

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mrs. Renu Gambhir
Managing Director
DIN: 01239511

Mr. Rajeev Gambhir
Executive Director
DIN: 00011771

Mr. Kunal Gambhir
Executive Director
DIN: 00011748

Mr. Vipin Aggarwal
Independent Director
DIN: 01952057

Mr. Atul Wassan
Independent Director
DIN: 01152410

CHIEF FINANCIAL OFFICER

Mr. Sunil Datt Sharma

AUDITORS

M/s S.K. Mittal & Co.
Chartered Accountants
E-29, N.D.S.E Part-II,
New Delhi -110049
Tel No. 011 26258517, 41640694

INTERNAL AUDITOR

Ms. Geeta Gandhi
214E, MIG Green Flats,
Rajouri Garden,
New Delhi 110027

SECRETARIAL AUDITOR

Pawan Sharma
Practicing Company Secretary
N-2, LGF, Malviya Nagar,
New Delhi 110017

BANKERS OF THE COMPANY

HDFC Bank

REGISTRAR AND SHARE TRANSFER AGENTS

M/s Skyline Financial Services Private Limited
1st Floor, D-153A, Okhla Industrial Area, Phase I,
New Delhi Pin Code 110 020, INDIA
Tel No. 011 2681 2682, 6473 2681

LISTED AT

Delhi Stock Exchange Limited

COPORATE IDENTIFICATION NUMBER

L50102DL1984PLC017834

EMAIL ID AND WEBSITE

Company and Investor Grievances: -
a.bhaskar@ddmotors.net

WEBSITE

www.ddventures.in

REGISTERED OFFICE

B-8, Phase-I, Mayapuri Industrial Area,
New Delhi 110064
Tel No. 011 46205400

D. D. VENTURES LIMITED

NOTICE OF ANNUAL GENERAL MEETING

R.O. B-8, Phase-I, Mayapuri Industrial Area, Phase-I, New Delhi 110064,
Tel. No. 011 46205400, Email Id a.bhaskar@ddmotors.net, Website: www.ddventures.in
CIN: L50102DL1984PLC017834

NOTICE is hereby given that the Annual General Meeting of D. D. Ventures Limited will be held on Wednesday, 30th Day of September, 2015 at 03:00 P.M at A-100, Mayapuri, Phase-II, New Delhi 110064, to transact the following businesses:

ORDINARY BUSINESSES:

ITEM NO. 1 – ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the financial statements of the Company for the financial year ended on 31st March 2015, including audited Balance Sheet as at 31st March, 2015 and the Profit & Loss Account for the year ended on that date, together with the report of the Directors and Auditors thereon.

ITEM NO. 2 – APPOINTMENT OF DIRECTOR

“**RESOLVED THAT** the vacancy caused by the retirement by rotation of Mr. Kunal Gambhir (DIN: 00011748), who has not sought re-appointment, be not filled in at this Meeting or any adjournment thereof.”

ITEM NO. 3 – APPOINTMENT OF AUDITORS

To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s S. K. Mittal & Co., Chartered Accountants, New Delhi (Firm’s Registration No. 001135N) be and is hereby appointed as Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting to be held in the financial year 2016-17 on such remuneration as may be determined by the Board of Directors.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, matters and things as may be necessary to give effect to the above resolution.”

SPECIAL BUSINESSES:-

ITEM NO. 4 – APPOINTMENT OF MRS. RENU GAMBHIR AS AN EXECUTIVE DIRECTOR

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mrs. Renu Gambhir (DIN: 01239511) who was appointed as an additional director of the Company and holds office upto the date of this Annual General Meeting, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. Renu Gambhir as a candidate for the office of director of the Company, be and is hereby appointed as an Executive Director of the Company.

FURTHER RESOLVED THAT the Board of Directors of the Company, be and are hereby authorised to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard.”

ITEM NO. 5 – APPOINTMENT OF MRS. RENU GAMBHIR AS MANAGING DIRECTOR

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

“**RESOLVED THAT** pursuant to recommendation of Nomination and Remuneration, and approval of the Board and subject to the provisions of sections 2(54), 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) consent of the members be and is hereby accorded to the appointment of Mrs. Renu Gambhir as Managing Director of the Company without any

remuneration for a period of three years from 02nd September 2015 to 01st September 2018 on the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mrs. Renu Gambhir.

FURTHER RESOLVED THAT, Board of Directors of the Company be and is hereby authorised to sign and file the requisite form and returns with the concerned Registrar of Companies and Stock Exchange and to take such other steps as may be necessary in this regard.”

ITEM NO. 6 - APPOINTMENT OF MR. VIPIN AGGARWAL AS AN INDEPENDENT DIRECTOR

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

RESOLVED THAT, pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Vipin Aggarwal, (DIN 01952057) who was appointed as an Additional Director of the Company by the Board of Directors on 31st March, 2015 and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from him under Section 160 of the Companies Act, 2013 signifying his intention to propose himself as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to 30th March, 2020, not liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorised to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard.”

ITEM NO. 7 - APPOINTMENT OF MR. ATUL WASSAN AS AN INDEPENDENT DIRECTOR

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

RESOLVED THAT, pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Atul Wassan, (DIN 01152410) who was appointed as an Additional Director of the Company by the Board of Directors on 31st March, 2015 and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from him under Section 160 of the Companies Act, 2013 signifying his intention to propose himself as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to 30th March, 2020, not liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorised to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard.”

ITEM NO. 8 - INCREASE IN THE AUTHORISED SHARE CAPITAL AND ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 sub-section (1), read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) Authorised Share Capital of the Company be and is hereby increased from the existing Rs. 10,000,000/- (Rupees One Crore only) divided into 1,000,000 (Ten lacs) Equity Shares of Rs. 10/- (Rupees ten only) each to Rs. 30,000,000/- (Rupees Three Crore only) divided into 3,000,000 (Thirty Lacs) Equity Shares of Rs. 10/- (Rupees ten only) each, by creation of additional 2,000,000 (Twenty Lacs) Equity Shares of Rs. 10/- each (Rupees Ten only) each and that clause 5 of the Memorandum of Association of the Company be and is hereby altered accordingly.

FURTHER RESOLVED THAT pursuant to Section 13, 61 and 64 and all other applicable provisions, if any, of the Companies Act, 2013, the existing clause V of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause V as under:

V. The Authorised Share Capital of the Company is Rs. 30,000,000/- (Rupees Three Crore only) divided into 3,000,000 (Thirty Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each.

FURTHER RESOLVED THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient and to sign, execute and submit all the requisite documents with the appropriate authority including filing of requisite documents with the Registrar of Companies.

**By Order of the Board
For D. D. Ventures Limited**

**Place: New Delhi
Dated: 02.09.2015**

**Rajeev Gambhir
Director
DIN: 00011771**

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 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 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. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
3. Corporate members are requested to send to the Company, a duly certified copy of the Board Resolution, authorizing their representative to attend and vote at the Annual General Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 24th day of September, 2015 to Wednesday, 30th day of September, 2015 (both days inclusive).
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. Members are requested to write their folio number/ DP ID/Client ID in the attendance slip for attending the meeting.
7. As per the provisions of Section 152 of the Companies Act, 2013, Mr. Kunal Gambhir, Director of the Company retires by rotation at the ensuing Annual General Meeting. Mr. Kunal Gambhir has expressed his intention not to seek re-election as a Director of the Company.
8. 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.
9. As a measure of economy and a step toward green initiative, Members are requested to bring their copy of Annual Report to the meeting. Members/ Proxies should bring the attendance slip duly filled in and signed for attending the meeting.
10. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
11. The Notice of AGM, Annual Report and Attendance Slip are being sent in physical mode. Members have requested to registered their e-mail IDs with the Company or Depository Participant(s).
12. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The e-voting period will commence at 09.00 a.m. on Sunday, 27th September, 2015 and will end at 5.00 p.m. on Tuesday, 29th September, 2015. The Company has appointed Mr. Yashlok Dubey, Practicing Company Secretary, having Membership No. 39066 to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given note no. 15.
13. The facility for voting through ballot will also be made available at the AGM, and members attending the AGM who have not already cast their vote by remote e-voting will be able to exercise their right at the AGM. Shareholders who have not cast their vote electronically, by remote e-voting may only cast their vote at the AGM through ballot paper.
14. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company and copies thereof shall also be made available for inspection in physical or electronic form at the registered Office of the Company during office hours on all working days, except Saturdays, between 11.00 a.m. to 1.00 p.m. up to and inclusive of the date of the Annual General Meeting also such documents are available at the meeting.

