

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mrs. Renu Gambhir
Managing Director/CEO
DIN: 01239511

Ms. Tanisha Gambhir
Non-Executive Director
DIN: 01239532

Mr. Vipin Aggarwal
Independent Director
DIN: 01952057

Mr. Atul Wassan
Independent Director
DIN: 01152410

Mr. R K Nair
Independent Director
DIN: 07298838

Mr. Sunil Datt Sharma
Director
DIN: 07422151

COMPANY SECRETARY

Ms. Shilpy Singh

CHIEF FINANCIAL OFFICER

Mr. Sunil Datt Sharma

AUDITORS

M/s Satish .K. Wadhwa & Co.
Chartered Accountants
8A/17, G.F, W.E.A KAROLBAGH,
New Delhi -110005
Tel No. 011 26255213

SECRETARIAL AUDITOR

Rajiv & Associates
Room No. 103, 1st Floor,
Sahedeo Enclave, Ratu Road,
Ranchi-834001

BOARD COMMITTEES

AUDIT COMMITTEE

Mr. R K Nair – Chairperson
Mr. Tanisha Gambhir – Member
Mr. Atul Wasan – Member

NOMINATION & REMUNERATION COMMITTEE

Mr. R K Nair – Chairperson
Mr. Tanisha Gambhir – Member
Mr. Atul Wasan – Member

STAKEHOLDER RELATIONSHIP COMMITTEE

Mr. R K Nair – Chairperson
Mr. Tanisha Gambhir – Member
Mr. Atul Wasan – Member

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

Metropolitan Stock Exchange of India 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

REPORT OF BOARD OF DIRECTORS

Dear Members,

Your Directors are pleased to present 34th Annual Report on the business and operation of the Company, along with Audited Accounts, for the financial year ended 31st March, 2018.

FINANCIAL HIGHLIGHTS

(Amount in Lacs)

Details	Year Ended 31.03.2018	Year Ended 31.03.2017
Revenue from Operation	18.85	8.83
Other Income	0.00	0.00
Total Revenue (1)	18.85	8.83
Depreciation	0.00	0.00
Total Expenditure (2)	13.73	10.05
Profit/(Loss) before Tax (1-2)	5.12	(1.22)
Provision for Tax	0.97	0.00
Net Profit/(Loss) after tax	4.15	(1.22)

REVIEW OF OPERATIONS AND FUTURE PROSPECTS

During the year under review, your Company has generated Rs. 18.85 Lacs revenue from operations. Though, it was not a satisfactory amount, but it was enough to push on the track to generate some positive vibes by exploring new contract and to generate profits into the Company. 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.

MATERIAL CHANGES FROM END OF FINANCIAL YEAR TO DATE OF REPORT

There are no material change and commitment, affecting the financial position of Company which has occurred between the end of financial year of the Company to which the financial statements relate and the date of this report other than those disclosed in the Annual report.

CHANGE IN NATURE OF BUSINESS

During the period under review, the Company has not changes its nature of business.

SHARE CAPITAL

There has been no change in the Authorised Share Capital & Paid up Share capital of the Company during the financial year 2017-18.

DIVIDEND

The company has not declared any dividend for the financial year ended March 31, 2018. Your Directors are hopeful that they will present a much strong financial statements in coming years.

DEPOSITORY SYSTEM

Your Company's equity shares are available for dematerialisation through National Securities Depository Limited and Central Depository Services (India) Limited. ISIN of your Company is INE458T01012. As on March 31, 2018, all the equity shares of your Company were held in physical form.

TRANSFER TO RESERVES

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

(Amount in Rs.)

Opening Balance	(9,763,965)	(9,763,104)
Add: Profit/(Loss) for the year	414,584	(861)
Closing Balance	(9,349,381)	(9,763,965)

DETAILS OF DEPOSITS

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 during the year ended 31st March, 2018. There are no unclaimed/unpaid deposits as on 31st March, 2018.

AUDITORS

The Company at its Annual General Meeting held in the year 2016-17 appointed M/s Satish K. Wadhwa & Co., Chartered Accountant (FRN: 002293N), as Statutory Auditors of the Company for a period of five years.

AUDITORS' REPORT

The Auditors' report on the financial statement for the financial year 2017-18 is self explanatory and does not warrant any further comments from the Board of Directors.

INTERNAL AUDITOR

The Company has appointed Mr. Shahzad Ali, Company Secretary, having Membership No. A48314 as an Internal Auditor for Financial Year 2017-18.

SECRETARIAL AUDITOR

The Board of Directors has appointed Rajiv & Associates, Company Secretaries, to conduct Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 for the financial year 2017-18. The Secretarial Audit Report is annexed herewith and marked as **Annexure I** to this Report.

FOLLOWING OBSERVATION OF SECRETARIAL AUDITORS AND MANAGEMENT' REPLY

Observation of Secretarial auditors`

- i. *In terms of Securities and Exchange Board of India Circular No. SEBI/Cir/ISD/1/2010 read with SEBI/Cir/ISD/2/2010 and SEBI/Cir/ISD/1/2012, at least 100 percent Promoter's holding and 50% Non-Promoters holding are to be in dematerialised form. While company is still in the process of achieving the aforesaid shareholding in Demat Form.*

Management Reply

Reply for point (i) - As secretarial auditor mentioned in its comments, Company is in process of achieving the same shareholding in dematerialization form and the process for the same has already been started by Company therefore we assure the members that all the necessary action in this regards will be taken by Company in forthcoming year.

DECLARATION BY INDEPENDENT DIRECTORS

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 themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

DETAILS OF DIRECTORS & KEY MANAGERIAL PERSONNEL (KMP)

Mr. Rajeev Gambhir, Mr. Hupesh Tandon and Ms. Renu Gambhir were disqualified as director for a period of 5 years vide Ministry of Corporate Affairs ("MCA") notification issued in the month of September, 2017. Mr. Rajeev Gambhir and Mr. Hupesh Tandon have resigned from the Board and Ms. Renu Gambhir has remove her disqualification after filling all pending documents in a scheme of MCA called CODS, in which she was disqualified. Further Ms. Renu Gambhir, is appointed as CEO of the Company w.e.f 13.11.2017.

Mr. Sunil Datt Sharma CFO of the Company and Ms. Tanisha Gambhir was appointed as Additional directors of the Company whose appointment requires formalize as director in the ensuing Annual General Meeting.

Mr. Shahzad Ali, Company Secretary of the Company has resigned from their post w.e.f. 3rd September 2018 and pursuant to the provisions of Section 203 of the Companies Act, 2013, the Company has appointed Ms. Shilpy Singh as Company Secretary of the Company w.e.f. 3rd September 2018.

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.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report as required under Regulation 34 of the SEBI Listing Regulations, is annexed as **annexure III** to this Board Report.

