(b)	Commission			

(c)	Others, specify			
	Total (1)			
2.	Other Non-executive Directors			
(a)	Fee for attending Board / Committee meetings			
(b)	Commission			
(c)	Others, specify			
	Total (2)			
	Total (B)= (1+2)			
	Total Managerial Remuneration			
	Overall ceiling as per the Act			

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Mr. Kameshwar Narain Pandey, CFO	Mr. Nitin Siddheshwar Metkari, Company Secretary	
1.	Gross Salary			
(a)	Salary as per provisions contained in section 17(1) of Income Tax Act, 1961	7,74,000/-	6,00,000/-	13,74,000/-
(b)	Value of perquisites under section 17(2) of Income Tax Act, 1961	-	-	
(c)	Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	-	-	
2.	Stock Options	-	-	
3.	Sweat Equity	-	-	
4.	Commission			
	- as % of profit	-	-	

	- others, specify	-	-	
5.	Others, specify	-	-	
	Total	7,74,000/-	6,00,000/-	13,74,000/-

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: NIL

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

For and on behalf of the Board
DTL India Holdings Limited

Sd/-

(Vijay Mohan Jain)
Managing Director

Place: Pune.

Date: 31st July, 2020

V.G.ASSOCIATES

CHARTERED ACCOUNTANTS

Room No. 5B & 6A, CD Block, Dalippur Towers, 6, Sapru Marg, Lucknow

Phone No. +91 - 522 – 4016909,

Mobile No. : 9415022780, 9415009130

E-Mail: vgassociates@gmail.com

Auditor's Report on Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,

THE BOARD OF DIRECTORS

DTL INDIA HOLDINGS LIMITED

Flat No.102, Utraula Complex, 3 Way Road,

Raja Ram Mohan Rai Marg, Lucknow, Uttar Pradesh - 226001

We have audited the quarterly financial results of DTL INDIA HOLDINGS LIMITED for the quarter ended 31st March 2020 and the year to date results for the period 01st April 2019 to 31st March 2020, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These quarterly financial results as well as the year to date financial results have been prepared on the basis of the interim financial statements, which are the responsibility of the company's management.

Our responsibility is to express an opinion on these financial results based on our audit of such interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 (Ind AS 34) for Interim Financial Reporting, prescribed, under Section 133 of the Companies Act, 2013 read with relevant rules issued there under; or by the Institute of Chartered Accountants of India, as applicable and other accounting principles generally accepted in India.

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

In our opinion and to the best of our information and according to the explanations given to us these quarterly financial results as well as the year to date results:

- i. Are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard; and

- ii. Give a true and fair view of the net profit and other financial information for the quarter ended 31st March 2020 as well as the year to date results for the period from 01st April 2019 to 31st March 2020

Date: 31.07.2020

Place: Lucknow

UDIN: 20070481AAAAAJ3946

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



**Partner
Membership No. 070481**

Balance Sheet as at 31st March 2020

ASSETS	Note No	As at 31st March 2020	As at 31st March 2019
Non-current assets			
Property, plant and equipment	6	14,860,533	3,205,039
Capital work-in-progress			
Investment property			
Intangible assets			
Intangible asset under development			
Financial assets			
Investments	7	86,865,510	86,865,510
Loans			
Other assets			
Deferred tax asset (net)	18	497,245	371,508
Other non-current assets	8	24,001,064	9,473,181
Total non-current assets		126,224,351	99,915,237
Current assets			
Inventories			
Financial assets			
Investments			
Trade receivables			
Cash and cash equivalents	9	448,031	350,755
Bank balances other than cash and cash equivalent			
Loans	10	2,950,363	2,378,521
Other assets			
Current tax assets (net)	11	456,708	868,143
Other current assets	12	2,988,392	629,752
Assets classified as held for sale			
Total current assets		6,843,495	4,227,171
Total assets		133,067,846	104,142,409
EQUITY AND LIABILITIES			
Equity			
Equity share capital	1	10,869,300	10,869,300
Other equity	2	86,137,823	83,175,766
Total equity		97,007,123	94,045,066
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings			
Other financial liabilities			
Provisions			
Other non-current liabilities			
Total non-current liabilities			
Current liabilities			
Financial liabilities			
Borrowings			
Trade payables		2,539,875	1,326,339
Other financial liabilities			
Other current liabilities	3	32,344,827	8,076,903
Provisions	4	221,988	50,000
Current tax liabilities (net)	5	954,032	644,101
Total current liabilities		36,060,723	10,097,343
Total liabilities		36,060,723	10,097,343
Total equity and liabilities		133,067,846	104,142,409

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

As per our report of even date

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

For and on behalf of the Board of Directors

CA Vinod Kumar Gupta
Partner
M.No. 070481
Place: Lucknow
Date: 31/07/2020

Nitin Matkari
Company Secretary
M.No. A42888

KN Pandey
CFO

Vijay Mohan Jain
Managing Director
DIN:00691974

Statement of Profit and Loss for the year ended 31 March 2020

Particulars	Note No	Year ended	
		31st March 2020	31st March 2019
Income			
Revenue from operations	13	15,828,355	13,958,358
Other income	14	-	-
Total income		15,828,355	13,958,358
Expenses			
Purchase of Stock-in-trade		1,185,824	-
Employee benefits expense	15	3,721,811	1,289,485
Finance costs	16	2,006	3,546
Depreciation and amortization expense	6	540,255	464,493
Other expenses	17	6,588,105	9,018,985
Total expenses		12,038,001	10,776,509
Profit/(Loss) before exceptional items and tax		3,790,353	3,181,849
Exceptional items			
Profit/(Loss) before tax		3,790,353	3,181,849
Income tax expense			
Current tax	18	954,032	644,101
Deferred tax	18	-125,736	-58,521
Previous year tax			
MAT Credit Receivable			
Total income tax expense		828,296	585,580
Other comprehensive income			
Other comprehensive income to be reclassified to profit or loss in subsequent periods			
Total other comprehensive income for the year		2,962,058	2,596,269
Earnings / (Loss) per share			
Basic earnings /(loss) per share (INR)	19	2.73	2.39
Diluted earnings /(loss) per share (INR)			

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

As per our report of even date

For V.G. Associates

Chartered Accountants

(FRN : 001240C)

FOR AND ON BEHALF OF BOARD OF DIRECTORS

CA Vinod Kumar Gupta

Partner

M.No. 070481

Place: Lucknow

Date: 31/07/2020

Nitin Matkari

Company Secretary

M.No.A42888

KN Pandey

CFO

Vijay Mohan Jain

Managing Director

DIN:00691974

DTL INDIA HOLDINGS LIMITED

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

Statement of Standalone Cash flows for the year ended 31 March 2020

	Year ended	Year ended
Particulars	As at 31st March 2020	As at 31st March 2019
Cash flow from operating activities		
Profit before tax	3,790,353.22	3,181,849.11
Adjustments for:		
Depreciation	540,255.26	464,493.46
Interest income	-	-
Interest expense		
Provision for bad debt		
Finance Charges	2,006.00	3,546.00
Rent Expense		
Actuarial loss on post-employment benefit obligation		
Operating loss before working capital changes	4,332,614.48	3,649,888.57
Changes in working capital		
Increase/(Decrease) in trade payables	1,213,536.53	1,326,338.91
Increase/(Decrease) in Other current financial liabilities		
Increase/(Decrease) in Other Non Current financial liabilities	-	
Increase/(Decrease) in Other current liabilities	24,577,854.08	3,254,921.86
Increase/(Decrease) in provisions	171,988.00	1,700.00
Decrease/ (increase) in trade receivables		
Decrease/ (increase) in Other financial Assets	-571,842.16	11,979,765.71
Decrease/ (increase) in Other Current Assets	(1,947,205.12)	11,101,360.96
Decrease/ (increase) in Non-Current Financial Assets	(14,527,882.76)	(9,473,180.85)
Cash generated used in operations	13,249,063.05	21,840,795.16
Income tax paid	954,032.00	644,100.55
Net cash flows used in operating activities (A)	12,295,031.05	21,196,694.61

DTL INDIA HOLDINGS LIMITED

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

Cash flow from Investing activities		
Payment for Investment property	(12,195,749.00)	(1,541,524.40)
Intangible asset under development		
Purchase of Investments	-	(21,852,760.40)
Proceeds from sales of investments		
Proceeds from sale/ disposal of fixed assets		
Net proceeds from fixed deposits		
Interest received	-	-
Net cash flow from investing activities (B)	(12,195,749.00)	(23,394,284.80)
Cash flow from Financing activities		
Addition/(Repayment) of long-term borrowings - Net		
Addition/(Repayment) of short-term borrowings - Net		
Finance Charges Paid	(2,006.00)	(3,546.00)
Proceeds from short-term borrowings		
Interest paid		
Net cash flow from financing activities (C)	(2,006.00)	(3,546.00)
Net increase in cash and cash equivalents (A+B+C)	97,276.05	(2,201,136.19)
Effect of exchange differences on cash & cash equivalents held in foreign currency		
Cash and cash equivalents at the beginning of the year	350,755.29	2,551,891.48
Cash and cash equivalents at the end of the year	448,031.34	350,755.29
Cash and cash equivalents comprise (Refer note 13)		
Balances with banks		
On current accounts	445,316.59	349,929.59
Fixed deposits with maturity of less than 3 months		