15. In terms of Section 108 of the Companies Act, 2013 Read with the rule 20 of the Companies (Management & Administration) Rules, 2014 it is mandatory on the part of the Company to provide e-Voting facility. Company is providing facility for Voting by electronic means and the business may be transacted through such voting.

The instructions for members for voting electronically are as under:-

- i. The voting period begins on 09:00 a.m. on Sunday, 27th September, 2015 and ends on 05:00 p.m. on Tuesday, 29th September 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, 23rd September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders.
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. 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.
- vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account in DD/MM/YYYY format.</p>
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.</p> <ul style="list-style-type: none"> • 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 as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach 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 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN of D. D. Ventures Limited on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. 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.

xviii. Note for Non-Individual Shareholders & Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.

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.com under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Mrs. Renu Gambhir was appointed as an additional Non Executive Director by the Board of Directors of the Company in their Meeting held on 24th December 2014 in terms of Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 149, 152, 161 of the Companies Act, 2013 read with the Articles of Association of the Company, the term of office of the said additional Director expires at the ensuing Annual General Meeting of the Company. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from members along with a deposit of Rs. 1,00,000/- proposing the candidature of Mrs. Renu Gambhir for the office of Director, to be appointed as such under the provisions of Section 160 and other applicable provision of the Companies Act, 2013. The Company has received from Mrs. Renu Gambhir consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Board considers it desirable that the Company should avail the services of Mrs. Renu Gambhir as Executive Director of the Company.

In the opinion of the Board of Directors, Mrs. Renu Gambhir Executive Director proposed to be appointed fulfils the conditions specified in the Act and the Rules made thereunder. A copy of the letter for the appointment of Mrs. Renu Gambhir as an executive director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during office hours 11.00 a.m. to 1.00 p.m. up to and inclusive of the date of the Annual General Meeting.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

Mr. Rajeev Gambhir, Mr. Kunal Gambhir and Mrs. Renu Gambhir, are interested or concerned in the resolution.

ITEM NO. 5

The Board of Directors of the Company at their meeting held on 02nd September 2015 has appointed Mrs. Renu Gambhir as Managing Director for a period of three years from 02nd September 2015. Having regards to the dynamic Business situation and the expansion programs on anvil it is thought fit and proper to appoint a Managing Director who shall be responsible for taking care of the day to day activities of the Business of the Company. She has rich experience of corporate law and incidental matters. However at present, no remuneration is proposed to be paid to Mrs. Renu Gambhir for her term pursuant to such appointment as Managing Director of the Company.

Terms of appointment of Managing Director

The appointment of Mrs. Renu Gambhir as the Managing Director shall be subject to the terms and condition in the appointment letter dated 02nd September 2015. Aforesaid appointment letter is available for inspection of the members at the registered office of the Company from 11:00 AM to 5:00 PM on all working days except Saturday.

Term & Termination

The appointment of Mrs. Renu Gambhir as the Managing Director shall be effective for period of three years from 02nd September 2015 and shall be subject to the approval of shareholders in the general meeting.

The employment may be terminated by either party at least two months prior notice in writing.

Duties & Powers

The Managing Director shall devote her whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to her. Subject to the supervision and control of the Board, the Managing Director be entrusted with substantial powers of management which are in connection with and in the best interests of the business of the Company. The Managing Director shall not exceed the powers so delegated by the Board pursuant to clause above.

The Managing Director undertakes to employ the best of her skill and ability to make her utmost endeavors to promote the interests and welfare of the Company and to conform and comply with the directions and regulations of the Company and all such orders and directions as may be given to her from time to time by the Board.

Remuneration

- A. SALARY:** No remuneration shall be payable to Mrs. Renu Gambhir during her tenure / term as Managing Director of the Company.

B. Benefits, Perquisites, Allowances: Managing Director shall not be entitled to any benefits and perquisites:

Variation

The terms and conditions of the appointment of the Managing Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Companies Act, 2013 or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Managing Director, subject to such approvals as may be required.

Confidentiality

The Managing Director is aware that in the course of her employment she will have access to and be entrusted with information in respect of the business and finances of the Company including IP, processes and product specifications, etc. and relating to its dealings, transactions and affairs and likewise in relation customers or clients all of which information is or may be of a confidential nature.

The Managing Director shall not except in the proper course of performance of her duties during or at any time after the period of her employment or as may be required by law divulge to any person whatever or otherwise make use of and shall use her best endeavors to prevent the publication or disclosure of any Confidential Information of the Company or any of its suppliers, agents, distributors or customers.

All notes, memorandum, documents and Confidential Information concerning the business of the Company or any of its suppliers, agents, distributors or customers which shall be acquired, received or made by the Managing Director during the course of her employment shall be the property of the Company and shall be surrendered by the Managing Director to the Company upon the termination of her employment or at the request of the Board at any time during the course of her employment.

Non - Competition

The Managing Director covenants with the Company that she will not, during the continuance of her employment with the Company, without the prior written consent of the Board, carry on or be engaged, directly or indirectly, either on her own behalf or on behalf of any person, or as manager, agent, consultant or employee of any person, firm or company, in any activity or business, in India or overseas, which shall directly or indirectly be in competition with the business of the Company.

Code of Conduct of the Company

The provisions of the Code of Conduct of the Company shall be deemed to have been incorporated into the appointment letter by reference. The Managing Director shall during her term, abide by the provisions of the Code of Conduct in spirit and in letter and commit to assure its implementation.

Summary termination of employment

The employment of the Managing Director may be terminated by the Company without notice:

- if she is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company; or
- in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Managing Director of any of the stipulations contained in the appointment letter;
- in the event the Board expresses its loss of confidence in the Managing Director.

Resignation from directorship

Upon the termination by whatever means of her employment under the Agreement:

The Managing Director shall immediately tender her resignation from office as a director of the Company without claim for compensation for loss of office and in the event of her failure to do so the Company is hereby irrevocably authorised to appoint some person in her name and on her behalf to sign and deliver such resignation to the Company.

The Managing Director shall not without the consent of the Company at any time thereafter represent herself as connected with the Company or any of the subsidiaries and associated companies.

Agreement co-terminus with directorship

If and when this Agreement expires or is terminated for any reason whatsoever, Mrs. Renu Gambhir shall cease to be the Managing Director. If at any time, Managing Director ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director and this appointment shall forthwith terminate.

Notices

Notices may be given by either Party by letter addressed to the other Party at, in the case of the Company, its registered office for the time being and in the case of the Managing Director her last known address and any notice given by letter shall be deemed to have been given at the time at which the letter would be delivered in the ordinary course of post or if delivered by hand upon delivery and in proving service by post it shall be sufficient to prove that the notice was properly addressed and posted.

Disclosure of Interest of Board Members

Mr. Rajeev Gambhir, Mr. Kunal Gambhir and Mrs. Renu Gambhir are interested in the proposed resolution to the extent of their appointment as the Managing Director.

The resolution stated in the item No. 5 is placed for kind consideration and approval of members of the Company. Board recommends the appointment of Mrs. Renu Gambhir as the Managing Director of the Company.

ITEM NO. 6 & 7

Mr. Vipin Aggarwal and Mr. Atul Wassan have been appointed in the Board of Directors' Meeting held on 31st March, 2015, as Additional Directors of the Company, pursuant to Section 161 of the Companies Act, 2013 and pursuant to the provisions of Section 161 of the Companies Act, 2013, they will hold office up to the date of the ensuing AGM.

The Company has received notices in writing under the provisions of Section 160 of the Companies Act, 2013, from members, along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. Vipin Aggarwal and Mr. Atul Wassan for the office of Independent Directors.

The Company has received from Mr. Vipin Aggarwal & Mr. Atul Wassan (i) consents in writing to act directors in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that they meet the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Vipin Aggarwal and Mr. Atul Wassan as Independent Directors of the Company for a period up to five years from their initial appointment. They will not be liable to retire by rotation.

In the opinion of the Board, Mr. Vipin Aggarwal and Mr. Atul Wassan, fulfill the conditions for appointment as Independent Directors. Copy of the draft letter for appointment of Mr. Vipin Aggarwal and Mr. Atul Wassan as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company at normal business hours.