RISK MANAGEMENT

The Company has implemented an integrated risk management approach through which it reviews and assesses significant risks on a regular basis to ensure that a robust system of risk controls and mitigation is in place. Senior management periodically reviews this risk management framework to keep updated and address emerging challenges.

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 Regulation 27 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 shall be applicable 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 Regulation 27 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. Therefore separate report of corporate governance is not attached herewith.

In spite of above said, 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 employees. This has enabled your Company to earn the trust and goodwill of its investors, business partners, employees and the communities in which it operates. Your Directors believe that Company profitability must go hand in hand with a sense of responsibility towards all stakeholders, employees and communities.

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, 2018 and state that:

- a. in the preparation of the annual accounts for the financial year ended on 31st March, 2018, 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 2017-18:

No Director has drawn any remuneration from the Company during the financial year 2017-18 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 2017-18:

No Director, Chief Financial Officer has drawn any remuneration from the Company during the financial year 2017-18.

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

v) 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		
	2017-18	2016-17	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

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

Presently, no remuneration is being paid to any director, only Mr. Amit Shankar, Company Secretary of the Company has received remuneration till 3rd July, 2017 and Mr. Shahzad Ali, Company Secretary of the Company is getting remuneration from 3rd July, 2017 from the Company. However, it is hereby affirmed that the remuneration paid or will be paid as per the Nomination and Remuneration Policy of the Company.

LISTING ON THE STOCK EXCHANGE

Presently the equity shares of the Company have been listed with Metropolitan Stock Exchange Of India Limited on 10th day of December 2015.

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 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-IV** to this Report.

B) MEETINGS OF THE BOARD

During the financial year ended March 31, 2018, 6 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.	29.05.2017	5.	13.11.2017
2.	03.07.2017	6.	13.02.2018
3.	12.08.2017		
4.	01.09.2017		

C) COMPOSITION OF AUDIT COMMITTEE

The composition of Audit Committee as on 31st March 2018 as follows:

Mr. Ramakrishnan Karat Nair	Chairperson
Ms. Tanisha Gambhir	Member
Mr. Atul Wassan	Member

D) COMPOSITION OF NOMINATION AND REMUNERATION COMMITTEE

The composition of Nomination and Remuneration Committee as on 31st March 2018 as follows:

Mr. Ramakrishnan Karat Nair	Chairperson
Ms. Tanisha Gambhir	Member
Mr. Atul Wassan	Member

E) COMPOSITION OF STAKEHOLDER RELATIONSHIP COMMITTEE

The composition of Stakeholder Relationship Committee as on 31st March 2018 as follows:

Mr. Ramakrishnan Karat Nair	Chairperson
Ms. Tanisha Gambhir	Member
Mr. Atul Wassan	Member

F) VIGIL MACHANISM/WHISTLE BLOWER POLICY

The Company has set up vigil mechanism viz. Whistle Blower Policy to enable the employees and Directors to report genuine concerns, unethical behavior and irregularities, if any, in the Company noticed by them which could adversely affect company's operations, to the Audit Committee Chairman. The same is reviewed by the Audit Committee from time to time. No concerns or irregularities have been reported till date. 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) PARTICULARS 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/ASSOCIATES/JOINT VENTURE COMPANY

The Company has no subsidiary and no associate 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, 2018 are given below:

A. CONSERVATION OF ENERGY

(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 2018 (Amt.)	Year 2017 (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: 03.09.2018**

**Sunil Datt Sharma
Director/CFO
DIN: 07422151**

**Renu Gambhir
Managing Director/CEO
DIN: 01239511**

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

(For the Financial Year ended on March 31, 2018)

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

To,
The Members,
D. D. Ventures Limited

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

Based on my verification of the Company's books, papers, minute books, forms, and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the period ended on 31st March, 2018 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- VI. As informed / declared by the Company that during the financial year under review, the Company did not carried on any main business activity therefore, no other laws were applicable to the Company except Income Tax Act, 1961. Further, the Company is not registered under any other legislation.

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

- (i) Secretarial Standards I and II issued by The Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs;
- (ii) SEBI (Listing Obligations and Disclosure Requirements), 2015.
- (iii) During the period under review, Ms. Tanisha Gambhir and Mr. Sunil Dutt Sharma were appointed as additional directors on the Board.
- (iv) During the period under review, Ms. Renu Gambhir was appointed as Chief Executive Officer (CEO, KMP) with effect from November 13, 2017.

We further report that, during the year under review:

- I. Mr. Rajeev Gambhir, Mr. Hupesh Tandon and Ms. Renu Gambhir were disqualified as director for a period of 5 years vide Ministry of Corporate Affairs (“MCA”) notification issued in the month of September, 2017. Mr. Rajeev Gambhir and Mr. Hupesh Tandon have resigned from the Board.
- II. *In terms of Securities and Exchange Board of India Circular No. SEBI/Cir/ISD/1/2010 read with SEBI/Cir/ISD/2/2010 and SEBI/Cir/ISD/1/2012, at least 100% Promoter’s holding and 50% Non-Promoters holding are to be in dematerialized form while company is still in the process of achieving the aforesaid shareholding in Demat Form.*
- III. There is filing of requisite forms and returns with the Registrar of Companies, Regional Director, Central Government or other concerned authorities.
- IV. The company has not made any alteration to the Memorandum and Articles of Association of the Company.

We further report that, there were no events /actions in pursuance of:

- I. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- II. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- III. 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;
- IV. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and
- V. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; requiring compliance thereof by the company during the Financial Year

We further report that:

- I. The Board of Directors of the Company is duly constituted as per the provisions of the Companies Act, 2013 comprising of proper number of Directors including the Independent Directors and Non-executive Director.
- II. The Company has duly constituted the audit committee and nomination and remuneration committee as required by the Companies Act, 2013.
- III. Adequate notice generally given to all directors to schedule the Board meetings as informed, agenda were generally 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.
- IV. Minutes of the meetings were duly recorded and signed by the Chairman and the decisions taken/ resolutions passed were duly approved.

We further report that 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.

We 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 the above.