DTL INDIA HOLDINGS LIMITED

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

Cash on hand	2,714.70	825.70
Cheques on hand		
Total cash and bank balances at end of the year	448,031.29	350,755.29

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

As per our report of even date

For V.G. Associates

Chartered Accountants

(FRN : 001240C)

For and on behalf of the Board of Directors

**CA Vinod Kumar
Gupta
Partner
M.No. 070481
Place: Lucknow
Date: 31/07/2020**

**Nitin Matkari
Company Secretary
M.No. A42888**

**KN Pandey
CFO**

Vijay Mohan Jain

**Managing Director
DIN:00691974**

DTL India Holdings Limited
 102, Utraula House, 27/6 Raja Ram Mohan Rai Marg 3 Way Road, Hazratganj ,Lucknow-226001
 Statement of changes in equity for the year ended 31 March 2020

(A) Equity Share Capital

	Note	Amount
Balance as at April 1, 2019	1	10,869,300
Changes in Equity Share Capital		-
Balance as at March 31, 2019		10,869,300
Changes in Equity Share Capital	1	-
Balance as at March 31, 2020		10,869,300

(B) Other equity

Particulars	Contribution from Parent in nature of equity	Reserves and Surplus		Total
		Securities premium reserve	Retained earnings	
Balance as at 1 April 2018		-	79,979,497	79,979,497
Profit for the year	-	-	2,596,269	2,596,269
Other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	-	2,596,269	2,596,269
Balance as at 31 March 2019	-	-	82,575,766	82,575,766
Particulars	Equity component of compound	Reserves and Surplus		Total
		Securities premium	Retained earnings	
Balance as at 1 April 2019	-	-	82,575,766	82,575,766
Profit for the year	-	-	2,962,058	2,962,058
Other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	-	2,962,058	2,962,058
Balance as at 31 March 2020	-	-	85,537,823	85,537,823

1 Equity share capital		
Company has only one class of equity share capital having a par value of INR 10 per share, referred to herein as equity shares.		
	31st Mar 2020	31st Mar 2019
Authorized		
1250000 (31/03/2017:1250000) Equity shares of Rs. 10.00/- par value	12,500,000	12,500,000
	12,500,000	12,500,000
Issued, subscribed and paid up		
1086930 (31/03/2017:1086930) Equity shares of Rs. 10.00/- par value	10,869,300	10,869,300
Total	10,869,300	10,869,300

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

	31st Mar 2020		31st Mar 2019	
	Number of shares	Amount	Number of shares	Amount
Outstanding at the beginning of the year	1,086,930	10,869,300	1,086,930	10,869,300
Add: Issued during the year				
Outstanding at the end of the year	1,086,930	10,869,300	1,086,930	10,869,300

(b) **Rights, preferences and restrictions attached to shares**

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

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in proportion to their shareholdings. However no such preferential amount exists as at March 31, 2020.

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

Name of the shareholder	31st Mar 2020		31st Mar 2019	
	Number of shares	% of holding in the class	Number of shares	% of holding in the class
V M Jain	333,000	30.64	333,000	30.64
V M Jain (HUF)	152,550	14.03	152,550	14.03
Varun Jain	158,850	14.61	158,850	14.61
Santosh Jain	314,505	28.94	314,505	28.94

2	(d) Other Equity		
	Surplus/(deficit) in the Statement of Profit and Loss		
		31st Mar 2020	31st Mar 2019
	Opening balance	82,575,766	79,979,497
	Add: Net Profit/(loss) for the current year	2,962,058	2,596,269
		-	
	Closing balance	85,537,824	82,575,766
(e)	General Reserve	3/31/2020	31st Mar 2019
	Opening balance	600,000	600,000
	Additions		
		600,000	600,000
		86,137,824	83,175,766
3	Other current liabilities	31st Mar 2020	31st Mar 2019
	Current Maturity of Long term loans		
	Statutory due payable	-	74,221
	Other Payables	32,344,827	8,002,683
	Total other current liabilities	32,344,827	8,076,903
4	Provisions	31st Mar 2020	31st Mar 2019
	V.G.Associates	84,780	29,500
	Provision For Salary	137,208	20,500
	Total Provisions	221,988	50,000
5	Current tax liabilities (net)	31st Mar 2020	31st Mar 2019
	Current tax Provision	954,032	644,101
	Total current tax liabilities	954,032	644,101

DTL India Holdings Limited Limited

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

Notes Forming part of Financial Statements for the year ended 31st March, 2020

6 Property, plant and equipment

	Gross block					Depreciation					Net block	
	As at 1st April 2019	Additions/ Adjustments	Deductio ns/ Adjustme nts	Assets classified as held for sale	As at 31st March 2020	As at 31st March 2019	For the year	Deductio s/ Adjustme nts	Assets classified as held for sale	As at 31st March 2020	As at 31st March 2020	As at 31 March 2019
Owned assets												
Plant and Machinery1	1,593,624	-	-	-	1,593,624	1,542,235	51,388	-	-	1,593,623	1	51,389
Plant and Machinery2	1,687,878	-	-	-	1,687,878	1,212,348	80,174	-	-	1,292,522	395,356	475,530
Plant and Machinery3	874,801	-	-	-	874,801	522,393	41,553	-	-	563,946	310,855	352,408
Tools and Dye	5,464,428	-	-	-	5,464,428	3,262,428	259,560	-	-	3,521,988	1,942,439	2,202,000
Crane	171,900	-	-	-	171,900	130,641	8,165	-	-	138,807	33,094	41,259
Machinery	22,300	-	-	-	22,300	15,620	1,059	-	-	16,679	5,621	6,680
Furniture and Fitting	187,914	95,500	-	-	283,414	170,099	26,888	-	-	196,987	86,428	17,815
Office Equipment	9,600	-	-	-	9,600	9,599	-	-	-	9,599	1	1
Computer	126,569	-	-	-	126,569	70,339	40,080	-	-	110,419	16,150	56,230
Electrical Fittings	96,925	100,249	-	-	197,174	95,478	13,931	-	-	109,409	87,765	1,447
D.G.Set	110,512	-	-	-	110,512	110,232	279	-	-	110,511	1	280
CD Plant	-	12,000,000	-	-	12,000,000	-	17,178	-	-	17,178	11,982,822	-
Total	10,346,451	12,195,749	-	-	22,542,200	7,141,412	540,255	-	-	7,681,667	14,860,533	3,205,039

General Notes :

DTL India Holdings Limited
 102,27/6 Raja Ram Mohan Rai Marg 3 Way Road, Hazratganj ,Lucknow-
 Notes Forming part of Financial Statements for the year ended 31st March, 2020

7.Financial Assets- Investments	Tuesday, March 31, 2020	Sunday, March 31, 2019
Investment in equity instrument		
Unquoted equity shares(Non-trade, stated at cost)	86,865,510	86,865,510
Investments at fair value through profit and loss (fully paid)		
- Investments in Mutual Funds (Quoted) (Refer footnote i)	-	-
Investments at fair value through OCI (fully paid)		
- Investments in Bonds (Quoted) (Refer footnote ii)	-	-
	86,865,510	86,865,510
Current	-	-
Non- Current	86,865,510	86,865,510
	86,865,510	86,865,510
Aggregate book value of:		
Unquoted investments	86,865,510	86,865,510
Aggregate market value of:		
Unquoted investments	86,865,510	86,865,510

DTL India Holdings Limited
102,27/6 Raja Ram Mohan Rai Marg 3 Way Road, Hazratganj ,Lucknow-226001
Notes Forming part of Financial Statements for the year ended 31st March, 2020

8	Other Non Current Assets	31st March 2020	31st March 2019
	Preliminary expenses against prototype development	24,001,064	9,473,181
	Total Non Current Assets	24,001,064	9,473,181
9	Cash and bank balances	31st March 2020	31st March 2019
	Cash and cash equivalents		
	Balances with banks		
	On current accounts	445,317	349,930
	Fixed deposits with maturity of less than 3 months	-	-
	Cash on hand	2,715	826
	Total cash and cash equivalents	448,031	350,755
10	Current Financial assets - Loans	31st March 2020	31st March 2019
	<u>Unsecured, considered good</u>		
	DTL Ancillaries Limited	-	-
	Others	2,950,363	2,378,521
		2,950,363	2,378,521
11	Current Tax Assets	31st March 2020	31st March 2019
	Advance Tax/ TDS	456,708	868,143
		456,708	868,143
12	Other Current Assets	31st March 2020	31st March 2019
	Interest Receivable	-	-
	GST (IGST/CGST/SGST)	2,988,392	629,752
		2,988,392	629,752