Mr. Vipin Aggarwal & Atul Wassan are interested in the resolutions set out respectively at Item Nos. 6 & 7 of the Notice with regard to their appointment. The relatives of Mr. Vipin Aggarwal & Mr. Atul Wassan, may be deemed to be interested in the resolutions set out respectively at Item No. 6 & 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions

The Board recommends the ordinary resolution set forth in Item no. 6 & 7 for the approval of the members.

ITEM NO. 8

To meet any future requirements, the Authorised Share Capital of the Company needs to be increased from present Authorised Capital Rs. 10,000,000/- to 30,000,000/-. This requires amendment of Capital Clause V of Memorandum of Association with the approval of the members by way of Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of the Notice.

**By Order of the Board
For D. D. Ventures Limited**

**Place: New Delhi
Dated: 02.09.2015**

**Rajeev Gambhir
Director
DIN: 00011771**

REPORT OF BOARD OF DIRECTORS

Dear Members,

Your Directors are pleased to present the Annual Report on the business and operation of the Company, along with Audited Accounts, for the financial year ended 31st March, 2015

FINANCIAL HIGHLIGHTS

(Rs. In Lacs)

Details	Year Ended 31.03.2015	Year Ended 31.03.2014
Revenue from Operation	1.50	0.00
Other Income	13.93	0.00
Total Revenue	15.43	0.00
Total Expenditure	1.20	1.24
Profit/(Loss) before Tax	14.23	(1.24)
Provision for Tax	(3.27)	0.00
Net Profit/(Loss) after tax	10.96	(1.24)

REVIEW OF OPERATIONS AND FUTURE PROSPECTS

During the year under review, your company has generated only 1.50 lac revenue from operations and 13.93 Lacs revenue from other income. Your Directors are strongly believes that in the coming financial year, your Company will be able to do profitable business and will resort for better financial results.

SHARE CAPITAL

The paid up capital of the Company is Rs 9,722,375 (Rupees Ninety seven lacs twenty two thousand three hundred seventy five only) divided into 945950 (Nine lac forty five thousand nine hundred fifty only) equity shares of Rs 10 each.

There has been no change in the Authorised and paid up share capital of the Company during the year.

DIVIDEND

In the view of losses for current year and also accumulated losses your directors do not recommended any dividend for the financial year ended March 31, 2015. Your Directors are hopeful that they will present a much strong financial statements in coming years.

DEPOSITORY SYSTEM

Presently, Company's shares are in physical mode. Your Company has taken necessary steps to join with Depositories and filed the documents with NSDL and CDSL.

TRANSFER TO RESERVES

The profits transferred and other additions to reserves are as follows:

	Amount in Rs.	
Opening Balance	(9,723,508)	(9,599,724)
Add: Profit/(Loss) for the year	1,095,858	(123,784)
Closing Balance	(8,627,649)	(9,723,508)

AUDITORS

The Auditors, M/s. S. K. Mittal & Co., Chartered Accountants having FRN 01135N, the Statutory Auditor of the Company, holds office until the ensuing Annual General Meeting. The said Auditors have furnished the Certificates of their eligibility for re-appointment. Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules framed thereunder. It is proposed to appoint M/s. S. K. Mittal & Co., Chartered Accountants having FRN 01135N, as the Statutory Auditor of the Company from the conclusion of the ensuing AGM till the conclusion of the next AGM to be held in the financial year 2016-17.

Ms. Geeta Gandhi, Chartered Accountant, having membership No. 095482 has been appointed as Internal auditor for the financial year 2014-15 and further re-appointed as an Internal Auditor of the Company for the financial year 2015-16.

AUDITORS' REPORT

The Auditors' report on the financial statement for the financial year 2014-15 is self explanatory.

SECRETARIAL AUDITOR

The Board of Directors has appointed Mr. Pawan Sharma, Company Secretary, to conduct Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 for the financial year 2014-15. The Secretarial Audit Report is annexed herewith and marked as **Annexure I** to this Report.

FOLLOWING OF SECRETARIAL AUDITORS AND MANAGEMENT' REPLY

- i. The Company has not filed relevant intimation to the Registrar of Companies vide e-form MGT-14, notifying the appointment of Internal Auditor pursuant to section 117 and 138 of Companies Act, 2013
- ii. The Company has not filed relevant intimation to the Registrar of Companies vide e-form MGT-14, DIR-12, MR-1 notifying the appointment of Chief Financial Officer pursuant to section 203 read with Rule 3 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- iii. The Company has not complied with provision of appointment of Company Secretary of the Company pursuant to section 203 of Companies Act, 2013
- iv. In terms of Securities and Exchange Board of India Circular No. Cir/ISD/3/2011, the 100 percent Promoter's holding is to be in dematerialised form. Promoter holding is not in Demat form.

Management Reply

The Management is taking necessary steps to resolve all the above mentioned matters.

DIRECTORATE

During the financial year 2014-15, Mrs. Renu Gambhir was appointed as additional non- executive director of your Company at the meeting of the Board of Directors held on 24th December, 2014 and her candidature for appointment as Executive Director has been sought from a member in the ensuing Annual General Meeting of the Company on the recommendation of Nomination and remuneration committee.

Mr. Surinder Kumar, a Director on the Board of the Company, expired on 24th December, 2014. The Board, while condoling the death of Mr. Surinder Kumar, records its appreciation of the valuable services rendered by him.

During the period under review Mr. Vipin Aggarwal and Mr. Atul Wassan has been appointed as additional non executive Independent Director of the Company and hold office till the conclusion of this ensuing Annual General Meeting. However, these appointments have been proposed for regularization at the ensuing Annual General Meeting. As per the provisions of Section 152 of the Companies Act, 2013, Mr. Kunal Gambhir, Director of the Company retires by rotation at the ensuing Annual General Meeting. Mr. Kunal Gambhir has expressed his intention not to seek re-election as a Director of the Company.

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify himself to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

CHIEF FINANCIAL OFFICER

Pursuant to the provisions of Section 203 of the Companies Act, 2013, appointment of Mr. Sunil Datt Sharma, Chief Financial Officer was formalized as the Key Managerial Personnel of the Company.

BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance and individual directors pursuant to the provisions of the Companies Act, 2013. The performance of the Board was evaluated by the Board on the basis of the criteria such as the Board composition and structure, effectiveness of Board process, information and functioning etc. The Board and Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of individual director to the Board and committee meetings like preparedness on the issue to be discuss meaningful and constructive contribution and inputs in meetings, etc.

NOMINATION & REMUNERATION POLICY

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration as required under Section 178 of the Companies Act, 2013. The Nomination & Remuneration Policy of the Company is annexed herewith and marked as **Annexure II** to this Report.

RISK MANAGEMENT

The Company has a Risk Management Manual in place that defines the policies, lays out the strategies and methodology to decide on the risk taking ability of the organization.

The Company constantly reviews its exposure to various types of risk, whether it be regulatory, operational, environmental, financial or political. The Company has in place adequate systems to ensure compliance with all regulatory and statutory matters, reviews the same on a periodic basis and takes appropriate corrective action when necessary.

EFFICIENT INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Adequate internal controls have been laid down by the Company to safeguard and protect its assets as well as to improve the overall productivity of its operations. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The detailed process of review not only ensures reliability of control systems and legal compliances with applicable legislation, defined policies and processes but also reviews efficiency of systems and ensures safeguarding of tangible and intangible assets.

CORPORATE GOVERNANCE REPORT

In pursuance of SEBI Circular CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014, Clause 49 of the Listing Agreement shall be applicable to those companies having paid up equity share capital exceeding Rs.10 crore and Net Worth exceeding Rs. 25 crore, as on the last day of the previous financial year. The paid up share capital and net worth of your company do not come under the purview of applicability of clause 49 of Listing Agreement i.e. Corporate Governance. Therefore Separate Report of Corporate Governance is not attached herewith.

In spite of above said SEBI circular, Your Company adopts best practices for corporate governance, disclosure standard and enhanced shareholder value while protecting the interest of all other stakeholders including clients, its employee. This has enabled your Company to earn the trust and goodwill of its investors, business partners and the communities in which it operates.

DIRECTOR'S RESPONSIBILITY STATEMENT

The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 in the preparation of the annual accounts for the year ended 31st March, 2015 and state that:

- a. in the preparation of the annual accounts for the financial year ended on 31st March, 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the directors had prepared the annual accounts on a going concern basis;
- e. the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PARTICULARS OF EMPLOYEES

During the year under review no employee is covered as per rules 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, therefore no statement is required be given showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are not applicable.