For Rajiv & Associates
Company Secretaries

Rajiv Kumar
Practicing Company Secretary
Membership No.: 24807
CP No.: 8948

Date: 03.09.2018
Place: Delhi

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**a) 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.

b) 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.

c) 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 [IV] TO BOARD OF DIRECTORS' REPORT

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2018

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, Tel: 91 11 46205400, Email: a.bhaskar@ddmotors.net
6	Whether listed company	Listed at Metropolitan Stock Exchange of India Limited
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services Private Limited, D-153A, Okhla Industrial Area, Phase-I, New Delhi 110020, Tel No. 011 26812682, 83 (Appointed on 30.05.2015)

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	Sale of Automobiles (Motor Vehicle)	4510	100.00

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
S. No.	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-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	0	438225	438225	46.33	0	438225	438225	46.33	0.00
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	201975	201975	21.35	0	201975	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	640200	640200	67.68	0	640200	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	640200	640200	67.68	0	640200	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	91950	9.72	0.00	91950	9.72	0.00	0.00

	Pvt. Ltd.							
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	01.04.2017	Nil Movement	227825	24.08	227825	24.08
		31.03.2018		227825	24.08	227825	24.08
2	Kunal Gambhir	01.04.2017	Nil Movement	120650	12.75	120650	12.75
		31.03.2018		120650	12.75	120650	12.75
3	Fastlane Motors Ventures Pvt. Ltd.	01.04.2017	Nil Movement	110025	11.63	110025	11.63
		31.03.2018		110025	11.63	110025	11.63
4	D. D. Properties Pvt. Ltd.	01.04.2017	Nil Movement	91950	9.72	91950	9.72
		31.03.2018		91950	9.72	91950	9.72
5	Renu Gambhir	01.04.2017	Nil Movement	88750	9.38	88750	9.38
		31.03.2018		88750	9.38	88750	9.38
6	Tanisha Gambhir	01.04.2017	Nil Movement	1000	0.11	1000	0.11
		31.03.2018		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	01.04.2017	Nil Movement	Nil	Nil	40000	4.23
		31.03.2018		Nil	Nil	40000	4.23
2	Anand Singh	01.04.2017	Nil Movement	Nil	Nil	20000	2.11
		31.03.2018		Nil	Nil	20000	2.11
3	Jagat Singh	01.04.2017	Nil Movement	Nil	Nil	20000	2.11
		31.03.2018		Nil	Nil	20000	2.11
4	Bishwanath Santosh Kumar	01.04.2017	Nil Movement	Nil	Nil	10000	1.06
		31.03.2018		Nil	Nil	10000	1.06
5	Keshar Devi Goyal	01.04.2017	Nil Movement	Nil	Nil	10000	1.06
		31.03.2018		Nil	Nil	10000	1.06
6	Manju Goyal	01.04.2017	Nil Movement	Nil	Nil	10000	1.06
		31.03.2018		Nil	Nil	10000	1.06
7	Babulal Aggarwal	01.04.2017	Nil Movement	Nil	Nil	5000	0.53
		31.03.2018		Nil	Nil	5000	0.53

8	Gian Chand Sharma	01.04.2017	Nil Movement	Nil	Nil	5000	0.53
		31.03.2018		Nil	Nil	5000	0.53
9	Rama Rani	01.04.2017	Nil Movement	Nil	Nil	5000	0.53
		31.03.2018		Nil	Nil	5000	0.53
10	Santosh Kumari	01.04.2017	Nil Movement	Nil	Nil	4800	0.51
		31.03.2018		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	01.04.2017	Nil Movement	227825	24.08	227825	24.08
	At the end of the year	31.03.2018		227825	24.08	227825	24.08
2	Kunal Gambhir						
	At the beginning of the year	01.04.2017	Nil Movement	120650	12.75	120650	12.75
	At the end of the year	31.03.2018		120650	12.75	120650	12.75
3	Renu Gambhir						
	At the beginning of the year	01.04.2017	Nil Movement	88750	9.38	88750	9.38
	At the end of the year	31.03.2018		88750	9.38	88750	9.38
4	Vipin Aggarwal						
	At the beginning of the year	01.04.2017	Nil Movement	0	0.00	0	0.00
	At the end of the year	31.03.2018		0	0.00	0	0.00
5	Atul Wassan						
	At the beginning of the year	01.04.2017	Nil Movement	0	0.00	0	0.00
	At the end of the year	31.03.2018		0	0.00	0	0.00
6	Ramakrishnan Karat Nair						
	At the beginning of the year	01.04.2017	Nil Movement	250	0.02	250	0.02
	At the end of the year	31.03.2018		250	0.02	250	0.02
7	Hupesh Tandon						
	At the beginning of the year	01.04.2017	Nil Movement	250	0.02	250	0.02
	At the end of the year	31.03.2018		250	0.02	250	0.02
8	Amit Shankar						
	At the beginning of the year	01.04.2017	Nil Movement	0	0.00	0	0.00
	At the end of the year	31.03.2018		0	0.00	0	0.00
9	Sunil Datt Sharma						
	At the beginning of the year	01.04.2017	Nil Movement	250	0.02	250	0.02
	At the end of the year	31.03.2018		250	0.02	250	0.02

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment. (As on 31st March, 2018)
(Amount in Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	908113	0	908113
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	908113	0	908113
Change in Indebtedness during the financial year				
* Addition	0	19704	0	19704
* Reduction	0	0	0	0
Net Change	0	19704	0	19704
Indebtedness at the end of the financial year				
i) Principal Amount	0	927817	0	927817
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	927817	0	927817

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	Renu Gambhir	(Rs/Lac)
	Designation	Managing Director	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.00	0.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0.00	0.00
2	Stock Option	0.00	0.00
3	Sweat Equity	0.00	0.00
4	Commission		0.00
	- as % of profit	0.00	0.00
	- others, specify	0.00	0.00
5	Others, please specify	0.00	0.00
	Total (A)	0.00	0.00
	Ceiling as per the Act		0.00

B. REMUNERATION TO OTHER DIRECTORS

SN.	Particulars of Remuneration	Name of Directors					(LAKH)
		Tanisha Gambhir	Vipin Aggarwal	Atul Wassan	Ramakrishnan Karat Nair	Sunil Datt Sharma	
1	Independent Directors						Rs.
	Fee for attending board committee meetings		0.00	0.00	0.00	0.00	0.00
	Commission		0.00	0.00	0.00	0.00	0.00
	Others, please specify		0.00	0.00	0.00	0.00	0.00
	Total (1)		0.00	0.00	0.00	0.00	0.00
2	Other Non-Executive Directors						
	Fee for attending board committee meetings	0	0.00	0.00	0.00	0.00	0.00

	Commission	0	0.00	0.00	0.00	0.00	0.00
	Others, please specify	0	0.00	0.00	0.00	0.00	0.00
	Total (2)	0	0.00	0.00	0.00	0.00	0.00
	Total (B)=(1+2)	0	0.00	0.00	0.00	0.00	0.00
	Total Managerial Remuneration	0	0.00	0.00	0.00	0.00	0.00
	Overall Ceiling as per the Act					0.00	0.00

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel (Amount in Lacs)			Total Amount (Rs/Lacs)
		N.A.	Amit Shankar*	Shahzad Ali	
	Name	CEO	CS	CS	
	Designation				
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A.	1.05	2.25	3.30
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A.	0.00	0.00	0.00
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	N.A.	0.00	0.00	0.00
2	Stock Option	N.A.	0.00	0.00	0.00
3	Sweat Equity	N.A.	0.00	0.00	0.00
4	Commission			0.00	
	- as % of profit	N.A.	0.00	0.00	0.00
	- others, specify	N.A.	0.00	0.00	0.00
5	Others, please specify	N.A.	0.00	0.00	0.00
	Total	N.A.	1.05	2.25	3.30

* Amit Shankar has resigned w.e.f 03.07.2017.