DTL India Holdings Limited

102,27/6,Raja Ram Mohan Marg,3 Way Road, Hazratganj,Lucknow-226001

Notes Forming part of Financial Statements for the year ended 31st March, 2020

13	Revenue from Operations	3/31/2020	3/31/2019
	Sale of services	13,722,984	13,958,358
	Sale of Goods	2,105,370	-
	Total revenue from operations	15,828,355	13,958,358
14	Other income	3/31/2020	3/31/2019
	Miscellaneous income	-	-
	Interest income on advances	-	9,067,532
	Liabilities written back	-	-
	Total other income	-	9,067,532
15	Employee benefits Expenses	3/31/2020	3/31/2019
	Salaries, wages, bonus and other allowances	3,702,530	1,233,500
	Contribution to Provident Fund and ESI	-	31,927
	Gratuity	-	1,939
	Staff welfare expenses	19,281	22,119
	Total employee benefits expense	3,721,811	1,289,485
16	Finance costs	3/31/2020	3/31/2019
	Interest on borrowing	-	-
	Bank Charges	2,006	2,256
	Other Interest	-	-
	Interest on delay in payment of taxes	-	1,290
	Total finance costs	2,006	3,546
17	Other expenses	3/31/2020	3/31/2019
	Audit fees	25,000	25,000
	Electricity expenses	30,197	32,212
	Professional expenses	885,560	1,628,515
	Office Maintenance	34,716	37,529
	Travelling Expenses	371,130	704,265
	Printing and Stationary	30,981	28,984
	Advertisement and Publicity	74,120	76,330
	Newspaper	3,053	2,910
	Telephone and postage expenses	20,510	17,505
	Rent	240,000	120,000
	Job Work Expenses	4,054,735	3,819,494
	Legal expenses	-	206,750
	Commission paid to HDFC Bank	-	41,844
	Misc expenses	45,406	34,040
	Director fees	3,000	3,000
	Income Tax	574,345	1,101,092
	Conveyance expenses	14,522	26,589
	Insurance charges	-	11,331
	Custom duty	-	31,363
	Foreign tour expenses	-	250,000
	Consultancy expenses	-	407,400
	Other administrative expenses	-	2,973
	Maintenance charges	-	6,894
	Cartage expense	27,588	49,832
	Transport Charges	76,406	14,150
	Supply Installation and Testing	-	338,983
	Guest House Expense	76,836	-
	Total other expenses	6,588,105	9,018,985
	*Note : The following is the break-up of Auditors remuneration (exclusive of GST)	3/31/2020	3/31/2019
	As auditor:		
	Statutory audit	25,000	25,000
	Total	25,000	25,000

Exceptional items		3/31/2020	3/31/2019
18 (A)	Deferred tax relates to the following:		
		3/31/2020	3/31/2019
	Deferred tax assets		
	On property, plant and equipment	497,245	371,508
	On provision for doubtful debts	-	-
	On disallowance u/s 40A of Income Tax Act, 1961	-	-
	On unabsorbed depreciation and carry forward business losses	-	-
	Current year losses	-	-
	Previous year losses	-	-
	Unabsorbed depreciation	-	-
	On convertible preference shares	-	-
	On others	-	-
		497,245	371,508
	Deferred tax liabilities		
	On asset classified as held for sale	-	-
	On convertible preference shares	-	-
	On re-measurements gain/(losses) of post-employment benefit oblig.	-	-
	On Others	-	-
		497,245	371,508
	Deferred tax income	-	-
	Less: Deferred tax asset not recognized	-	-
	Deferred tax asset, net	497,245	371,508

Recognition of deferred tax asset to the extent of deferred tax liability			
(B)	Balance sheet	3/31/2020	3/31/2019
	Deferred tax asset	497,245	371,508
	Deferred tax liabilities		
	Deferred tax assets/ (liabilities), net	497,245	371,508
	Deferred tax expenses/(credit) (As per Statement of Profit or Loss)	- 125,736	- 58,521
(C)	Income tax expense	3/31/2020	3/31/2019
	- Current tax taxes	954,032	644,101
	- Deferred tax charge / (income)	- 125,736	- 58,521
	Total	828,296	585,580

The reconciliation of tax expense and the accounting profit multiplied by India's tax rate :			
(D)		3/31/2020	3/31/2019
	Tax expenses as per Statement of Profit & Loss	-	-
	Current tax	954,032	644,101
	MAT Tax payable		
	MAT credit taken		
	Deferred tax	- 125,736	- 58,521
	Total	828,296	585,580

Profit from continuing operations before income tax expense	3,790,353	3,181,849
Enacted income tax rate in India applicable to the Company		
Current tax expenses/(Credit) on Profit/(loss) before tax expenses at the enacted income tax rate in India	954,032	644,101
Tax effect of:		
Permanent disallowances		-
Deferred tax assets created on temporary differences	- 125,736	- 58,521
Earlier Ear Adjustment		
Others		
Income tax expense	828,296	585,580
Effective tax rate	22%	18%

21

Employee Stock Option Scheme 2009 (ESOP)

The board has not approved ESOP 2009 for granting Employee Stock Options in form of equity shares linked to the completion of a minimum period of continued employment to the eligible employees of the Company, monitored and supervised by the Board of Directors wherein the employees can purchase equity shares by exercising the options as vested at the price specified in the grant.

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

Particulars	31-Mar-20		3/31/2019	
	Number	WAEP	Number	WAEP (INR)
Options outstanding at beginning of year	-	-	-	-
Add:				
Options granted during the year	-	-	-	-
Less:				
Options exercised during the year	-	-	-	-
Options forfeited during the year*	-	-	-	-
Options outstanding at the end of year	-	-	-	-
Option exercisable at the end of year	-	-	-	-

In accordance with the above mentioned ESOP Scheme, INR (Previous Year INR) has been charged to the Statement of Profit and Loss in relation to the options granted during the year ended 31 March 2020 as Employee Stock Option Scheme Compensation.

The options outstanding at the year ending on 31 March 2020 with exercise price of [exercise price] are [No. of outstanding options] options (31 March 2019: XXX)

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

	3/31/2020	3/31/2019
Weighted average fair value of the options at the grant dates (INR)	-	-
Dividend yield (%)	-	-
Risk free interest rate (%)	-	-
Expected life of share options (years)	-	-
Expected volatility (%)	-	-
Weighted average share price (INR)	-	-

*During the year ended 31 March 2020, the Company has granted [No. of options] and has forfeited the same during the current year only. Therefore, no expenses in respect of these options has been recognized in the financial statement.

22

Leases**Operating leases where Company is a lessee:**

The Company has entered into cancellable operating lease for its premises. The operating lease payments recognized in the Statement of Profit and Loss for the year.

Future minimum rentals payable under non-cancellable operating leases cannot be recognised

	31-Mar-20	3/31/2019
Within one year	-	-
After one year but not more than five years	-	-
More than five years	-	-

23 **Contingent Liabilities not provided for in respect of –****31-Mar-20****31-Mar-19**

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V.G.ASSOCIATES
CHARTERED ACCOUNTANTS

Room No. 5B & 6A, CD Block, Dalippur Towers, 6, Sapru Marg, Lucknow

Phone No. +91 - 522 – 4016909,

Mobile No. : 9415022780, 9415009130

E-Mail: vgassociates@gmail.com

Report on Consolidated quarterly and year to date financial results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
THE BOARD OF DIRECTORS
DTL INDIA HOLDINGS LIMITED
Flat No.102, Utraula Complex, 3 Way Road,
Raja Ram Mohan Rai Marg, Lucknow UP 220001

1. We have reviewed the accompanying Statement of Consolidated Financial Results of DTL INDIA HOLDINGS LIMITED (“the Company”) (**audited results of Company**) and its Associate (**un-audited results of Associate**) (the Company and its Associate together referred to as “the Group”) for the quarter ended 31st March 2020 and for the period from 01st April 2019 to 31st March 2020 (“the Statement”), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

2. This Statement, which is the responsibility of the Company’s Management and approved by the Company’s Board of Directors, has been compiled from the related consolidated financial information which has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 “Financial Reporting” (“Ind AS 34”), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement based on our verification of such consolidated financial information.

3. We conducted our review in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act 2013. Those Standards require that we comply with ethical requirements and plan and perform to obtain reasonable assurance about whether the Statement is free from material misstatement.

It involves performing procedures to obtain evidence about the amounts and the disclosures in the Statement. The procedures selected depend on the judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the said considers internal control relevant to the Company’s preparation and fair presentation of the Statement in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the Company’s internal financial control with reference to the Statement. It also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement.