PARTICULARS OF REMUNERATION

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- i) the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15:

No Director has drawn any remuneration from the Company during the financial year 2014-15 therefore ratio of remuneration of each director to the median remuneration of the employees of the Company is not ascertainable.

ii) the percentage increase in remuneration of each Director, Chief Financial Officer, Whole Time Director, Company Secretary or Manager, if any, in the financial year 2014-15:

No Director, CFO has drawn any remuneration from the Company during the financial year 2014-15. During the period under review, No, CEO or Manger was appointed therefore increase in remuneration of CEO, Manager is not ascertainable.

iii) the percentage increase in the median remuneration of employees in the financial year 2014-15:

Since the Company has paid nil remuneration during the financial year 2014-15 and therefore percentage increase in median remuneration of employee is not ascertainable.

iv) the number of permanent employees on the rolls of company: 1

v) the explanation on the relationship between average increase in remuneration and company performance:

The Company has recorded profit after tax of Rs. 945,858 as compared to loss of Rs. (123,784) in the previous financial year 2013-14. In the same line, Company is appointing competent employees during the financial year 2015-16 to maintain the work flow in more systematic manner.

vi) comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

No remuneration is being paid to any Key Managerial Personnel during the financial year 2014-15 while Company has recorded profit after tax of Rs. 1095,858 during the financial year 2014-15.

vii) variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer, the variations in the net worth of the Company as at the close of the current financial year and previous financial year:

Particulars	Unit	As at 31 st March, 2015	As at 31 st March, 2014	Variation
Closing rate of share at Delhi Stock Exchange Limited	Rs.	N.A.	N.A.	N.A.
Net Worth	Rs./Lac	10.95	-0.01	109573%
Market Capitalization	Rs./Lac	N.A.	N.A.	N.A.
Price Earnings Ratio	Rs.	N.A.	N.A.	N.A.

viii) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

	Amount in Lacs		
	2014-15	2013-14	Increase/Decrease in %
Average Salary of Employee other than key Managerial Personnel (Per Annum)	0.00	0.00	0.00
Managing Director/Director/CFO/CEO	0.00	0.00	0.00

ix) comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company:

No remuneration is being paid to any Key Managerial Personnel during the financial year 2014-15 while Company has recorded profit after tax of Rs. 1,095,858 during the financial year 2014-15.

x) the key parameters for any variable component of remuneration availed by the Directors:

The key parameters for the variable component of remuneration, if any, availed by the Directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Nomination & Remuneration Policy for Directors.

xi) the ratio of remuneration of the highest paid Director to that of the employees who are not Directors but receivable remuneration in excess of the highest paid director during the year:

No Director has drawn any remuneration from the Company during the financial year 2014-15 therefore ratio of remuneration of the highest paid Director to that of the employees who are not Directors but receivable remuneration in excess of the highest paid director is not ascertainable.

xii) affirmation that the remuneration is as per the remuneration policy of the Company:

Presently, no remuneration is being paid to any director and/or Key Managerial personnel. However it is hereby affirmed that the remuneration will pay as per the Nomination and Remuneration Policy of the Company.

LISTING ON THE STOCK EXCHANGE

The Company's shares are listed with Delhi Stock Exchange Limited

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The transactions falling under Section 188 of the Companies Act, 2013 had been undertaken at Arm length price.

The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board can be accessed on the Company's website at the link: www.ddventures.in

The details of the transactions with related party are provided in the accompanying financial statements.

COMMITTEES OF THE BOARD

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. The following substantive Committees constituted by the Board function according to their respective roles and defined scope:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder Relationship Committee

DISCLOSURES:

A) EXTRACT OF ANNUAL RETURN

Extract of Annual Return of the Company is annexed herewith as **Annexure-III** to this Report.

B) MEETINGS OF THE BOARD

During the financial year ended March 31, 2015, 8 meetings of the Board of Directors were held as against the statutory minimum requirement of 4 times. None of the two Board Meetings have a gap of more than 120 days between them. The dates of meetings are mentioned below:

Sr. No.	Date	Sr. No.	Date
1.	30.05.2014	5.	24.12.2014
2.	14.08.2014	6.	13.11.2014
3.	30.09.2014	7.	14.02.2015
4.	15.11.2014	8.	31.03.2015

C) COMPOSITION OF AUDIT COMMITTEE

The composition of Audit Committee as on 31st March 2015 as follows:

Mr. Vipul Aggarwal	Chairperson
Mr. Atul Wassan	Member
Mr. Rajeev Gambhir	Member

D) COMPOSITION OF NOMINATION AND REMUNERATION COMMITTEE

The composition of Nomination and Remuneration Committee as on 31st March 2015 as follows:

Mr. Vipul Aggarwal	Chairperson
Mr. Atul Wassan	Member
Mr. Rajeev Gambhir	Member

E) COMPOSITION OF STAKEHOLDER RELATIONSHIP COMMITTEE

The composition of Stakeholder Relationship Committee as on 31st March 2015 as follows:

Mr. Vipul Aggarwal	Chairperson
Mr. Atul Wassan	Member
Mrs. Renu Gambhir	Member

F) VIGIL MACHANISM/WHISTLE BLOWER POLICY

Pursuant to Section 177 of the Companies Act, 2013, the Board of Directors at its meeting held on 30th May, 2014 has adopted a vigil mechanism/whistle blower policy of the Company. The policy provides a framework for directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. Protected disclosures can be made by a whistle blower through an email or to the Chairman of the Audit Committee. The vigil mechanism/whistle blower policy can be accessed on the Company's website at the link: www.ddventures.in

G) DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance towards sexual harassment at workplace and during the year under review, your Board has constituted an Internal Complaints Committee to consider and redress complaints of sexual harassment & also adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder.

H) PATICULARS OF LOANS GIVEN, INVESTMENT MADE, GUARANTEES GIVEN AND SECURITY PROVIDED

Particulars of loans given, investments made, guarantees given and securities provided are provided in the financial statements.

I) GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Companies Act, 2013.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. The Managing Directors of the Company did not receive any remuneration or commission from subsidiary.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

SUBSIDIARY COMPANY

The Company has no subsidiary Company.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GO.

Information required to be given pursuant to section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 and forming part of the Director's report for the year ended 31st March, 2015 are given below :

A. CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION

(i) the steps taken or impact on conservation of energy;

Your Company is conscious about its responsibility to conserve energy, power and other energy sources wherever possible. We emphasis towards a safe and clean environment and continue to adhere to all regulatory requirements and guidelines.

(ii) the steps taken by the company for utilising alternate sources of energy;

The Company has been taking energy saving measures viz., Use of energy saver electrical equipments, LED fittings are provided inside the offices, efficient ventilation system in offices of the Company.

(iii) the capital investment on energy conservation equipments;

Your company has nil capital investment on energy conservation equipments.

(B) Technology absorption-

(i) the efforts made towards technology absorption; N.A.

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution; N.A.

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- N.A.

- (a) the details of technology imported; N.A.
(b) the year of import; N.A.
(c) whether the technology been fully absorbed; N.A.
(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and

(iv) the expenditure incurred on Research and Development. N.A.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO.

Details of Foreign Exchange, earnings and Outgo are given as below:-

	Year 2015 (Amt.)	Year 2014 (Amt.)
Foreign Exchange earning	Nil	Nil
Foreign Exchange outgoing	Nil	Nil

APPRECIATION

Directors wish to place on record their deep thanks and gratitude to the Government as well as their respective Departments and Development Authorities connected with the business of the Company, Banker, Shareholders of the Company for their co-operation and continued support.