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

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

**Place: New Delhi
Dated: 03.09.2018**

**Sunil Datt Sharma
Director/CFO
DIN: 07422151**

**Renu Gambhir
Managing Director/CEO
DIN: 01239511**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Introduction

AUTOMOBILE INDUSTRY

OPPORTUNITIES & THREATS

OPPORTUNITIES

1. **Introducing fuel-efficient vehicles:** Optimization of fuel-driven combustion engines and cost efficiency programs are good opportunities for the automobile market. Emerging markets will be the main growth drivers for a long time to come, and hence fuel efficient cars are the need of the hour.
2. **Changing lifestyle & customer groups:** Three powerful forces are rolling the auto industry. Shift in consumer demand, expanded regulatory requirements for safety and fuel economy, and the increased availability of data and information. Also with the increase in nuclear families there has been increase in demand of two-wheelers & compact cars and this will grow further.

THREATS

1. **Intense Competition:** Presence of such a large number of players in the Automobile industry results into extensive competition, every company eating into others share leaving little scope for new players.
2. **Volatility in the fuel Prices:** At least for the passenger segment fluctuations in the fuel prices remains the determining factor for its growth. Also government regulations relating the use of alternative fuels like CNG. Shell gas is also affecting the inventories.
3. **High fixed cost and investment in R & D:** Due to the fact that mature markets are already overcrowded, industry is shifting towards emerging markets by building facilities, R & D centres in these markets. But the ROI out of these decisions is yet to be capitalized.

OPPORTUNITIES:

- Rapid Urbanization
- Growth in population
- Rise in the number of nuclear families
- Easy availability of finance
- Repatriation of NRIs and HNIs
- Rise in disposable income

THREATS:

- Unfavorable changes in government policies and the regulatory environment can adversely impact the performance of the sector.
- Substantial procedural delays with regards to land acquisition, land use, approvals. Retrospective policy changes and regulatory bottlenecks may impact attractiveness of the sector and companies operating within the sector.
- Real estate industry is capital intensive sector which require high capital and in present scenario it is challenge in front of management to arrange for the funds requirement.

OUTLOOK

Responding to an increasingly well-informed consumer base and, bearing in mind the aspect of globalization, Indian real estate developers have shifted gears and accepted fresh challenges. The most marked change has been the shift from family owned businesses to that of professionally managed ones. Real estate developers, in meeting the growing need for managing multiple projects across cities, are also investing in centralized processes to source material and organize manpower and hiring qualified professionals in areas like project management, architecture and engineering. The growing flow of FDI into Indian real estate is encouraging increased transparency. Developers, in order to attract funding, have revamped their accounting and management systems to meet due diligence standards.

India's automotive industry is one of the most competitive in the world. It does not cover 100 per cent of technology or components required to make a car but it is giving a good 97 per cent.

RISK AND CONCERN

The risks faced by the Company are categorized into strategic, financial, operational and compliance risks. In view of the changing business environment, the Company has Risk Management Policy to protect the abovementioned risk. Some of the risks that may arise in normal course of business and impact its ability for future developments inter alia include credit risk, liquidity risk, market risk etc.

Your Company has established a framework and process to monitor the exposures to implement appropriate measures in a timely and effective manner.

INTERNAL CONTROLS AND THEIR ADEQUACY

The Company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition, and to ensure that all transactions are authorised, recorded and reported correctly and adequately. The Company's internal controls are supplemented by an extensive programme of internal audits, review by management and documented policies, guidelines and procedures. The internal control is designed to ensure that financial & other records are reliable for preparing financial information and for maintaining accountability of assets. All financial and audit control systems are also reviewed by the Audit Committee of the Board of Directors of the company on periodical basis.

HUMAN RESOURCES

Your Company firmly believes that a motivated and empowered employee is the key to competitive advantage. At present your company has adequate human resources which is commensurate with the current volume of Business activity and is reviewed by the management periodically and the company would induct competent personnel on increase/ expansion of the Business activity. Your Company's employee value proposition is based on a strong focus on employee development, an exciting work culture, performance and empowerment. Processes such as performance improvement, talent management and competency management are platforms for individual development.

INDEPENDENT AUDITOR'S 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, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "Ind AS financial statements").

Management's Responsibility for the Ind AS 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 Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards(Ind AS) prescribed under Section 133 of the Act, read with relevant rules issued thereunder.

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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS 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 Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS 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 Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. 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 Ind AS 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 Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("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, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a. We have sought and 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 it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rules issued thereunder;
 - e. On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure - B; and
 - g. 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. 18 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 Satish K. Wadhwa & Co.
Chartered Accountants
FRN : 002293N

Place: New Delhi
Dated: 29.05.2018

(Suresh Kumar)
Partner
M. No. 080690

Annexure - A to the Auditors' Report

The Annexure referred to in Independent Auditor's Report to the members of the Company on the Ind AS financial statements for the year ended March 31, 2018, we report that:

- 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.
- c) According to the information and explanations given to us and on the basis of our examination of the records, the Company does not have any immovable property. Accordingly, this sub paragraph of the Order is not applicable to the Company.
- ii) The Company has no inventory and accordingly paragraph 3(ii) of the Order is 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, limited liability partnerships 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, the provisions of section 185 and 186 of the Companies Act, 2013 are not applicable.
- 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 the 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, 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 became payable.
- b) According to the information and explanations given to us, there are no dues of income tax or sales 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.
- viii) The Company does not have any loans or borrowings from any financial institution, bank, government or debenture holder during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid or provided any managerial remuneration. Accordingly, paragraph (xi) of the Order is not applicable.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non - cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi) In our opinion and according to information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable.

For Satish K. Wadhwa & Co.
Chartered Accountants
FRN : 002293N

Place: New Delhi
Dated: 29.05.2018

(Suresh Kumar)
Partner
M. No. 080690

Annexure - B to the Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **D. D. Ventures Limited** ("the Company") as of March 31, 2018 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Satish K. Wadhwa & Co.
Chartered Accountants
FRN : 002293N

Place: New Delhi
Dated: 29.05.2018

(Suresh Kumar)
Partner
M. No. 080690

D. D. VENTURES LIMITED
CIN: L50102DL1984PLC017834
Balance Sheet as at 31 March 2018

(Rs.)