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

4. In our opinion and to the best of our information and according to the explanations given to us, the Statement:

a. includes the un- audited results of DTL Ancillaries Limited (Associate);

b. is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and

c. gives a true and fair view in conformity with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India of the consolidated total comprehensive income (comprising of net profit and other comprehensive income) and other financial information of the Group for the quarter ended 31st March 2020 and for the period from 01st April 2019 to 31st March 2020.

5. We did not audit the financial statements of DTL Ancillaries Limited (Associate) included in the consolidated financial results, whose financial statements reflect total assets of Rs. 246.73 Cr as at 31st March 2020, total revenue of Rs.301.54 Cr for full year and Rs.82.90 Cr, (for quarter January to March 2020) and total net profit/(loss) after tax of Rs.14.04 Cr and Rs.(9.65 Cr), for quarter ended 31st March, 2020 and total comprehensive income/ loss of Rs.(9.65 Cr) and Rs. 10.53 Cr, for the quarter ended 31st March 2020 and for the period from 01st April 2019 to 31st March 2020 respectively, as considered in the consolidated financial results.

6. Based on our review conducted and procedures performed as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

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

Date: 31.07.2020

Place: Lucknow

UDIN: 20070481AAAAAK9283

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



**Partner
Membership No. 070481**

DTL India Holdings Limited

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

Consolidated Balance Sheet as at 31st March 2020

ASSETS	Note No	As at 31st March 2020	As at 31st March 2019
Non-current assets			
Property, plant and equipment	1	14,881,450	3,205,039
Capital work-in-progress			-
Investment property			-
Intangible assets			-
Intangible asset under development			-
Financial assets			
Investments	2	135,377,387	155,531,385
Loans			-
Other assets			-
Deferred tax asset (net)	17	590,898	371,508
Other non-current assets	3	24,394,322	9,473,181
Total non-current assets		175,244,057	168,581,112
Current assets			
Inventories			-
Financial assets			
Investments			-
Trade receivables			-
Cash and cash equivalents	4	448,031	350,755
Bank balances other than cash and cash equivalent			
Loans	5	2,175,270	2,378,521
Other assets			
Current tax assets (net)	6	458,808	868,143
Other current assets	7	2,564,322	629,752
Assets classified as held for sale			
Total current assets		5,646,432	4,227,171
Total assets		180,890,489	172,808,284
EQUITY AND LIABILITIES			
Equity			
Equity share capital	8	10,869,300	10,869,300
Other equity	9	134,059,306	151,841,641
Total equity		144,928,606	162,710,941
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings			
Other financial liabilities			
Provisions			-
Other non-current liabilities			-
Total non-current liabilities			-
Current liabilities			
Financial liabilities			
Borrowings			-
Trade payables		2,671,180	1,326,339
Other financial liabilities			
Other current liabilities	10	32,344,826	8,076,903
Provisions	11	221,988	50,000
Current tax liabilities (net)	12	723,889	644,101
Total current liabilities		35,961,883	10,097,343
Total liabilities		35,961,883	10,097,343
Total equity and liabilities		180,890,489	172,808,284

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

As per our report of even date

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

For and on behalf of the Board of Directors

CA Vinod Kumar Gupta
Partner
M.No. 070481
Place: Lucknow
Date: 31/07/2020Nitin Matkari
Company Secretary
M.No. A42888KN Pandey
CFOVijay Mohan Jain
Managing Director
DIN:00691974

DTL India Holdings Limited

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

Consolidated Statement of Profit and Loss for the year ended 31 March 2020

Particulars	Note No	Year ended As at 31st March 2020	Year ended As at 31st March 2019
Income			
Revenue from operations	12	13,722,984	13,958,358
Other income	13	-	-
Total income		13,722,984	13,958,358
Expenses			
Employee benefits expense	14	3,721,811	1,289,485
Finance costs	15	2,006	3,546
Depreciation and amortization expense	1	536,528	464,493
Other expenses	16	6,586,477	9,018,985
Total expenses		10,846,822	10,776,509
Profit/(Loss) before exceptional items and tax		2,876,162	3,181,849
Exceptional items			
Profit/(Loss) before tax		2,876,162	3,181,849
Income tax expense			
Current tax	17	723,889	644,101
Deferred tax	17	(219,390)	(58,521)
Previous year tax			
MAT Credit Receivable			
Total income tax expense		504,499	585,580
Add: Share of profit from Associates		48,511,877	68,665,875
Profit/(Loss) for the year		50,883,540	71,262,145
Other comprehensive income			
Other comprehensive income to be reclassified to profit or loss in subsequent periods			
Total other comprehensive income for the year		50,883,540	71,262,145
Earnings / (Loss) per share			
Basic earnings /(loss) per share (INR)	18	46.81	65.56
Diluted earnings /(loss) per share (INR)	18	46.81	65.56

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

As per our report of even date

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

For and on behalf of the Board of Directors

CA Vinod Kumar Gupta
Partner
M.No. 070481
Place: Lucknow
Date:31/07/2020

Nitin Matkari
Company Secretary
M.No.A42888

KN Pandey
CFO

Vijay Mohan Jain
Managing Director
DIN:00691974

DTL India Holdings Limited

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

Statement of changes in equity for the year ended 31 March 2020**(A) Equity Share Capital**

	Note	Amount
Balance as at April 1, 2018	7	10,869,300.00
Changes in equity share capital		-
Balance as at March 31, 2019		10,869,300.00
Changes in equity share capital	8	-
Balance as at March 31, 2020		10,869,300.00

(B) Other equity

Particulars	Contribution from Parent in nature of equity	Reserves and Surplus		Total
		Securities premium reserve	Retained earnings	
Balance as at 1 April 2018		-	79,979,496.56	79,979,496.56
Profit for the year	-	-	71,262,144.70	71,262,144.70
General Reserve	-	-	600,000.00	600,000.00
Total other comprehensive income for the year	-	-	71,862,144.70	71,862,144.70
Balance as at 31 March 2019	-	-	151,841,641.27	151,841,641.27
Particulars	Equity component of compound financial instrument	Reserves and Surplus		Total
		Securities premium reserve	Retained earnings	
Balance as at 1 April 2019	-	-	151,841,641.27	151,841,641.27
Profit for the year	-	-	17,782,335.30	17,782,335.30
General Reserve	-	-	-	-
Total other comprehensive income for the year	-	-	17,782,335.30	17,782,335.30
Balance as at 31 March 2020	-	-	134,059,305.96	134,059,305.96

DTL India Holdings Limited

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

Consolidated Statement of Cash flows for the year ended 31 March 2020

Particulars	Year ended	
	As at 31st March 2020	As at 31st March 2019
Cash flow from operating activities		
Profit before tax	2,876,162.20	3,181,849.11
Adjustments for:		
Depreciation	536,528.11	464,493.46
Interest income	-	-
Interest expense		
Provision for bad debt		
Finance Charges	2,006.00	3,546.00
Rent Expense		
Actuarial loss on post-employment benefit		
Operating loss before working capital changes	3,414,696.31	3,649,888.57
Changes in working capital		
Increase/(Decrease) in trade payables	1,344,840.65	1,326,338.91
Increase/(Decrease) in Other current financial liabilities		
Increase/(Decrease) in Other Non Current financial liabilities	-	-
Increase/(Decrease) in Other current liabilities	24,347,711.08	3,254,921.86
Increase/(Decrease) in provisions	171,988.00	1,700.00
Decrease/ (increase) in trade receivables		
Decrease/ (increase) in Other financial Assets	203,250.84	11,979,765.71
Decrease/ (increase) in Other Current Assets	(1,525,235.60)	11,101,360.96
Decrease/ (increase) in Non Current Financial Assets	(14,921,141.28)	(9,473,180.85)
Cash generated used in operations	13,036,110.00	21,840,795.16
Income tax paid	723,889.00	644,100.55
Net cash flows used in operating activities (A)	12,312,221.00	21,196,694.61
Cash flow from Investing activities		
Payment for Investment property	(12,212,939.00)	(1,541,524.40)
Intangible asset under development		
Purchase of Investments	-	(21,852,760.40)
Proceeds from sales of investments		
Proceeds from sale/ disposal of fixed assets		
Net proceeds from fixed deposits		
Interest received	-	-
Net cash flow from investing activities (B)	(12,212,939.00)	(23,394,284.80)
Cash flow from Financing activities		
Addition/(Repayment) of long-term borrowings - Net		
Addition/(Repayment) of short-term borrowings - Net		
Finance Charges Paid	(2,006.00)	(3,546.00)
Proceeds from short-term borrowings		
Interest paid		
Net cash flow from financing activities (C)	(2,006.00)	(3,546.00)
Net increase in cash and cash equivalents (A+B+C)	97,276.00	(2,201,136.19)
Effect of exchange differences on cash & cash equivalents held in foreign currency		
Cash and cash equivalents at the beginning of the year	350,755.29	2,551,891.48
Cash and cash equivalents at the end of the year	448,031.29	350,755.29
Cash and cash equivalents comprise (Refer note 13)		
Balances with banks		
On current accounts	445,316.59	349,929.59
Fixed deposits with maturity of less than 3 months		
Cash on hand	2,714.70	825.70
Cheques on hand		
Total cash and bank balances at end of the year	448,031.29	350,755.29
	-0.00	0.00 #