**By Order of the Board
For D. D. Ventures Limited**

**Place: New Delhi
Dated: 02.09.2015**

**Rajeev Gambhir
Director
DIN: 00011771**

**Renu Gambhir
Managing Director
DIN: 01239511**

**ANNEXURE [I] TO BOARD OF DIRECTORS' REPORT
SECRETARIAL AUDIT REPORT**

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

To,
The Members,
D. D. Ventures Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **D. D. Ventures Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the **D. D. Ventures Limited** books, papers, minute books, forms, and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **D. D. Ventures Limited ("The Company")** for the period ended on March 31, 2015 according to the provisions of:

- I. The Companies Act, 2013 (**the Act**) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; continual disclosure
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; continual disclosure
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - 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; whether agreement with RTA or not
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- VI. As informed/ declared by the Company that during the Financial Year under review, the Company being not carrying any business activity therefore, no other Laws were applicable to the company during the period under reporting except Income Tax Act, 1961, and the Company is not registered with any other legislations:

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

Secretarial Standards issued by The Institute of Company Secretaries of India which were not followed as reported being non-mandatory during the period under review and also the Listing Agreements entered into by the Company with the DSE, which I report as generally complied.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards, etc. mentioned above subject to the following observations:

- i. The Company has not filed relevant intimation to the Registrar of Companies vide e-form MGT-14, notifying the appointment of Internal Auditor pursuant to section 117 and 138 of Companies Act, 2013

- ii. The Company has not filed relevant intimation to the Registrar of Companies vide e-form MGT-14, DIR-12, MR-1 notifying the appointment of Chief Financial Officer pursuant to section 203 read with Rule 3 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- iii. The Company has not complied with provision of appointment of Company Secretary of the Company pursuant to section 203 of Companies Act, 2013
- iv. In terms of Securities and Exchange Board of India Circular No. Cir/ISD/3/2011, the 100 percent Promoter's holding is to be in dematerialised form. Promoter holding is not in Demat form.

I further report that

The Board of Directors of the Company is duly constituted as per the provisions of the Companies Act, 2013 comprising of Independent Directors. However, it was observed that relevant E-form DIR -12 for appointment of Independent Directors are not filed with the Registrar of Companies till the date of signing of this report.

Adequate notice is given to all directors to schedule the Board meetings, agenda were sent 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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes, if any.

I further report that there are adequate systems and process in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. However, the company defaulted in complying with the procedural compliances as detailed above.

I further report that during the audited period the Company has not taken any major actions/ events that have a major bearing on the Company's affairs in pursuance of the above referred laws, Rules, Regulations, Guidelines, standards, etc. referred to above.

Pawan Sharma
Practicing Company Secretary
M. No. F5641
C. P. No. 5127

Place: New Delhi
Date: August 21, 2015

**ANNEXURE [II] TO BOARD OF DIRECTORS' REPORT
NOMINATION AND REMUNERATION POLICY**

1. GUIDING PRINCIPLES

The Policy ensures that

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and
- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

2. ROLE OF THE COMMITTEE

The role of the Committee inter alia will be the following:

- To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- Formulate criteria for evaluation of Independent Directors and the Board.
- Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of every Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- To devise a policy on Board diversity.

3. FREQUENCY OF THE MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

4. APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

Appointment criteria and qualifications:

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Term / Tenure:

Managing Director/Whole-time Director/Manager (Managerial Person):

- The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on 1 October, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of 5 years only.
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

Evaluation:

- The Committee shall carry out evaluation of performance of every Director,
- KMP and Senior Management on yearly basis or as when required.

Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

Retirement:

The Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

5. PROVISIONS RELATING TO REMUNERATION OF MANAGERIAL PERSON, KMP AND SENIOR MANAGEMENT**1. General:**

- The remuneration / compensation / commission etc. to Managerial Person, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
- Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person. Increments will be effective from the date of reappointment in respect of Managerial Person and 1st April in respect of other employees of the Company.

2. Remuneration to Managerial Person, KMP and Senior Management:

- Fixed pay:
Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force and also depend on the financial position of Company.
- Minimum Remuneration:
If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.
- Provisions for excess remuneration:
If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

3. Remuneration to Non-Executive / Independent Director:

- Remuneration / Commission:
The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
- Sitting Fees:
The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.
- Limit of Remuneration / Commission:
Remuneration / Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.
- Stock Options:
An Independent Director shall not be entitled to any stock option of the Company.

6. REVIEW AND AMENDMENT

- The Committee or the Board may review the Policy as and when it deems necessary.
- The Committee may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.
- This Policy may be amended or substituted by the Committee or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.

ANNEXURE [III] TO BOARD OF DIRECTORS' REPORT

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L50102DL1984PLC017834
2	Registration Date	31/03/1984
3	Name of the Company	D. D. Ventures Limited
4	Category/Sub-category of the Company	Company Limited By Shares Indian Non Government Company
5	Address of the Registered office & contact details	B-8, PHASE-I ,MAYAPURI INDUSTRIAL AREA, Phase-I, New Delhi 110064
6	Whether listed company	Listed at Delhi Stock Exchange Limited
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	In House Facility <i>During the financial year 2014-15</i> Skyline Financial Services Private Limited, D-153A, Okhla Industrial Area, Phase-I, New Delhi 110020, Tel No. 011 26812682, 83 <i>(appointed on 30.05.2015)</i>

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
(All the business activities contributing 10 % or more of the total turnover of the company 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	Manufacture of parts and accessories for motor vehicles	2930	100.00
<i>The Company has earned total revenue Rs. 1542869 during the financial year 2014-15, out of 1,392,869 from Interest income tax refund for A.Y. 1991-92</i>			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	N.A.	N.A.

IV. SHARE HOLDING PATTERN									
(Equity share capital breakup as percentage of total equity)									
(i) Category-wise Share Holding									
Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	0	0	640200	46.33	0	0	640200	46.33	0
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	0	0	201975	21.35	0	0	201975	21.35	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (A) (1)	0	0	640200	67.68	0	0	640200	67.68	0.00

(2) Foreign									
a) NRI Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (A) (2)	0	0	0	0.00	0	0	0	0.00	0.00
TOTAL (A)	0	0	640200	67.68	0	0	640200	67.68	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	0	0	0	0.00	0	0	0	0.00	0.00
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	0	0	0	0.00	0	0	0	0.00	0.00
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	195750	195750	20.69	0	195750	195750	20.69	0.00
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	110000	110000	11.63	0	110000	110000	11.63	0.00
c) Others (specify)									
Non Resident Indians	0	0	0	0.00	0	0	0	0.00	0.00
Overseas Corporate Bodies	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Nationals	0	0	0	0.00	0	0	0	0.00	0.00
Clearing Members	0	0	0	0.00	0	0	0	0.00	0.00
Trusts	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Bodies - D R	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(2):-	0	305750	305750	32.32	0	305750	305750	32.32	0.00
Total Public (B)	0	305750	305750	32.32	0	305750	305750	32.32	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	0	945950	945950	100.00	0	945950	945950	100.00	0.00

(ii) SHAREHOLDING OF PROMOTER

SN	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	Rajeev Gambhir	227825	24.08	0.00	227825	24.08	0.00	0.00
2	Kunal Gambhir	120650	12.75	0.00	120650	12.75	0.00	0.00
3	Fastlane Motors Ventures Pvt. Ltd.	110025	11.63	0.00	110025	11.63	0.00	0.00
4	D. D. Properties Pvt. Ltd.	91950	9.72	0.00	91950	9.72	0.00	0.00
5	Renu Gambhir	88750	9.38	0.00	88750	9.38	0.00	0.00
6	Tanisha Gambhir	1000	0.11	0.00	1000	0.11	0.00	0.00

(iii) CHANGE IN PROMOTERS' SHAREHOLDING

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Rajeev Gambhir	01.04.2014	Nil Movement	227825	24.08	227825	24.08
		31.03.2015		227825	24.08	227825	24.08
2	Kunal Gambhir	01.04.2014	Nil Movement	120650	12.75	120650	12.75
		31.03.2015		120650	12.75	120650	12.75
3	Fastlane Motors Ventures Pvt. Ltd.	01.04.2014	Nil Movement	110025	11.63	110025	11.63
		31.03.2015		110025	11.63	110025	11.63
4	D. D. Properties Pvt. Ltd.	01.04.2014	Nil Movement	91950	9.72	91950	9.72
		31.03.2015		91950	9.72	91950	9.72
5	Renu Gambhir	01.04.2014	Nil Movement	88750	9.38	88750	9.38
		31.03.2015		88750	9.38	88750	9.38
6	Tanisha Gambhir	01.04.2014	Nil Movement	1000	0.11	1000	0.11
		31.03.2015		1000	0.11	1000	0.11

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS*(Other than Directors, Promoters and Holders of GDRs and ADRs):*

SN	For each of the Top 10 shareholders	Date	Reason	Increase/Decrease in Shareholding		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Prem Prakash	01.04.2014	Nil Movement	Nil	Nil	40000	4.23
		31.03.2015		Nil	Nil	40000	4.23