Particulars	Note No.	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
ASSETS				
Non Current Assets				
Property, Plant and Equipment	1	102	102	102
Capital Work-In-Progress		-	-	-
Intangible Assets		-	-	-
Other non- current assets	2	188,004	188,004	188,004
		188,106	188,106	188,106
Current Assets				
Investments	3	97	97	97
Trade Receivables	4	732,908	-	184,500
Cash and cash equivalents	5	407,824	718,093	411,491
Other current assets	6	429,959	71,491	333,533
		1,570,788	789,681	929,622
		1,758,894	977,787	1,117,728
EQUITY AND LIABILITIES				
Equity				
Equity Share Capital	7	9,722,375	9,722,375	9,722,375
Other Equity	8	(9,349,381)	(9,763,965)	(9,763,104)
		372,994	(41,590)	(40,729)
Non Current Liabilities				
Loans & Advances from Related Parties	9	927,817	908,113	674,321
Current Liabilities				
Other Current Liabilities	10	89,418	111,264	64,136
Short Term Provisions	11	368,665	-	420,000
		1,758,894	977,787	1,117,728

Significant Accounting Policies

The accompanying Notes form an integral part of the financial statements. 1 to 23.

As per our report of even date

For **Satish K. Wadhwa & Co.**

Chartered Accountants

FRN : 002293N

For and on behalf of the Board

Suresh Kumar
Partner
M.No. 080690

Renu Gambhir
Managing Director &
Chief Executive Officer
DIN: 01239511

Sunil Datt Sharma
Director &
Chief Financial Officer
DIN: 07422151

Place: New Delhi

Dated:29.05.2018

Shahzad Ali
Company Secretary
M.N: 48314

D. D. VENTURES LIMITED
CIN: L50102DL1984PLC017834
Statement of Profit & Loss for the Year ended 31st March 2018

(Rs.)

Particulars	Note No.	2017-18	2016-17
Revenue from Operations	12	1,884,822	883,000
Other Income		-	-
Total Income		1,884,822	883,000
Expenses			
Employee Benefits Expense	13	330,000	410,000
Depreciation and Amortization Expense	1	-	-
Other Expenses	14	1,042,638	594,508
Total Expenses		1,372,638	1,004,508
Profit/(Loss) before Tax		512,184	(121,508)
Tax Expenses			
Current Tax		97,600	-
Deferred Tax		-	-
Prior period excess tax provision w/back		-	120,647
Profit/(Loss) after Tax		414,584	(861)
Other Comprehensive Income			-
Total Comprehensive Income/(Loss)		414,584	(861)
Earnings per Equity share of Rs. 10 each			
Basic		0.44	(0.00)
Diluted		0.44	(0.00)

The accompanying Notes form an integral part of the financial statements: 1 to 23

As per our report of even date
For Satish K. Wadhwa & Co.
Chartered Accountants
FRN : 002293N

For and on behalf of the Board

Suresh Kumar
Partner
M.No. 080690

Renu Gambhir
Managing Director &
Chief Executive Officer
DIN: 01239511

Sunil Datt Sharma
Director &
Chief Financial Officer
DIN: 07422151

Place: New Delhi
Dated: 29.05.2018

Shahzad Ali
Company Secretary
M.N: 48314

D. D. VENTURES LIMITED
CIN: L50102DL1984PLC017834
CASH FLOW STATEMENT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

(Rs.)

	2017-18	2016-17
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before Tax as per statement of Profit and Loss	512,184	(121,508)
<u>Adjustment :</u>		
Depreciation & Amortization Expenses	-	-
Interest Income	-	-
	-	-
Operating Profit/(Loss) Before Working Capital Changes	512,184	(121,508)
Changes in Working Capital (Excluding Cash & Bank Balances)		
Trade Receivables	(732,908)	184,500
Other Current Assets	(87,403)	(37,311)
Other Current Liabilities	(21,846)	47,128
	(842,157)	194,317
Cash Generated from Operations	(329,973)	72,809
Direct Taxes Paid	-	-
NET CASH FROM OPERATING ACTIVITIES	(329,973)	72,809
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	-	-
Investment in Other Companies	-	-
Interest Received	-	-
NET CASH FROM INVESTING ACTIVITIES	-	-
C. CASH FLOW FROM FINANCING ACTIVITIES		
Share Application Money Received	-	-
Proceeds from Equity	-	-
Proceeds from Long Term Borrowings	19,704	233,793
Repayment of Long Term Borrowings	-	-
Cash Credit Facilities from HDFC Bank	-	-
Interest Paid	-	-
Dividend & Dividend Tax Paid	-	-
NET CASH FROM FINANCING ACTIVITIES	19,704	233,793
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	(310,269)	306,602
CASH AND CASH EQUIVALENTS AS AT 01.04.2016 (OPENING BALANCE)	718,093	411,491
CASH AND CASH EQUIVALENTS AS AT 31.03.2017 (CLOSING BALANCE)	407,824	718,093

As per our report of even date
For Satish K. Wadhwa & Co.
Chartered Accountants
FRN : 002293N

For and on behalf of the Board

Suresh Kumar
Partner
M.No. 080690

Renu Gambhir
Managing Director &
Chief Executive Officer

Sunil Datt Sharma
Director &
Chief Financial Officer
DIN: 07422151

Place: New Delhi
Dated:29.05.2018

Shahzad Ali
Company Secretary
M.N: 48314

D. D. VENTURES LIMITED
CIN: L50102DL1984PLC017834
Statement of changes in Equity for the Year ended 31st March 2018

A Equity Share Capital

				(Rs.)
Balance as at 01 April 2016	Changes in equity share capital during the Financial Year 2016-17	Balance as at 31 March 2017	Changes in equity share capital during the Financial Year 2017-18	Balance as at 31 March 2018
9,722,375	-	9,722,375	-	9,722,375

B Other Equity

				(Rs.)
	Share application money pending allotment	Reserves and surplus Retained earnings	Other comprehensive income	Total
Balance as at 01 April 2016	-	(9,763,104)	-	(9,763,104)
Profit for the year		(861)	-	(861)
Share application money received during the year	-	-	-	-
Balance as at 31 March 2017	-	(9,763,965)	-	(9,763,965)
Profit for the year	-	414,584	-	414,584
Share issued during the year	-	-	-	-
Less: Dividend Paid	-	-	-	-
Less: DDT thereon	-	-	-	-
Balance as at 31 March 2018	-	(9,349,381)	-	(9,349,381)

As per our report of even date
For **Satish K. Wadhwa & Co.**
Chartered Accountants
FRN : 002293N

For and on behalf of the Board

Suresh Kumar
Partner
M.No. 080690

Renu Gambhir
Managing Director &
Chief Executive Officer
DIN: 01239511

Sunil Datt Sharma
Director &
Chief Financial Officer
DIN: 07422151

Place: New Delhi
Dated: 29.05.2018

Shahzad Ali
Company Secretary
M.N: 48314

D. D. VENTURES LIMITED
(CIN-L50102DL1984PLC017834)

**NOTES ACCOMPANYING TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31 MARCH 2018**

A. CORPORATE INFORMATION

D.D. VENTURES LIMITED ("the Company") is a listed entity incorporated in India with registered office in New Delhi.