As per our report of even date
For V.G Associates
Chartered Accountants
(FRN : 001240C)

For and on behalf of the Board of Directors

CA Vinod Kumar Gupta
Partner
M.No. 070481
Date:31/07/2020
Place: Lucknow

Nitin Matkari
Company Secretary
M.No. A42888

KN Pandey
CFO

Vijay Mohan Jain
Managing Director
DIN:00691974

DTL India Holdings Limited
102,27/6 Raja Ram Mohan Rai Marg 3 Way Road, Hazratganj ,Lucknow-226001
Notes forming part of the Financial Statements for the year ended 31 March 2019

1 Property, plant and equipment

	Gross block			Depreciation				Net block		
	As at 1 April 2019	Additions/ Adjustments	Deductions/ Adjustments	As at 31 March 2020	As at 1 April 2019	For the year	Deductions/ Adjustments	As at 31 March 2020	As at 31 March 2020	As at 31 March 2019
Owned assets										
Plant and Machinery1	1,593,623.50	-	-	1,593,623.50	1,542,234.72	51,387.78	-	1,593,622.50	1.00	51,388.78
Plant and Machinery2	1,687,878.41	-	-	1,687,878.41	1,212,348.10	80,174.22	-	1,292,522.32	395,356.09	475,530.31
Plant and Machinery3	874,801.00	-	-	874,801.00	522,393.00	41,553.04	-	563,946.04	310,854.96	352,408.00
Tools and Dye	5,464,427.82	-	-	5,464,427.82	3,262,428.03	259,560.32	-	3,521,988.35	1,942,439.47	2,201,999.79
Crane	171,900.00	-	-	171,900.00	130,641.25	8,165.25	-	138,806.50	33,093.50	41,258.75
Machinery	22,300.00	-	-	22,300.00	15,620.00	1,059.25	-	16,679.25	5,620.75	6,680.00
CED Plant		12,000,000.00	-	12,000,000.00		17,178.08		17,178.08	11,982,821.92	-
Furniture and Fitting	187,914.00	112,690.00	-	300,604.00	170,098.74	23,160.61	-	193,259.35	107,344.65	17,815.26
Office Equipment	9,600.00	-	-	9,600.00	9,599.00	-	-	9,599.00	1.00	1.00
Computer	126,569.00	-	-	126,569.00	70,338.55	40,080.18	-	110,418.73	16,150.27	56,230.20
Electrical Fittings	96,925.21	100,249.00	-	197,174.21	95,478.45	13,930.58	-	109,409.03	87,765.18	1,446.76
D.G.Set	110,512.00	-	-	110,512.00	110,232.20	278.80	-	110,511.00	1.00	279.80
	-									
Total	10,346,450.94	12,212,939.00	-	22,559,389.94	7,141,412.04	536,528.11	-	7,677,940.15	14,881,449.74	3,205,038.90

General Notes :

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

DTL India Holdings Limited
102,27/6 Raja Ram Mohan Rai Marg 3 Way Road, Hazratganj ,Lucknow-226001
Notes forming part of the Financial Statements for the year ended 31 March 2019

2.Financial Assets- Investments	As at 31st March 2020	As at 31st March 2019
Investment in equity instrument		
Unquoted equity shares(Non-trade, stated at cost)	86,865,509.58	86,865,509.58
Add: Post Acquisition Profit of DTL Ancillaries- Associates Co.	48,511,877.21	68,665,875.22
Investments at fair value through profit and loss (fully paid)		
- Investments in Mutual Funds (Quoted) (Refer footnote i)	-	-
Investments at fair value through OCI (fully paid)		
- Investment in Bonds (Quoted) (Refer footnote ii)	-	-
	135,377,386.79	155,531,384.80
Current	-	-
Non- Current	135,377,386.79	155,531,384.80
	135,377,386.79	155,531,384.80
Aggregate book value of:		
Unquoted investments	135,377,386.79	155,531,384.80
Aggregate market value of:		
Unquoted investments	135,377,386.79	155,531,384.80

DTL India Holdings Limited

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

Notes forming part of the Financial Statements for the year ended 31 March 2019

3	Other Non Current Assets	As at 31st March 2020	As at 31st March 2019
	Inventories (Work in Progress - Prototype Development)	24,394,322.13	9,473,180.85
	Total Non Current Assets	24,394,322.13	9,473,180.85
4	Cash and bank balances	As at 31st March 2020	As at 31st March 2019
	<u>Cash and cash equivalents</u>		
	Balances with banks		
	On current accounts	445,316.59	349,929.59
	Fixed deposits with maturity of less than 3 months	-	-
	Cash on hand	2,714.70	825.70
	Total cash and cash equivalents	448,031.29	350,755.29
5	Current Financial assets - Loans <u>Unsecured, considered good</u>	As at 31st March	As at 31st March
	DTL Ancillaries Limited	-	-
	Others	2,175,270.44	2,378,521.28
		2,175,270.44	2,378,521.28
6	Current Tax Assets	As at 31st March 2020	As at 31st March 2019
	TDS and Advance tax	458,807.90	868,143.00
		458,807.90	868,143.00
7	Other Current Assets	As at 31st March	As at 31st March
	GST	2,564,322.48	629,751.78
		2,564,322.48	629,751.78

DTL India Holdings Limited
102,27/6,Raja Ram Mohan Marg,3 way Road, Hazratganj,Lucknow-226001
Notes forming part of the Financial Statements for the year ended 31 March 2019

8 Equity share capital		
Company has only one class of equity share capital having a par value of INR 10 per share, referred to herein		
	As at 31st March 2020	As at 31st March 2019
Authorized		
1250000 (31/03/2017:1250000) Equity shares of Rs. 10.00/- par value	12,500,000	12,500,000
	12,500,000	12,500,000
Issued, subscribed and paid up		
1086930 (31/03/2017:1086930) Equity shares of Rs. 10.00/- par value	10,869,300	10,869,300
Total	10,869,300	10,869,300

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

	As at 31st March 2020		As at 31st March 2019	
	Number of shares	Amount	Number of shares	Amount
Outstanding at the beginning of the year	1,086,930	10,869,300	1,086,930	10,869,300
Add: Issued during the year				
Outstanding at the end of the year	1,086,930	10,869,300	1,086,930	10,869,300

(b) Rights, preferences and restrictions attached to shares

The company has only one class of Equity having a par value Rs. 10.00 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the board of directors is subject to the approval of the shareholders in ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the Equity shareholders are eligible to receive the remaining assets of the company after In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in proportion to their shareholdings. However no such preferential amount exists as at March 31, 2018.

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

Name of the shareholder	As at 31st March 2020		As at 31st March 2019	
	Number of shares	% of holding in the class	Number of shares	% of holding in the class
V M Jain	333,000	30.64	333,000	30.64
V M Jain (HUF)	152,550	14.03	152,550	14.03
Santosh Jain	314,505	28.94	314,505	28.94

9 Other Equity

(d) Surplus/(deficit) in the Statement of Profit and Loss

	As at 31st March 2020	As at 31st March 2019
Opening balance	151,241,641	79,979,497
Add: Net loss for the current year	50,883,540	71,262,145
	-	-
Closing balance	202,125,181	151,241,641

(e) General Reserve

	As at 31st March 2020	As at 31st March 2019
Opening balance	600,000	600,000
Additions		
Closing balance	600,000	600,000
Total other equity	202,725,181	151,841,641

10 Other current liabilities

	As at 31st March 2020	As at 31st March 2019
Current Maturity of Long term loans		
Statutory due payable	1,616	74,221
Other Payables	32,343,210	8,002,683
Total other current liabilities	32,344,826	8,076,903

11 Provisions

	As at 31st March 2020	As at 31st March 2019
V.G.Associates	84,780	29,500
Provision For Salary	137,208	20,500

	Total Provisions	221,988	50,000
12	Current tax liabilities (net)	As at 31st March 2020	As at 31st March 2019
	Current tax Provision	723,889	644,101
	Total current tax liabilities	723,889	644,101

DTL India Holdings Limited
102,27/6,Raja Ram Mohan Marg,3 Way Road, Hazratganj,Lucknow-226001
Notes Forming part of Financial Statements for the year ended 31st march,2019