2	Anand Singh	01.04.2014	Nil Movement	Nil	Nil	20000	2.11
		31.03.2015		Nil	Nil	20000	2.11
3	Jagat Singh	01.04.2014	Nil Movement	Nil	Nil	20000	2.11
		31.03.2015		Nil	Nil	20000	2.11
4	Bishwanath Santosh Kumar	01.04.2014	Nil Movement	Nil	Nil	10000	1.06
		31.03.2015		Nil	Nil	10000	1.06
5	Keshar Devi Goyal	01.04.2014	Nil Movement	Nil	Nil	10000	1.06
		31.03.2015		Nil	Nil	10000	1.06
6	Manju Goyal	01.04.2014	Nil Movement	Nil	Nil	10000	1.06
		31.03.2015		Nil	Nil	10000	1.06
7	Babulal Aggarwal	01.04.2014	Nil Movement	Nil	Nil	5000	0.53
		31.03.2015		Nil	Nil	5000	0.53
8	Gian Chand Sharma	01.04.2014	Nil Movement	Nil	Nil	5000	0.53
		31.03.2015		Nil	Nil	5000	0.53
9	Rama Rani	01.04.2014	Nil Movement	Nil	Nil	5000	0.53
		31.03.2015		Nil	Nil	5000	0.53
10	Santosh Kumari	01.04.2014	Nil Movement	Nil	Nil	4800	0.51
		31.03.2015		Nil	Nil	4800	0.51

(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

S.N	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Rajeev Gambhir						
	At the beginning of the year	01.04.2014	Nil Movement	227825	24.08	227825	24.08
	At the end of the year	31.03.2015		227825	24.08	227825	24.08
2	Kunal Gambhir						
	At the beginning of the year	01.04.2014	Nil Movement	120650	12.75	120650	12.75
	At the end of the year	31.03.2015		120650	12.75	120650	12.75
3	Renu Gambhir						
	At the beginning of the year	01.04.2014	Nil Movement	88750	9.38	88750	9.38
	At the end of the year	31.03.2015		88750	9.38	88750	9.38
4	*Vipin Aggarwal	31.03.2015	Nil Movement	0	0.00	0	0.00
5	*Atul Wassan	31.03.2015	Nil Movement	0	0.00	0	0.00
6	*Sunil Datt Sharma	31.03.2015	Nil Movement	0	0.00	0	0.00

*Mr. Vipin Aggarwal & Mr. Atul Wassan, Independent directors, and Mr. Sunil Datt Sharma, CFO appointed on 31.03.2015

V. INDEBTEDNESS				
Indebtedness of the Company including interest outstanding/accrued but not due for payment. (As on 31st March, 2015)				
(Amt. in Rs)				
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	933,721	0	933,721
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	933,721	0	933,721
Change in Indebtedness during the financial year				
* Addition	0	0	0	0
* Reduction	0	(259400)	0	(259400)
Net Change	0	(259400)	0	(259400)
Indebtedness at the end of the financial year				
i) Principal Amount	0	674,321	0	674,321
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	674,321	0	674,321

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL				
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:				
SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
	Name	Rajeev Gambhir	Kunal Gambhir	(Rs/Lac)
	Designation	Executive Director	Executive Director	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.00	0.00	0.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00	0.00
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0.00	0.00	0.00
2	Stock Option	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00
4	Commission			0.00
	- as % of profit	0.00	0.00	0.00
	- others, specify	0.00	0.00	0.00
5	Others, please specify	0.00	0.00	0.00
	Total (A)	0.00	0.00	0.00
	Ceiling as per the Act			0.00

B. REMUNERATION TO OTHER DIRECTORS					
SN.	Particulars of Remuneration	Name of Directors			Total Amount
		Vipin Aggarwal	Atul Wassan	Renu Gambhir	(Rs/Lac)
1	Independent Directors				
	Fee for attending board committee meetings	0.00	0.00	0.00	0.00
	Commission	0.00	0.00	0.00	0.00
	Others, please specify	0.00	0.00	0.00	0.00
	Total (1)	0.00	0.00	0.00	0.00

2	Other Non-Executive Directors				
	Fee for attending board committee meetings	0.00	0.00	0.00	0.00
	Commission	0.00	0.00	0.00	0.00
	Others, please specify	0.00	0.00	0.00	0.00
	Total (2)	0.00	0.00	0.00	0.00
	Total (B)=(1+2)	0.00	0.00	0.00	0.00
	Total Managerial Remuneration	0.00	0.00	0.00	0.00
	Overall Ceiling as per the Act				0.00

*Mr. Vipin Aggarwal & Mr. Atul Wassan, Independent directors, appointed on 31.03.2015

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD					
SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rs/Lacs)
		N.A.	Sunil Datt Sharma	N.A.	
	Name	CEO	CFO	CS	
	Designation				
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A.	0.00	N.A.	0.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A.	0.00	N.A.	0.00
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	N.A.	0.00	N.A.	0.00
2	Stock Option	N.A.	0.00	N.A.	0.00
3	Sweat Equity	N.A.	0.00	N.A.	0.00
4	Commission				
	- as % of profit	N.A.	0.00	N.A.	0.00
	- others, specify	N.A.	0.00	N.A.	0.00
5	Others, please specify	N.A.	0.00	N.A.	0.00
	Total	N.A.	0.00	N.A.	0.00

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:					
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. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

No Penalty/Punishment/Compounding of Offence

INDEPENDENT AUDITORS' REPORT

To The Members of
D.D. VENTURES LIMITED
Report on the Financial Statements

We have audited the accompanying financial statements of **D.D.VENTURES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

- b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms section 164(2) of the Act.
- f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note no. 13B (4) to the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For S.K. Mittal & Co.
Chartered Accountants
[FRN: 001135N]

Krishan Sarup
Partner
Membership No. 010633

Place: New Delhi
Date: 30.05.2015

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 1 under heading "Report on Other Legal and Regulatory Requirements" of our report of even date on the financial statements for the year ended 31 March, 2015)

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets
b) The fixed assets of the company have been physically verified by the management at the end of the year and no material discrepancies were noticed on such verification.
- ii. The company has no inventory and accordingly the provisions of para II of the Order are not applicable.
- iii. In our opinion and according to information and explanations given to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
- iv. In our opinion and according to information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services.
- v. In our opinion and according to information and explanations given to us, the company has not accepted any deposits within the meaning of Section 73 to 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 framed thereunder. No order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.
- vi. To the best of our knowledge and as explained to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013.
- vii. a) The company is generally regular in depositing with appropriate authorities undisputed statutory dues. According to information and explanations given to us, no undisputed amounts payable in respect of statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues were outstanding, at the year end, for a period of more than six months from the date they become payable.
b) According to information and explanation given to us, there are no dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess which have not been deposited on account of any dispute.
c) In our opinion and according to information and explanations given to us, no amount was required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made.
- viii. Accumulated losses of the company are more than fifty percent of its net worth at the end of the financial year. The company has not incurred cash losses during the financial year 2014-15. However, the company has incurred cash losses in the immediately preceding financial year.
- ix. In our opinion and according to information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.
- x. In our opinion and according to information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
- xi. According to information and explanations given to us, no term loans have been obtained during the year.
- xii. According to information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.

For S.K. Mittal & Co.
Chartered Accountants
[FRN: 001135N]

Krishan Sarup
Partner
Membership No. 010633

Place: New Delhi
Date: 30.05.2015

BALANCE SHEET AS AT 31ST MARCH 2015

Sr. No.	PARTICULARS	Note No.	As at 31.03.2015		As at 31.03.2014	
			Rs.	Rs.	Rs.	Rs.
I.	<u>EQUITY AND LIABILITIES</u>					
1.	Shareholders' funds					
	(a) Share Capital	1	9,722,375		9,722,375	
	(b) Reserves and Surplus	2	(8,627,649)	1,094,726	(9,723,508)	(1,133)
2.	Non- current liabilities					
	(a) Long-term borrowings	3	674,321	674,321	933,721	933,721
3.	Current Liabilities					
	(a) Other current liabilities	4	31,141		31,141	
	(b) Short term provisions	5	420,000	451,141	-	31,141
	TOTAL			2,220,188		963,730
II	<u>ASSETS</u>					
1.	Non-current assets					
	(a) Fixed assets		-		-	
	(i) Tangible assets	6	102		102	
	(b) Long-term loans and advances	7	188,004	188,106	873,822	873,924
2.	Current assets					
	(a) Current investments	8	865		1,023	
	(b) Trade Receivables	9	134,950		-	
	(c) Cash and Bank Balances	10	181,216		88,783	
	(d) Short Term Loans and Advances	11	1,715,050	2,032,082	-	89,806
	TOTAL			2,220,188		963,730
	Significant accounting policies and other notes to accounts	15				

As per our report of even date

For S.K. Mittal & Co.