B. SIGNIFICANT ACCOUNTING POLICIES

B.1 BASIS OF PREPARATION AND PRESENTATION

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. For all periods up to and including the year ended 31 March 2017, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with Companies (Accounts) Rules 2014 (Indian GAAP). These financial statements for the year ended 31 March 2018 are the first, the Company has prepared in accordance with Ind AS. The financial statements have been prepared on a historical cost basis except for certain assets and liabilities which have been measured at fair value or revalued amount. The fact is disclosed in the relevant accounting policy. The financial statements are presented in Indian Rupees ('INR') and the values are rounded to the nearest rupee.

B.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Property, plant and equipment

Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost, directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent costs are included in the asset's carrying amount or recognized as separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Depreciation on property, plant and equipment is provided using straight line method (SLM). Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

b. Borrowing Costs

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

Interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

c. Inventories

Inventories are measured as under on the basis of first-in first-out principle, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition:

- Finished Goods	:	At lower of cost or selling price.
- Semi-finished Goods	:	At estimated cost.
- Raw Materials, Stores & Spares and Packing Materials	:	At Cost.
- Scrap	:	At realizable value.

d. Impairment of assets

At each balance sheet date, the Company assesses whether there is any indication that any property, plant and equipment and intangible assets with finite life may be impaired. If any such impairment exists, the recoverable amount of an asset is estimated to determine the extent of impairment, if any.

e. Provisions, Contingent liabilities, Contingent assets and Commitments

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities are disclosed by way of notes to accounts. Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

f. Tax Expenses

The tax expense for the period comprises current and deferred tax. Tax is recognized in the Statement of Profit and Loss, except to the extent that it relates to items recognized in the comprehensive income or equity. In which case, the tax is also recognized in other comprehensive income or equity.

Current Tax

Current tax assets and liabilities are measured at the amount expect to be recovered or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance Sheet date.

Deferred Tax

Deferred tax is provided, using the balance sheet method, on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and is adjusted to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

g. Operating Cycle

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

h. Foreign Currency transactions and translation

The Company's financial statements are presented in INR, which is also the Company's functional currency.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction.

At each balance sheet date, foreign currency monetary items (such as Cash, Receivables, Loans, Payables, etc.) are reported using the closing exchange rate.

Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognized as gain or loss in the period in which they arise.

Non-monetary items (such as Investments, Fixed Assets, etc.) which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

i. Revenue recognition

Sales are recognized on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to the customers. Sales include excise duty but exclude value added tax.

Revenue from rendering of services is recognized when the performance of agreed contractual task has been completed.

Interest income from a financial asset is recognized using effective interest rate method.

Dividend income is recognized when the Company's right to receive the payment has been established.

j. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i. Financial assets

Classification: The Company classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income or fair value through statement of profit and loss on the basis of its business model for managing the financial assets and the contractual cash flows characteristics of the financial asset.

Initial recognition and measurement: All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through statement of profit and loss, transaction costs that are attributable to the acquisition of the financial asset

Subsequent measurement: For purposes of subsequent measurement financial assets are classified in below categories:

- **Financial assets carried at amortized cost:** A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- **Financial assets at fair value through other comprehensive income:** A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

- Financial assets at fair value through statement of profit and loss: A financial asset which is not classified in any of the above categories are subsequently fair valued through statement of profit and loss.
- Derecognition: A financial asset is primarily derecognized when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.
- Investment in subsidiaries, joint ventures and associates: The Company accounts for its investment in joint ventures at cost.
- Impairment of financial assets: The Company assesses impairment based on expected credit losses (ECL) model for measurement and recognition of impairment loss on the financial assets that are trade receivables or contract revenue receivables and all lease receivables.

ii. Financial liabilities

Classification: The Company classifies all financial liabilities as subsequently measured at amortized cost, except for financial liabilities at fair value through statement of profit and loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

Initial recognition and measurement: All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

Subsequent measurement: The measurement of financial liabilities depends on their classification as described below:

- Financial liabilities at amortized cost: After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

- Financial liabilities at fair value through profit or loss: Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognized in the statement of profit and loss.
- Derecognition: A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial

liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

iii. Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

k. Earnings per share

Basic earnings per share is calculated by dividing the profit from continuing operations and total profit, both attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.

C. FIRST TIME ADOPTION OF IND AS

The Company has adopted Ind AS with effect from 01 April 2017 with comparatives being restated, regrouped and reclassified wherever required to comply with the requirement of Ind AS and Schedule III.

D. D. VENTURES LIMITED
(CIN - L50102DL1984PLC017834)

NOTES ACCOMPANYING TO THE FINANCIAL STATEMENTS

1. Propert, Plant and Equipment

	(Rs.)	
Tangible Assets	Vehicles	Total
Gross carrying amount		
Balance at 01 April 2016	30,028	30,028
Additions	-	-
Disposals	-	-
At 31 March 2017	30,028	30,028
Additions	-	-
Disposals	-	-
At 31 March 2018	30,028	30,028
Depreciation and impairment		
At 01 April 2016	29,926	29,926
Depreciation for the year	-	-
Impairment	-	-
Disposal	-	-
	-	-
At 31 March 2017	29,926	29,926
Depreciation for the year	-	-
Impairment losses	-	-
Disposal	-	-
	-	-
At 31 March 2018	29,926	29,926
Net carrying amount		
At 01 April 2016	102	102
At 31 March 2017	102	102
At 31 March 2018	102	102

D. D. VENTURES LIMITED
(CIN - L50102DL1984PLC017834)
NOTES ACCOMPANYING TO THE FINANCIAL STATEMENTS

(Rs.)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
2. Other Non-Current Assets			
(Unsecured, considered good)			
Interest Tax	188,004	188,004	188,004
	188,004	188,004	188,004

3. Current Investments
(Quoted, equity shares, fully paid-up)

Particulars	Cost	Market Value	Market Value	Market Value
50 shares of Rs. 10 each in Arihant Costyn Ltd	500	1	1	1
100 shares of Rs. 10 each in Emergy Pharma Ltd	1,000	1	1	1
20 shares of Rs. 10 each in Ferro Alloys Corp. Ltd	1,320	93	93	93
100 shares of Rs. 10 each in Sri Chakra Remedies Ltd	1,000	1	1	1
100 shares of Rs. 10 each in Punsumi India Ltd	2,000	1	1	1
	5,820	97	97	97

4. Trade Receivables
(Unsecured, considered good)
Due from D D Industries Ltd.

732,908	-	184,500
732,908	-	184,500

5. Cash and Cash equivalents

Current account with HDFC Bank	352,915	661,014	406,002
Cash on hand	54,909	57,079	5,489
	407,824	718,093	411,491

6. Other Current Assets
(Unsecured, considered good)
TDS recoverable A.Y.2015-16
Self Assesment Tax A.Y.2015-16
TDS recoverable A.Y.2016-17
TDS recoverable A.Y.2017-18
TDS recoverable A.Y.2018-19
MAT for AY 2015-16
Prepaid Expenses