12	Revenue from operations	As at 31st March 2020	As at 31st March 2019
	Sale of services	13,722,984.29	13,958,358.15
	Sale of Goods	-	-
	Total revenue from operations	13,722,984.29	13,958,358.15
13	Other income	As at 31st March 2020	As at 31st March 2019
	Miscellaneous income	-	-
	Interest income on advances	-	-
	Liabilities written back	-	-
	Total other income	-	-
14	Employee benefits expense	As at 31st March 2020	As at 31st March 2019
	Salaries, wages, bonus and other allowances	3,702,530.00	1,233,500.00
	Contribution to Provident Fund and ESI	-	31,927.00
	Gratuity (Refer note 40)	-	1,939.00
	Staff welfare expenses	19,281.00	22,119.00
	Total employee benefits expense	3,721,811.00	1,289,485.00
15	Finance costs	As at 31st March 2020	As at 31st March 2019
	Interest on borrowing		
	Bank Charges	2,006.00	2,256.00
	Other Interest		
	Interest on delay in payment of taxes	-	1,290.00
	Total finance costs	2,006.00	3,546.00
16	Other expenses	As at 31st March 2020	As at 31st March 2019
	Audit fees	25,000.00	25,000.00
	Electricity expenses	30,197.00	32,212.00
	Professional expenses	878,330.00	1,628,515.00
	Office Maintenance	34,716.00	37,529.00
	Travelling Expenses	371,129.98	704,265.00
	Printing and Stationary	30,981.00	28,984.00
	Advertisement and Publicity	77,826.00	76,330.00
	Newspaper	3,053.00	2,910.00
	Telephone and postage expenses	22,406.00	17,505.00
	Rent	240,000.00	120,000.00
	Job Work Expenses	4,054,735.00	3,819,494.00
	Legal expenses	0.00	206,750.00
	Guest House Expenses	76,836.00	
	Commission paid to HDFC Bank	0.00	41,844.00
	Misc expenses	45,406.00	34,039.58
	Director fees	3,000.00	3,000.00
	Income Tax	574,345.00	1,101,092.00
	Conveyance expenses	14,522.00	26,589.00
	Insurance charges		11,331.00
	Custom duty		31,363.00
	Foreign tour expenses		250,000.00
	Consultancy expenses		407,400.00
	Other administrative expenses		2,973.00
	Maintenance charges		6,894.00
	Cartage expense	27,588.00	49,832.00
	Transport Charges	76,406.00	14,150.00
	Supply Installation and Testing	0.00	338,983.00
	Total other expenses	6,586,476.98	9,018,984.58
	*Note : The following is the break-up of Auditors remuneration (exclusive of service tax)	As at 31st March 2020	As at 31st March 2019
	As auditor:		
	Statutory audit	25,000.00	25,000.00
	Total	25,000.00	25,000.00

17	Income Tax			
(A)	Deferred tax relates to the following:		As at 31st March 2020	As at 31st March 2019
	Deferred tax assets			
	On property, plant and equipment		590,898.16	371,507.79
	On provision for doubtful debts		-	-
	On disallowance u/s 40A of Income Tax Act, 1961		-	-
	On unabsorbed depreciation and carry forward business losses		-	-
	Current year losses		-	-
	Previous year losses		-	-
	Unabsorbed depreciation		-	-
	On convertible preference shares		-	-
	On others		-	-
			590,898.16	371,507.79
	Deferred tax liabilities			
	On asset classified as held for sale	-	-	-
	On convertible preference shares	-	-	-
	On re-measurements gain/(losses) of post-employment benefit obligations	-	-	-
	On Others	-	-	-
		-	-	-
	Deferred tax income	-	590,898.16	371,507.79
	Less: Deferred tax asset not recognized	-	-	-
	Deferred tax asset, net	-	590,898.16	371,507.79
(B)	Recognition of deferred tax asset to the extent of deferred tax liability			
	Balance sheet		As at 31st March 2020	As at 31st March 2019
	Deferred tax asset		590,898.16	371,507.79
	Deferred tax liabilities			
	Deferred tax assets/ (liabilities), net		590,898.16	371,507.79
	Deferred tax expenses/(credit) (As per Statement of Profit or Loss)		(219,390.37)	(94,038.54)

(C)			
		As at 31st March 2020	As at 31st March 2019
	Income tax expense		
	- Current tax taxes	3,056,706.00	4,175,763.30
	- Deferred tax charge / (income)	(219,389.51)	(94,038.54)
	Total	2,837,316.49	4,081,724.76
(D)			
		As at 31st March 2020	As at 31st March 2019
	The reconciliation of tax expense and the accounting profit multiplied by India's tax rate :		
	Tax expenses as per Statement of Profit & Loss		-
	Current tax	3,056,706.00	4,175,763.30
	MAT Tax payable		
	MAT credit taken	(219,389.51)	
	Deferred tax		(94,038.54)
	Total	2,837,316.49	4,081,724.76
	Profit from continuing operations before income tax expense	2,876,162.20	3,181,849.11
	Enacted income tax rate in India applicable to the Company	0.26	0.31
		740,611.77	983,191.37
	Current tax expenses/(Credit) on Profit/(loss) before tax expenses at the enacted income tax rate in India		
	Tax effect of:		
	Permanent disallowances		-
	Deferred tax assets created on temporary differences	(219,389.51)	(94,038.54)
	Earlier Ear Adjustment		
	Others		
	Income tax expense	521,222.00	889,153.00
	Effective tax rate	0.18	0.28

DTL India Holdings Limited

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

Notes forming part of the Financial Statements for the year ended 31 March 2019

18 Earnings/ Loss per share

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

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

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

	As at 31st March 2020	As at 31st March 2019
Profit / (Loss) attributable to equity holders	50,883,540	71,262,145
Less: preference dividend after-tax	-	-
Loss attributable to equity holders after preference dividend	50,883,540	71,262,145
Add: Interest on convertible preference shares	-	-
Loss attributable to equity holders adjusted for the effect of dilution	50,883,540	71,262,145
Weighted average number of equity shares for basic EPS*	1,086,930	1,086,930
Effect of dilution:		
Share options	-	-
Convertible preference shares	-	-
Weighted average number of equity shares adjusted for the effect of dilution	1,086,930	1,086,930
Basic loss per share (INR)	46.81	65.56
Diluted loss per share (INR)	46.81	65.56

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

**19 Employee benefits
Defined Contribution Plans**

(A)

During the year, the Company has recognized the following amounts in the Statement of Profit and Loss –

As at 31st March 2020	As at 31st March 2019

	Employers' Contribution to Gratuity	-	-
(B)	Defined benefit plans		
	a) Gratuity payable to employees		
		Gratuity fund	
	Actuarial assumptions	As at 31st March 2020	As at 31st March 2019
i)	Discount rate (per annum)	-	
	Rate of increase in Salary	-	
	Expected rate of return on plan assets	-	
	Expected average remaining working lives of employees (years)	-	
	Attrition rate	-	
	*it is actuarially calculated term of plan using probabilities of death, withdrawal and retirement.		
ii)	Changes in the present value of defined benefit obligation	Gratuity fund	
		As at 31st March 2020	As at 31st March 2019
	Present value of obligation at the beginning of the year		
	Interest cost	-	
	Past service cost	-	
	Current service cost	-	
	Curtailments	-	
	Settlements	-	
	Benefits paid	-	
	Actuarial (gain)/ loss on obligations	-	
	Present value of obligation at the end of the year*	-	-
	*Included in provision for employee benefits (Refre note 22)		
iii)	Expense recognized in the Statement of Profit and Loss	Gratuity fund	
		As at 31st March 2020	As at 31st March 2019

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

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

Assets and liabilities recognized in the Balance Sheet:		Gratuity fund	
iv)	-		
	As at 31st March 2020	As at 31st March 2019	As at 31st March 2020
	As at 31st March 2019		As at 31st March 2019
Present value of unfunded obligation as at the end of the year	-	-	-
Unrecognized actuarial (gains)/losses	-	-	-
Unfunded net asset / (liability) recognized in Balance Sheet*	-	-	-

*Included in provision for employee benefits

v)	Expected contribution to the fund in the next year	As at 31st March 2020	As at 31st March 2019
	Gratuity	-	-

vi)	A quantitative sensitivity analysis for significant assumption as at 31 March 2017 is as shown below:	Gratuity fund	
		As at 31st March 2020	As at 31st March 2019
	Impact on defined benefit obligation		
	Discount rate		
	1% increase	-	-
	1% decrease	-	-
	Rate of increase in salary		
	1% increase	-	-
	1% decrease	-	-

vii)

Maturity profile of defined benefit obligation

Gratuity fund

Year	As at 31st March 2020	As at 31st March 2019
	Apr 2017- Mar 2018	-
Apr 2018- Mar 2019	-	-
Apr 2019- Mar 2020	-	-
Apr 2020- Mar 2021	-	-
Apr 2021- Mar 2022	-	-
Apr 2022 onwards	-	-