Chartered Accountants

FRN : 01135 N

Krishan Sarup

Partner

(M. No- 010633)

Date: 30.05.2015

Place: New Delhi

Rajeev Gambhir

Director

DIN:00011771

N-56, Panchsheel Park , N.D- 17

Kunal Gambhir

Directors

DIN:00011748

N-56, Panchsheel Park , N.D-17

For and on behalf of the Board of Directors of
D. D. Ventures Limited

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2015

	PARTICULARS	Note No.	2014-15		2013-14	
			Rs.	Rs.	Rs.	Rs.
I	Revenue from operations	12		150,000		-
II	Other Income	13		1,392,869		-
III	Total Revenue (I + II)			1,542,869		-
IV	Expenses					
	Depreciation	6	-		35	
	Other expense	14	120,336	120,336	123,749	123,784
	Total Expense			120,336		123,784
	Profit / (Loss)before tax			1,422,533		(123,784)
	- Current Tax			(420,000)		-
	- Deferred Tax			-		-
	- Prior period excess tax provision W/back			93,325		-
V	Profit / (Loss) for the year (III-IV)			1,045,858		(123,784)
VI	Earnings per equity share:					
	(1) Basic			1.16		(0.13)
	(2) Diluted			1.16		(0.13)
	Significant accounting policies and other notes to accounts	15				

As per our report of even date

For S.K. Mittal & Co
Chartered Accountants
FRN : 01135 N

For and on behalf of the Board of Directors of
D. D. Ventures Limited

Krishan Sarup
Partner
(M. No- 010633)

Rajeev Gambhir
Director
DIN:00011771
N-56, Panchsheel Park , N.D- 17

Kunal Gambhir
Directors
DIN:00011748
N-56, Panchsheel Park , N.D-17

Date: 30.05.2015
Place: New Delhi

**CASH FLOW STATEMENT
FOR THE YEAR ENDED 31ST MARCH 2015**

Particulars	31.03.2015		31.03.2014	
	Rs.	Rs.	Rs.	Rs.
A. Cash Flow From Operating Activities:				
Net Profit/(Loss) before tax & extra ordinary items and tax		1,422,533		(123784)
Adjustment For :-				
Depreciation	-		35	
Interest Income	(1,392,869)		-	
		(1,392,869)		35
Operating Profit/(Loss) before working capital changes		29,664		(123,749)
<u>Changes in working capital:-</u>				
Adjustment for (Increase) / Decrease in Operating Assets				
Short term loan and advances	(1,715,050)		-	
Current Investment	158		(130)	
Trade Receivables	(134,950)		-	
<i>Adjustment for (decrease) / Increase in Operating liabilities</i>				
Other current liabilities	-		(56,386)	
		(1,849,842)		
Cash Generated From Operation		(1,820,178)		(180,265)
Net Income tax (paid)/refunds		-		-
Net Cash flow from/(used in) operating activities (A)		(1,820,178)		(180,265)
B. Cash Flow From Investing Activities:-				
Loans from loan and advances	779,141		-	
Interest received	1,392,869		-	
Net Cash from/(used in) investing activities (B)		2,172,010		-
C. Cash Flow From Financial Activities:-				
Proceeds from long term borrowings	(259,400)		265,000	
Net Cash from/(used in) financing activities (C)		(259,400)		265,000
Net increase in cash & cash equivalent (A+B+C)		92,432		84,736
Cash & Cash equivalent at the beginning of the year		88,783		4,047
Cash & Cash equivalents at the end of the year		181,216		88,783

As per our report of even date

For S.K. Mittal & Co
Chartered Accountants
FRN : 01135 N

Krishan Sarup
Partner
(M. No- 010633)

Date: 30.05.2015
Place: New Delhi

Rajeev Gambhir
Director
DIN:00011771
N-56, Panchsheel Park , N.D- 17

For and on behalf of the Board of Directors of
D. D. Ventures Limited

Kunal Gambhir
Directors
DIN:00011748
N-56, Panchsheel Park , N.D-17

NOTES FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2015

Particulars	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
NOTE `1' SHARE CAPITAL		
Authorised Capital 1,000,000 Equity Shares of Rs. 10/-each [Previous Year : 1,000,000 Equity Shares of Rs. 10/- each]	10,000,000	10,000,000
Issued Capital 1,000,000 Equity Shares of Rs. 10/- each [Previous Year : 1,000,000 Equity Shares of Rs. 10/- each]	10,000,000	10,000,000
Subscribed and paid up Capital 945,950 Equity Shares of Rs. 10/- each fully paid-up [Previous Year : 945,950 Equity Shares of Rs. 10/- each fully paid-up]	9,459,500	9,459,500
Add Share Forfeited 54,050 Equity Shares forfeited	262,875	262,875
	9,722,375	9,722,375

Reconciliation of Shares Outstanding				
Particulars	As at 31.03.2015		As at 31.03.2014	
	Nos	Amt (Rs)	Nos.	Amt (Rs)
Opening Share Capital	945,950	9,459,500	945,950	9,459,500
Add: Shares issued During the year		-		-
Add: Rights/Bonus Shares Issued		-		-
Total	945,950	9,459,500	945,950	9,459,500
Less: Buy back of Shares		-		-
Less Reduction in Capital		-		-
Closing Share Capital	945,950	9,459,500	945,950	9,459,500

Details Of Shareholders holding more than 5 percent shares				
Name Of Shareholders	As at 31.03.2015		As at 31.03.2014	
	No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
Rajeev Gambhir	227,825	24.08	227,825	24.08
Renu Gambhir	88,750	9.38	88,750	9.38
Kunal Gambhir	120,650	12.75	120,650	12.75
Fastlane Ventures Pvt. Ltd (Formerly Known as Maya Leasing & Finance Private Limited)	110,025	11.63	110,025	11.63
D.D. Properties Private Limited	91,950	9.72	91,950	9.72
Total	639,200	67.57	639,200	67.56

NOTE `2'				
PARTICULARS		As at 31.03.2015		As at 31.03.2014
RESERVES AND SURPLUS				
Surplus				
Opening Balance		(9,723,508)		(9,599,724)
Add: Profit / (Loss) During The Year		1,095,858		(123,784)
Closing Balance		(8,627,649)		(9,723,508)

NOTE `3'				
LONG TERM BORROWINGS				
Loans & Advance from Related Parties				
Unsecured				
Mr. Rajeev Gambhir, Director (Interest Free)	140,600		400,000	
Mr. Surinder Kumar, a former Director (Interest Free)	75,000		75,000	
Mrs. Urmila Gambhir, a former Director (Interest Free)	458,721	674,321	458,721	933,721
TOTAL		674,321		933,721

NOTE `4'				
OTHER CURRENT LIABILITIES				
M/s S. K. Mittal & Co.	30,899		30,899	
Others	242	31,141	242	31,141
TOTAL		31,141		31,141

NOTE `5'				
SHORT TERM PROVISIONS				
Provision for Income Tax (A.Y. 2015-16)	420,000	420,000	-	-
TOTAL		420,000		-

NOTE `7'				
LONG TERM LOANS AND ADVANCES				
Unsecured				
(i) Income Tax (Net of Tax Provision)	-		685,818	
(ii) Interest Tax	188,004	188,004	188,004	873,822
TOTAL		188,004		873,822

NOTE `8'				
CURRENT INVESTMENTS				
(Quoted Equity shares)				
Number	Face Value	Per Unit	Non - Trade	
Investment in				
			Cost	Market Value
50	10	Arihant Costyn Limited	500	16
100	10	Emergy Pharma Limited	1,000	44
20	10	Ferro Alloys Corp. Ltd	1,320	81
100	10	Sri Chakra Remedies Ltd	1,000	670
100	10	Punsumi India Ltd	2,000	54
Total Non- Current Investment			865	1,023
Aggregate amount of Quoted Investment				
Cost			5,820	5,820
Market Value			865	1,023

NOTE '6' FIXED ASSETS											
SR. NO.	DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		COST AS ON 01.04.2014	ADDITION DURING THE YEAR	ADJ. DURING THE YEAR	TOTAL COST AS AT 31.03.2015	DEPRECIATION AS AT 01.04.2014	ADDITION DURING THE YEAR	DEP ADJ.	TOTAL DEP. AS AT 31.3.2015	AS AT 31.03.2015	AS AT 31.03.2014
1	Tangible Assets: VEHICLES	30,028	-	-	30,028	29,926	-	-	29,926	102	102
	TOTAL RS.	30,028	-	-	30,028	29,926	-	-	29,926	102	102
	PREVIOUS YEAR RS.	30,028	-	-	30,028	29,891	35	-	29,926	102	-