-	-	15,050
-	-	284,303
20,500	20,500	20,500
44,151	44,151	-
94,243	-	-
271,065	-	-
-	6,840	13,680
429,959	71,491	333,533

D. D. VENTURES LIMITED
(CIN - L50102DL1984PLC017834)
NOTES ACCOMPANYING TO THE FINANCIAL STATEMENTS

(Rs.)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
7. Equity Share Capital			
Authorised Capital			
3,000,000 Equity Shares of Rs. 10 each	30,000,000	30,000,000	30,000,000
Issued Capital			
1,000,000 Equity Shares of Rs. 10 each	10,000,000	10,000,000	10,000,000
Subscribed and Paid-up Capital			
945,950 Equity Shares of Rs. 10 each	9,459,500	9,459,500	9,459,500
Add: Shares Forfeited			
54,050 Equity Shares Forfeited	262,875	262,875	262,875
	9,722,375	9,722,375	9,722,375

Reconciliation of Shares Outstanding

Particulars	As at 31.03.2018		As at 31.03.2017		As at 01.04.2016	
	Nos	Amt (Rs)	Nos	Amt (Rs)	Nos	Amt (Rs)
Opening Share Capital	945,950	9,459,500	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	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	945,950	9,459,500

Details of Shareholders holding more than 5 percent shares

Name Of Shareholder	No. of Shares held	Percentage of Shareholding	No. of Shares held	Percentage of Shareholding	No. of Shares held	Percentage of Shareholding
Rajeev Gambhir	227,825	24.08	227,825	24.08	227,825	24.08
Renu Gambhir	88,750	9.38	88,750	9.38	88,750	9.38
Kunal Gambhir	120,650	12.75	120,650	12.75	120,650	12.75
Fastlane Ventures Private Limited	110,025	11.63	110,025	11.63	110,025	11.63
D.D.Properties Private Limited	91,950	9.72	91,950	9.72	91,950	9.72
Total	639,200	67.56	639,200	67.56	639,200	67.56

D. D. VENTURES LIMITED
(CIN - L50102DL1984PLC017834)
NOTES ACCOMPANYING TO THE FINANCIAL STATEMENTS

(Rs.)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
8. Other Equity			
Retained Earnings			
Opening balance	(9,763,965)	(9,763,104)	(8,627,649)
Add: Comprehensive income/(loss) for the year	414,584	(861)	(1,135,455)
Less: Appropriation	-	-	-
Dividend Paid	-	-	-
Dividend Distribution tax Paid	-	-	-
	<u>(9,349,381)</u>	<u>(9,763,965)</u>	<u>(9,763,104)</u>
9. Loans & Advances from Related Parties			
(Non Current, unsecured)			
Mr. Rajeev Gambhir, a former Director (Interest Free)	394,096	374,392	140,600
Mr. Surinder Kumar, a former Director (Interest Free)	75,000	75,000	75,000
Mrs. Urmila Gambhir, a former Director (Interest Free)	458,721	458,721	458,721
	<u>927,817</u>	<u>908,113</u>	<u>674,321</u>
10. Other Current Liabilities			
Expenses Payable	81,782	103,924	52,986
TDS Payable	7,636	7,340	11,150
	<u>89,418</u>	<u>111,264</u>	<u>64,136</u>
11. Short Term Provisions			
Provision for Income Tax (A.Y. 2015-16)	271,065	-	420,000
Provision for Income Tax (A.Y. 2018-19)	97,600	-	-
Corporate Dividend tax payable	-	-	-
Dividend payable	-	-	-
	<u>368,665</u>	<u>-</u>	<u>420,000</u>

D. D. VENTURES LIMITED
(CIN - L50102DL1984PLC017834)
NOTES ACCOMPANYING TO THE FINANCIAL STATEMENTS

(Rs.)

Particulars	2017-18	2016-17
12. Revenue from Operations		
Commision on Sales	1,884,822	883,000
	1,884,822	883,000
13. Employee Benefits Expense		
Salary to Staff	330,000	410,000
	330,000	410,000
14. Other Expenses		
Payment to Auditors	38,350	48,988
Fees & Taxes	18,138	259,809
Legal & Professional Charges	207,592	245,325
Advertismet Expenses	32,148	32,384
Bank Charges	-	1,830
Printing & Stationery	4,366	100
Commision Expenses	443,081	-
Internet Charges	2,531	-
Marketing Expenses	290,578	-
Inetest on late deposit of TDS	104	372
E-Voting Charges	5,750	5,700
	1,042,638	594,508
Break-up of Payment to Auditors		
Audit Fee	26,550	25,988
Certification Charges	11,800	23,000
	38,350	48,988

D. D. VENTURES LIMITED
(CIN-L50102DL1984PLC017834)

NOTES ACCOMPANYING TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018.

15. Income Tax Assessment has been completed up to the assessment year 2015-16.
16. The company has not recorded accumulated deferred tax on account of temporary differences at the balance sheet date in view of the uncertainty of taxable Income.
17. In the opinion of the Board, value of Current Assets, if realized in the normal course of business shall not be less than the value stated in accounts.
18. 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.
19. Investment in shares is considered as current investment.
20. Related Parties Disclosure
As per Ind AS- 24, the related parties where control exists or where significant influence exists and with whom transactions have taken place are as under:
- (a) Key Management Personnel:
i) Renu Gambhir : (Managing Director & Chief Executive Officer)
- (b) Enterprises over which KMP or his relatives are able to exercise significant influence
i) D. D. Industries Limited
- (c) Transaction during the year with related parties (excluding reimbursement)

	2017-18 (in Rs.)	2016-17 (in Rs.)
a) Commission received from DD Industries Ltd	1,884,822	883,000
b) Unsecured Loan received from Rajeev Gambhir	19,704	233,792
c) Outstanding balances at end of the year: Credit Balances		
Rajeev Gambhir	394,096	374,392
d) Trade Receivable from D.D Industries Limited	732,908	-

21. Debit/Credit balances of parties are subject to reconciliation/confirmation.
22. Earning per share (EPS)

	2017-18 (Rs.)	2016-17 (Rs.)
Profit / (Loss) after tax	414,584	(861)
Weighted average no. of shares	945,950	945,950
Nominal Value of Shares	10	10
Basic & Diluted Earning / (Loss) per share	0.44	(0.0)