Employee Stock Option Scheme 2009 (ESOP)

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

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

Particulars	As at 31st March 2020		As at 31st March 2019	
	Number	WAEP (INR)	Number	WAEP (INR)
Options outstanding at beginning of year	-	-	-	-
Add:				
Options granted during the year	-	-	-	-
Less:				
Options exercised during the year	-	-	-	-
Options forfeited during the year*	-	-	-	-
Options outstanding at the end of year	-	-	-	-
Option exercisable at the end of year	-	-	-	-

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

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

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

	As at 31st March 2020	As at 31st March 2019
Weighted average fair value of the options at the grant dates (INR)	-	-
Dividend yield (%)	-	-
Risk free interest rate (%)	-	-
Expected life of share options (years)	-	-
Expected volatility (%)	-	-
Weighted average share price (INR)	-	-

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

21 Leases

Operating leases where Company is a lessee:

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

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

	As at 31st March 2020	As at 31st March 2019	1 April 2016
Within one year	-	-	-
After one year but not more than five years	-	-	-
More than five years	-	-	-

22 Contingent Liabilities not provided for in respect of –

As at 31st March 2020	As at 31st March 2019	1 April 2016
-	-	-

NOTICE

NOTICE is hereby given that the 39th (Thirty Ninth) Annual General Meeting of the Members of DTL INDIA HOLDINGS LIMITED will be held on Thursday, the 22nd October, 2020 at 4.00 P.M. at the Registered office of the Company at 102, First Floor, Utraula Complex, 3 Way Road, Lucknow-226001 (U.P.) to transact the following business:

1. To receive, consider and adopt:
 - a. the Audited Financial Statement of the Company for the year ended 31st March, 2020 together with the Reports of Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statement for the Financial year ended 31st March, 2020 together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Sidharth Jain (DIN: 00692012) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To re-appoint Mr. Vijay Mohan Jain (DIN:00691974) as the Managing Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approvals as may be necessary, consent of the Company be and is hereby accorded for the re-appointment of Mr. Vijay Mohan Jain (DIN:00691974) as Managing Director of the Company for a period of three years with effect from 1st October, 2020 on the consolidated Salary of Rs. 80,000/- (Rupees Eighty Thousand only) per month and such other terms and conditions as approved by the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee”

“RESOLVED FURTHER THAT the Company may alter, vary, modify the terms and conditions of appointment in terms of the provisions of Section 197 read with Schedule V to the said Act from time to time during the tenure of his appointment as Managing Director of the Company including salary and perquisites payable to him, provided however that the total remuneration payable to him shall not at any time exceed the limit prescribed under Schedule V and all other applicable provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT where in any financial year the Company during the currency of tenure of Managing Director the Company has no profits or its profits are inadequate, the Company may pay to Mr. Vijay Mohan Jain, Managing Director, remuneration by way of consolidated salary as specified above as minimum remuneration, subject however to the provisions of the Companies Act, 2013 and such other approvals as may be required.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. To re-appoint Mr. Darshan Jindal (DIN: 06951871) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, Mr. Darshan Jindal (DIN: 06951871) who was appointed as an Independent Director at the Thirty Fourth Annual General Meeting of the Company held on 30th September, 2015, to hold office for a period of 5(five) consecutive years and who is eligible for re-appointment and submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years with effect from 1st October, 2020 .”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:

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

Dated: 31.07.2020

By Order of the Board
For **DTL INDIA HOLDINGS LIMITED**

(Vijay Mohan Jain)
Managing Director
DIN: 00691974

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE MEETING IS ATTACHED TO THIS NOTICE.**

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to remote e-voting are given in this Notice under Note No. 17.
3. Corporate Members intending to depute their Authorised Representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the Members at the Registered Office of the Company on all working days during the business hours upto the date of the Meeting.
7. The requirement to place the matter relating to the appointment of Auditors for ratification by Members at every Annual General Meeting has been done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed from the conclusion of the 36th Annual General Meeting held on 29th September, 2017.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 15th October, 2020 to Thursday, 22nd October, 2020 (both days inclusive).
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository

Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or its Registrar and Transfer Agents, Skyline Financial Services Private Limited, New Delhi (hereinafter referred to as "RTA").

- 10.** Pursuant to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, the Company is required to obtain the copy of PAN Card and Bank details from all the Shareholders holding shares in physical form. Members are requested to get their details updated by sending the below-mentioned documents along-with a duly signed request letter to RTA:
 - a) Self-attested copy of PAN Card of all the holders;
 - b) Original cancelled cheque leaf with name of member printed on it (if name is not printed, a copy of Bank Passbook/ Statement bearing name, duly attested by the Bank) and;
 - c) Self-attested copy of address proof (viz. aadhaar, voter-id, passport, driving license, any utility bill not older than 3 months).

- 11.** SEBI vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 has come out with SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 (effective date of implementation is 5th December, 2018), wherein it has mandated that the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository except in the cases of transmission or transposition of securities. In view of above amended Regulations, Members are requested to get their shares dematerialised at the earliest to avoid any inconvenience.

- 12.** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.

- 13.** Members holding shares in single name and physical form are advised to make nomination in respect of their Shareholding in the Company. The nomination form can be obtained from the Company / RTA.

- 14.** Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificates to RTA for consolidation into a single folio.

- 15.** The Shareholders who wish to make nomination may send their application in prescribed Form No. SH-13 [under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014 which can be obtained from the Company / RTA.

- 16.** Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

17. Information and other instructions relating to remote e-voting are as under:

- (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- (ii) The poll shall be conducted at the Meeting and Members attending the Meeting who have not cast their vote by remote e-voting shall be eligible to vote at the Meeting.
- (iii) The Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (iv) the Company has engaged the Services of Central Depository Services Ltd ("CDSL") as the Agency to provide e-voting facility.
- (v) The Board of Directors of the Company has appointed Mrs. Deepti Agarwal Bindal, Practicing Company Secretary [Membership No. 5437] as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- (vi) Voting rights shall be reckoned on the Paid-up value of Shares registered in the name of the Member / Beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 14th October, 2020.
- (vii) 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, i.e. 14th October, 2020, only shall be entitled to avail the facility of remote e-voting.
- (viii) Any person who becomes a Member of the Company after dispatch of the Notice of the Meeting and holding Shares as on the cut-off date i.e. 14th October, 2020, may obtain the User ID and Password for remote e-voting by sending a request at helpdesk.evoting@cdslindia.com or at md@dtl.com.
- (ix) The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	Monday, 19th October, 2020, 10.00 A.M. IST
End of remote e-voting	Wednesday, 21st October, 2020, 05.00 P.M. IST

During this period, Shareholders of the Company holding Shares either in physical form or in dematerialized form, as on the cut-off date i.e. 14th October, 2020, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL after voting period ends.

(x) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than forty eight hours of conclusion of the Meeting, make a scrutinizer's report and submit the same to the Chairman. The results declared along with the scrutinizer's report shall be placed on the website of CDSL: <https://www.cdslindia.com>. The results shall simultaneously be communicated to the Stock Exchange.

(xi) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 22nd October, 2020.

(xii) Instructions and other information relating to remote e-voting:

(a) The e-voting facility can be availed by typing the link www.cdslindia.com in the internet browser.

(b) Click on the "shareholders" tab.

(c) Now Enter your User ID

- For CDSL: 16 digits beneficiary ID;
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
- Members holding shares in Physical Form should enter Folio Number registered with the Company.

(d) Next enter the Image Verification as displayed and Click on Login.

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

(f) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the

	<p>sequence Number in the “PAN “field.</p> <ul style="list-style-type: none"> • In case the sequence No. 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 No.001 then enter RA000001 in the “PAN” field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio respectively in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio respectively.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id /folio number in the Dividend Bank details field.</p>

(g) After entering these details appropriately, click on “SUBMIT” tab.

(h) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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 remote 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.

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

(j) Click on the EVSN for the relevant <Company Name > on which you chose to vote.

(k) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the 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.

- (l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (m) 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.
- (n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (o) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (p) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (q) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should e-mail a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a Compliance user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (r) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (s) Since the Company is required to provide Members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14th October, 2020 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- (xiii) The voting rights of Shareholders shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company as on 14th October, 2020.
- (xiv) The results shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizers' Report shall be placed on the website of CDSL and communicated to the BSE Ltd. within the prescribed period.