NOTE `9'				
TRDE RECEIVABLES (Unsecured considered good unless otherwise stated)				
Debts exceeding six months				
-Considered good		-		-
-Considered Doubtful		-		-
Others (Due from DD Industries Ltd.- a company having certain common directors)		134,950		-
TOTAL		134,950		-

NOTE `10'				
CASH & BANK BALANCE				
Cash in Hand		3,149		572
Current account with HDFC Bank		178,067		88,211
TOTAL		181,216		88,783

NOTE `11'				
SHORT TERM LOANS AND ADVANCES				
Unsecured				
My Cover Services (Interest free) (A firm in which a director of the company is a partner)		1,700,000		-

NOTE `12'				
REVENUE FROM OPERATINS				
- Commission on Sales		150,000		-
Total Revenue		150,000		-

NOTE `13'				
OTHER INCOME				
- Interest on income tax refund for A.Y. 1991-92		1,392,869		-
Total Revenue		1,392,869		-

NOTE `14'				
OTHER EXPANSES				
Payment to Auditors	47,753		47,753	
Filing Fee	11,064		1,530	
Legal & Professional Charges	15,670		20,220	
Advertisement Expenses	34,712		28,991	
Bank Charges	5,242		21,910	
Diminution in value of Investment	157		(130)	
Postage & Courier	120		3,475	
E-Voting Charges	5,618	120,336	-	123,749
TOTAL		120,336		123,749

Additional Information				
Audit fees	25,281		25,281	
For Certification Work	22,472	47,753	22,472	47,753
TOTAL		47,753		47,753

SIGNIFICANT ACCOUNTING POLICIES & OTHER NOTES ON ACCOUNTS FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st March 2015.**A. SIGNIFICANT ACCOUNTING POLICIES:**

- The accounts of the company are prepared under the historical cost convention basis.
- Interest on overdue investment is accounted for as and when received because the recoverability of the same is not certain.
- Fixed Assets are stated at Cost less Depreciation.
- Depreciation on fixed assets is provided on written down value method (WDV) on the basis of useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.
- Investments are classified as long term and current investment long term investment are stated at acquisition cost provision for diminution in the value of long term investment is made only if such decline is others than temporary current investment are valued at lower of cost and market rate on individual investment basis
- In determining earning per share, the company considers the net profit after tax and includes the post tax effect of any extraordinary / exceptional items. Basic earning per share is computed using the weighted average number of equity shares outstanding during the year.
- Dividend & interest on debentures is accounted for as and when received.

B. NOTES ON ACCOUNTS:

- Income Tax Assessment has been completed upto assessment year 2013-14.
- The company has not recorded accumulated deferred tax on account of timing differences as stipulated in Accounting Standard 22 for "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India in view of the uncertainty of taxable Income.
- In the opinion of the Board, value of Current Assets, Loans & Advances, if realized in the normal course of business shall not be less than the value stated in accounts.
- The company has received a notice from the Sales Tax Department proposing assessment of sales tax liability in respect of the period commencing from 1988-89 to 1999-2000. The company has since filed an appeal against the said notice and accordingly the matter is sub- judice.
- Investment in shares is considered as current investment.
- Related Parties Disclosure (As-18):

(a) Key Management Personnel:

- Surinder Kumar (Director up to 23.12.2014)
- Rajeev Gambhir (Director)
- Kunal Gambhir (Director)
- Renu Gambhir (Director)

(b) Material transactions with related parties:

	2014-15 (in Rs.)	2013-14 (in Rs.)
a) Commission Income	1,50,000	Nil
b) Unsecured Loan taken from :		
Mrs. Urmila Gambhir	4,58,721	4,58,721
Mr. Rajeev Gambhir	1,40,600	4,00,000
Mr. Surinder Gambhir	75,000	75,000
c) Outstanding balance of unsecured loan at end of the year	6,74,321	9,33,721
d) Trade receivables from D. D. Industries Limited	1,34,950	Nil

7. Debit/Credit balances of parties are subject to reconciliation/confirmation.

8. Earning per share (EPS)

	2014-15 (Rs.)	2013-14 (Rs.)
Profit / (Loss) after tax	10,95,858	(123,784)
Weighted average no. of shares	9,45,950	945,950
Nominal Value of Shares	10	10
Basic & Diluted Earning / (Loss) per share	1.16	(0.13)

9. Figures for previous year have been rearranged /regrouped, wherever necessary.

10. Paise have been rounded off to the nearest rupee.

11. Notes No. 1 to 15 forms an integral part of the accounts for the year ended on 31st March 2015.

SIGNATURES TO NOTES 1 TO 15 AS PER OUR REPORT OF EVEN DATE

For S.K. MITTAL & CO.
CHARTERED ACCOUNTANTS
FRN: 01135

Krishan Sarup
(Partner)
M. No. 010633

Date: 30.05.2015
Place: New Delhi

For & on Behalf of Board of Directors

Rajeev Gambhir
Director
DIN: 00011771
N-56, Panchsheel Park,
New Delhi, 110017

Kunal Gambhir
Director
DIN: 00011748
N-56, Panchsheel Park,
New Delhi, 110017

D. D. VETNURES LIMITED

R.O. B-8, Phase-I, Mayapuri Industrial Area, Phase-I, New Delhi 110064
Tel. No. 011 46205400, Email Id a.bhaskar@ddmotors.net, Website: www.ddventures.in
CIN: L50102DL1984PLC017834

ATTENDANCE SLIP

(To be presented at the entrance)

Folio No. _____

I/We hereby record my/our presence at the **ANNUAL GENERAL MEETING** of the Company at A-100, Mayapuri, Phase-II, New Delhi 110064 on Wednesday, 30th September, 2015 at 03.00 p.m.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

Signature of the Member/ Proxy

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

D. D. VETNURES LIMITED

R.O. B-8, Phase-I, Mayapuri Industrial Area, Phase-I, New Delhi 110064
Tel. No. 011 46205400, Email Id a.bhaskar@ddmotors.net, Website: www.ddventures.in
CIN: L50102DL1984PLC017834

Name of Member(s)	
Registered Address	
Folio No.	
E-mail Id:	

I/We, being the member(s) of shares of the above named Company, hereby appoint:

Name	
Address	
Email Id	
Signature	

Or falling him/her

Name	
Address	
Email Id	
Signature	

Or falling him/her

Name	
Address	
Email Id	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday, 30th September, 2015 at 03:00 P.M. at A-100, Mayapuri, Phase-II, New Delhi 110064 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	For	Against
ORDINARY BUSINESSES			
1.	Adoption of Financial Statements of the Company for the year ended 31 st March, 2015 including Balance Sheet, Statement of Profit & Loss and Cash Flow Statement as at 31 st March, 2015, Reports of the Board of Directors and Auditors thereon.		
2.	The vacancy caused by retirement by rotation of Mr. Kunal Gambhir, who has not sought re-election, be not filled at this AGM or any adjournment thereof		

3.	Appointment of M/s S. K. Mittal & Co., Chartered Accountant as Auditors of the Company, till the conclusion of next Annual General Meeting and fix their remuneration.		
SPECIAL BUSINESSES			
4.	Appointment of Mrs. Renu Gambhir (DIN 01239511) as an Executive Director.		
5.	Appointment of Mrs. Renu Gambhir (DIN 01239511) as Managing Director for three consecutive years with effect from 02 nd September 2015 to 01 st September, 2018.		
6.	Appointment of Mr. Vipin Aggarwal as Non Executive Independent Director (DIN 01952057) of the Company for five consecutive years with effect from 31 st March 2015 to 30 th March, 2020.		
7.	Appointment of Mr. Atul Wassan as Non Executive Independent Director (DIN 01152410) of the Company for five consecutive years with effect from 31 st March 2015 to 30 th March, 2020.		
8.	Increase in Authorised Share Capital from Rs. 1 Crore to Rs. 3 Crore.		

Signed this _____ day of _____ 2015

Signature of Shareholder

Signature of Proxy holder(s)

Notes:

- This Form, in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the meeting.
- A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. A member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy, however, such person shall not act as proxy for any other person or Shareholder.

ROUTE MAP OF THE VENUE OF ANNUAL GENERAL MEETING