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

SIGNATURES TO NOTES 1 TO 23

AS PER OUR REPORT OF EVEN DATE

For **Satish K. Wadhwa & Co.**
Chartered Accountants
FRN: 002293N

For and behalf of the Board

Suresh Kumar
Partner
M. No. 080690

Renu Gambhir
Managing Director &
Chief Executive Officer
DIN: 01239511

Sunil Datt Sharma
Director &
Chief Financial Officer
DIN: 07422151

Place: New Delhi
Date: 29.05.2018

Shahzad Ali
Company Secretary
M. No. 48314

D. D. VENTURES LIMITED

CIN: L50102DL1984PLC017834

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

NOTICE OF THIRTY FORTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 34th Annual General Meeting of D. D. Ventures Limited will be held on Saturday, 29th Day of September, 2018 at 03:00 P.M at A-100, Mayapuri Industrial Area, Phase-II, New Delhi 110064, to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March 2018 and the report of the Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Renu Gambhir, Managing Director (DIN: 01239511), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Sunil Datt Sharma as a Director:

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

“RESOLVED THAT Mr. Sunil Datt Sharma (DIN: 07422151), who was appointed as Additional Director on 13th November 2017, who hold office upto the date of forthcoming Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

4. Appointment of Ms. Tanisha Gambhir as a Director:

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

“RESOLVED THAT Ms. Tanisha Gambhir (DIN: 01239532), who was appointed as Additional Director on 13th November 2017 who hold office upto the date of forthcoming Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

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

**Place: New Delhi
Dated: 03.09.2018**

**Renu Gambhir
(Managing Director)
DIN: 01239511**

Regd. Office:
B-8, Phase-I, Mayapuri Industrial Area,
New Delhi - 110064
CIN- L50102DL1984PLC017834

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. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted 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 Saturday, 22nd day of September, 2018 to Saturday, 29th day of September, 2018 (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. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company's Registrar and Transfer Agents, for consolidation into a single folio.
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 per SEBI Circular dated 8th June, 2018, No transfer of shares except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository
10. 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.
11. 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.

12. The Notice of AGM, Annual Report and Attendance Slip are being sent in physical mode. Members have requested to register their e-mail IDs with the Company or Depository Participant(s).
13. The Members may also note that the Notice of 34th Annual General Meeting and the Annual Report 2017-18 will be/are available on the Company's website **www.ddventures.in**.
14. 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 Wednesday, 26th September, 2018 and will end at 5.00 p.m. on Friday, 28th September, 2018. The Company has appointed Mr. Vikas Gautam, Practicing Company Secretary, having Membership No. A41378 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. 17.
15. 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.
16. All documents referred to in the accompanying Notice 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.
17. 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. Wednesday, 26th September, 2018 and will end at 5.00 p.m. on Friday, 28th September, 2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21st September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The Shareholders should Log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" tab to cast your votes.
- (v) Now Enter your User ID,
 - (a) For CDSL: 16 digits beneficiary ID
 - (b) For NSDL: 8 character DP ID followed by 8 Digit Client ID
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in Demat form and have already voted earlier on www.evotingindia.com for a voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> Members who have not 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#	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.
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 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).

- xi. After entering these details appropriately, click on "SUBMIT" tab.
- xii. 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.
- xiii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiv. Click on the EVSN of D. D. Ventures Limited on which you choose to vote.
- xv. 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.
- xvi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xvii. 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.
- xviii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xix. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xx. 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.
- xxi. Note for Non-Individual Shareholders & Custodians:
 - o 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.
 - o A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - o 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. (xxi) above to cast vote.

Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 21st September 2018 may follow the same instructions as mentioned above for e-Voting.

- i. 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.

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

**Place: New Delhi
Dated: 03.09.2018**

**Renu Gambhir
(Managing Director)
DIN: 01239511**

EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 3

Board of directors of the Company through resolution passed on 13.11.2017 has appointed Mr. Sunil Datt Sharma as Additional Director of the Company and he holds office of the Director till the conclusion of forth coming Annual General Meeting. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Sunil Datt Sharma as Director of the Company.

Brief profile of Mr. Atul Gupta is given below for reference of the member:

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Sunil Datt Sharma is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no.3 for the approval of the members.

Item No. 4

Board of directors of the Company through resolution passed on 13.11.2017 has appointed Ms. Tanisha Gambhir as Additional Director of the Company and he holds office of the Director till the conclusion of forth coming Annual General Meeting. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Ms. Tanisha Gambhir as Director of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Ms. Tanisha Gambhir is concerned or interested, financial or otherwise, in the resolution.

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

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

**Place: New Delhi
Dated: 03.09.2018**

**Renu Gambhir
(Managing Director)
DIN: 01239511**

**Details of Directors seeking Appointment or Re-appointment at the Annual General Meeting
[In pursuance of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements)
Regulations 2015]**

Name of Director	Ms. Renu Gambhir
Date of Birth	27.01.1965
Age (Years)	53
Date of Appointment	24.12.2014
Qualification	Graduate
Terms and condition of Appointment/reappointment	Retiring by rotation and being eligible offer himself for re- appointment
Details of remuneration	Nil
Relations with Other Director (Inter-Se)	Step Mother of Ms. Tanisha Gambhir
Expertise in specific functional areas	She has more than 30 years rich experience in automobile industry
Directorship held in Other listed Companies	Nil
Chairman/ Member of the Committee of the Board of Directors of the Company	NIL
Number of Shares held	88750

Name of Director	Ms. Tanisha Gambhir
Date of Birth	06.08.1984
Age (Years)	34
Date of Appointment	13.11.2017
Qualification	Graduate
Terms and condition of Appointment/reappointment	Regularization
Details of remuneration	Nil
Relations with Other Director (Inter-Se)	Step daughter of Ms. Renu Gambhir
Expertise in specific functional areas	She has more than 8 years rich experience in automobile industry
Directorship held in Other listed Companies	Nil
Chairman/ Member of the Committee of the Board of Directors of the Company	NIL
Number of Shares held	1000

Name of Director	Mr. Sunil Datt Sharma
Date of Birth	06.04.1959
Age (Years)	59
Date of Appointment	13.11.2017
Qualification	Graduate
Terms and condition of Appointment/reappointment	Regularization
Details of remuneration	Nil
Relations with Other Director (Inter-Se)	N.A
Expertise in specific functional areas	He has more than 30 years rich experience in automobile industry
Directorship held in Other listed Companies	Nil
Chairman/ Member of the Committee of the Board of Directors of the Company	NIL
Number of Shares held	250

D. D. VENTURES LIMITED

CIN: L50102DL1984PLC017834

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

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 Saturday, 29th September, 2018 at 03.00 PM.

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 Saturday, 29th September, 2018 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:

Resoluti on Number	Resolution	For	Against
ORDINARY BUSINESSES			
1.	Adoption of Audited Financial Statements of the Company for the year ended 31st March, 2018, and the report of the Directors and Auditors thereon.		
2.	Appointment of Ms. Renu Gambhir who retire by rotation		
ORDINARY BUSINESSES			
3.	Regularization of Mr. Sunil Datt Sharma as a Director:		

4	Regularization of Ms. Tanisha Gambhir as a Director:		
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Signed this _____ day of _____ 2018

Signature of Shareholder
Proxy holder(s)

Signature of

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