18. Route map to the Annual General Meeting venue is annexed with the Annual Report.
19. As required under Listing Regulations and Secretarial Standards on General Meetings (SS-2), the relevant details in respect of Director seeking re-appointment under Item Nos. 2,3 and 4 of this Notice is given below:-

Additional Information on directors recommended for appointment/ re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	Mr. Sidharth Jain	Mr. Vijay Mohan Jain	Mr. Darshan Jindal
DIN	00692012	00691974	06951871
Date of Birth	28/07/1975	25/12/1945	31/12/1973
Date of Appointment on Board	25/09/2002	28/04/1981	30/09/2015
Qualifications	B.E.[Engineering]	B.E.[Engineering]	B.E.[Engineering]
Experience and Expertise in specific functional area	24 years' experience in CRF Roll Forming business	More than 50 years of business in CRF Roll Forming business	More than 15 years' Experience in manufacturing industry
Chairman/ Director of other Companies (excluding foreign Companies)	1. DTL Ancillaries Limited	1. DTL Ancillaries Limited	1. DTL Ancillaries Limited
Chairman / Member of Committee of the Board of other Companies of which he is a Director	NIL	Member: Audit Committee Member: Nomination and Remuneration Committee	Member: Audit Committee Member: Nomination and Remuneration Committee
Shareholding in DTL India Holdings Limited	NIL	3,33,000	NIL
Relationship with other Directors / KMPs	Mr. Vijay Mohan Jain – Father Mrs. Santosh Jain - Mother	Mrs. Santosh Jain – Wife Mr. Sidharth Jain - Son	NIL
No. of Board Meetings attended during the Financial year 2019-2020	4 (Four)	4 (Four)	4 (Four)

Registered Office:

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

Dated: 31.07.2020

By Order of the Board
For **DTL INDIA HOLDINGS LIMITED**

(Vijay Mohan Jain)
Managing Director
DIN: 00691974

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 3**

Mr. Vijay Mohan Jain, was appointed as the Managing Director of the Company for a period of five years with effect from 30th September, 2015 and his tenure shall expire on 30th September, 2020. Considering the experience and valuable contribution made by him, the Board of Directors of the Company at its meeting held on 31st July, 2020 has approved the re-appointment of Mr. Vijay Mohan Jain, as Managing Director of the Company for a further period of 3 (Three) years w.e.f 1st October, 2020, subject to the approval of the Members at the ensuing General Meeting. The terms and conditions of his re-appointment are in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act and rules made thereunder and have been approved by the Board of Directors of the Company.

Considering the invaluable contribution of Mr. Vijay Mohan Jain, as Managing Director, the Board is of the opinion that his re-appointment as Managing Director of the Company would be in the best interest of the Company.

Mr. Vijay Mohan Jain, as Managing Director is not disqualified from being re-appointed as a Managing Director in terms of Section 164 of the Act and is eligible for re-appointment.

The Board upon the recommendations of the Nomination and Remuneration Committee, have re-appointed Mr. Vijay Mohan Jain, as Managing Director for a further period of 3 (Three) years with effect from 1st October, 2020 on the terms and conditions which are in line with the provisions of Section 196 and 197 and Schedule V of the Companies Act, 2013 read with Rule 7(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules,

2014 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, in pursuance to Section 196 of the Companies Act, 2013 (the 'Act'), and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which inter-alia, provides that no Company shall appoint a person who has attained the age of seventy years, as Managing Director, Whole-time Director or Manager unless his appointment is approved by a Special Resolution passed at the Meeting of the Shareholders of the Company. Accordingly, Mr. Vijay Mohan Jain, Managing Director of the Company has attained the age of seventy years during the tenure of his appointment. It is, therefore, intended to seek approval of the Members by way of Special resolution, for his re-appointment as Managing Director of the Company in compliance with the relevant provisions of the Act. Mr. Vijay Mohan Jain, is a founder Director and has been instrumental in bringing the Company to the present stage and he is fit enough to discharge his functional duties and management responsibilities.

None of the Directors of the Company except Mrs. Santosh Jain and Mr. Sidharth Jain, being related to him and Mr. Vijay Mohan Jain, himself may be considered as concerned or interested in the resolution.

The Board recommends the proposed resolution placed at Item No. 3 of the Notice for approval by the Members at the ensuing Annual General Meeting.

STATEMENT PURSUANT TO CLAUSE (B) OF SECTION II OF PART II OF SCHEDULE V READ WITH RULE 7 (2) (iv) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES 2014

I. GENERAL INFORMATION

(i) Nature of Industry: The Company is deriving its income from supply of services.

(ii) Date of commencement of Commercial Production: 01/04/1982

(iii) Financial Performance based on given indicators

	F.Y 2019-2020 (In Rs.)	F.Y 2018-2019 (In Rs.)	F.Y 2017-2018 (In Rs.)
Sale /Other Income	1,58,28,355/-	1,39,58,358/-	1,90,66,305/-

Net Profit/ (Loss)	29,62,058/-	25,96,269/-	88,89,657/-
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(iv) Foreign investments or collaboration, if any: NIL.

II. INFORMATION ABOUT THE APPOINTEE:

(i)	Background details	Mr. Vijay Mohan Jain, founder Director having over 50 years business experience to his credit.
(ii)	Past remuneration	Consolidated Salary Rs. 80,000/- p.m.
(iii)	Recognition or rewards	N.A.
(iv)	Job Profile and his suitability	The Managerial experience makes him most suitable for the position of Managing Director to exercise powers day to day management of affairs of the Company.
(v)	Remuneration proposed	Rs. 80,000/- p.m.
(vi)	Comparative remuneration profile of the Industry	Remuneration is commensurate and benchmarked with similar size of Company and the prevailing Industry trends.
(vii)	Pecuniary relationship directly or indirectly with the Company	Besides the remuneration proposed herein, Mr. Vijay Mohan Jain, Managing Director does not have, directly or indirectly any material pecuniary relationship with the Company or any key managerial personnel.

III. Other information

(i) Reasons for Loss or inadequate Profits:

The Company has earned Net Profit of Rs. 29.62 Lakhs (calculated in accordance with the provisions of Section 198 of the Companies Act, 2013) for the Financial year ended 31st March, 2020 and the remuneration presently being paid is within the ceiling limits laid down under Section 197 of the Companies Act, 2013 read with Schedule V thereto. The proposed remuneration is in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 read with Rule 7 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(ii) Steps taken or proposed to be taken for improvement:

The Company is exploring the possibilities of diversifying into viable business activities and will take effective steps at opportune time.

(iii) Expected increase in productivity and Profits in measurable terms:

The Company expects to improve its performance in times ahead.

(IV) DISCLOSURES:

The Shareholders of the Company are duly informed of the remuneration package of Mr. Vijay Mohan Jain, Managing Director of the Company.

Except Mrs. Santosh Jain and Mr. Sidharth Jain, Directors of the Company being relatives are interested in the resolution concerning the appointment of Mr. Vijay Mohan Jain as the Managing Director of the Company, no other Director or Key Managerial Personnel or their relatives are interested financially or otherwise in the resolution.

The Special Resolution alongwith the accompanying Explanatory Statement may be treated as memorandum of terms of appointment within the meaning of Section 190 of the Companies Act, 2013.

Item Nos. 4

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a second term of 5 (Five) consecutive years on the Board of a Company but shall be eligible for re-appointment for another term of upto 5 (Five) consecutive years on the Board of a Company only by means of passing of a Special Resolution by the Members at the General Meeting of the Company.

The Members of the Company had at the 34th Annual General Meeting held on 30th September, 2015 approved the appointment of Mr. Darshan Jindal (DIN:06951871) as an Independent Director of the Company for a period of 5 (Five) years with effect from 30th September, 2015.

Based on his performance evaluation and recommendations of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Act and the Listing Regulations, Mr. Darshan Jindal (DIN: 06951871) is eligible for re-appointment as Non-Executive Independent Director and has offered himself for re-appointment. The Board of Directors recommends his re-appointment as an Independent Director for a second term of 5 (five) consecutive years as mentioned in the Special Resolution placed at Item No. 4 of the Notice. The Company has received a notice from the Member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Darshan Jindal (DIN: 06951871) for the office of Director of the Company. The Company has also received the declaration of independence from him and in the opinion of the Board, Mr. Darshan Jindal, Independent Director fulfills the criteria of independence specified under Section 149(6) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for re-appointment as Independent Director of the Company.

As per the disclosure received from him, he is not disqualified from being re-appointed as Director in terms of Section 164 of the Companies Act, 2013. A copy of the draft Letter of Appointment for Independent Director is available for inspection at the Registered Office of the Company during business hours on any working day. The Board considers that association of Mr. Darshan Jindal, as Independent Director would be of immense benefit to the Company.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Shareholders of the Company.

Except Mr. Darshan Jindal, being an Appointee, none of the Directors and / or Key Managerial Personnel of the Company and / or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of the Notice.

Registered Office:

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

Dated: 31.07.2020

By Order of the Board
For **DTL INDIA HOLDINGS LIMITED**

(VIJAY MOHAN JAIN)
Managing Director
DIN: 00691974

ROUTE MAP

