S S KOTHARI MEHTA
& COMPANY
CHARTERED ACCOUNTANTS

To,
The Board of Directors
DCM Limited
New Delhi.

Subject: Statutory auditor's Independent report to examine and report on compliance of accounting treatment mentioned in Clause 8 of the "Composite Scheme of Arrangement" with applicable Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 (the Act) with Rule 7 of the Companies (Accounts) Rules, 2014, and the Companies (Accounting Standard) Amendment Rules, 2015, as amended, in respect of Composite Scheme of Arrangement between DCM Limited and DCM Engineering Limited and their respective shareholders and creditors.

1. We, S S Kothari Mehta & Company, Chartered Accountants, the Statutory Auditors of DCM Limited ("Transferor Company") having its registered office at Vikrant Tower, 4 Rajendra Place New Delhi - 110008, have received a request from the Company for providing a certificate to confirm whether the proposed accounting treatment specified in Clause 8 & 9 of part D of Section I of Part C the Composite Scheme of Arrangement ('The Scheme') between DCM Limited and DCM Engineering Limited (The Transferee Company) and their respective shareholders and creditors under sections 230 to 232 of the Act (hereinafter referred to as the "Scheme") is in compliance with the applicable Accounting Standards notified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014, and the Companies (Accounting Standard) Amendment Rules, 2015, as amended. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.

2. The Scheme is approved by the Board of directors of the transferor company in their meeting held on November 28, 2019.

Managements' Responsibility

3. The responsibility for the preparation of the Scheme and ensuring its compliance with the relevant laws and regulations, including the applicable Indian Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved in the Scheme. This

S S KOTHARI MEHTA & COMPANY NEW DELHI Chartered Accountants

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For DCM LIMITED
Company Secretary

responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation of the Scheme.

Auditor's Responsibility

4. Pursuant to the requirements of Act, our responsibility is to express reasonable assurance in the form of an opinion that the proposed accounting treatment in the books of Transferor and Transferee Company specified in the Scheme are in compliance with the applicable accounting Applicable Indian Accounting Standards and other generally accepted accounting principles in India.

5. A reasonable assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the reporting criteria. Accordingly, we have performed the following procedures in relation to the Certificate:

   a) Read the proposed accounting treatment in the books of Transferor and Transferee Company specified in Clause 8 & 9 of part D of Section I of Part C of the Scheme and obtained other necessary information and explanations from the management.

   b) Validated the accounting treatment as described in the aforesaid Scheme with accounting treatment as prescribed under Accounting Standards prescribed under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014, and the Companies (Accounting Standard) Amendment Rules, 2015, as amended.

6. Our examination did not extend to any aspects of a legal or propriety nature covered in the Scheme.

7. We performed procedures in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

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For DCM LIMITED
Company Secretary

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

9. Read with paragraph 4 above and based on procedures performed by us, based on our examination and according to the information and explanations given to us, we report that the accounting treatment in the books of Transferor and Transferee Company contained in the Scheme as reproduced in Annexure A is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable accounting standards notified by the Central Government under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014, and the Companies (Accounting Standard) Amendment Rules, 2015, as amended.

Restriction on Use

10. This certificate has been prepared at the request of the Company solely for onward submission to National Company Law Tribunal, Bombay Stock Exchange, National Stock Exchange and Securities Exchange Board of India in connection with the Scheme as referred to in paragraph 1 and 2 of the certificate, and is not to be used, referred to or distributed for any other purpose without our prior and written consent.

For **S.S. Kothari Mehta & Company**
Chartered Accountants
FRN: 000756N

S S KOTHARI MEHTA & COMPANY NEW DELHI Chartered Accountants

Sunil Wahal
Partner
M.No. 087294

Place: New Delhi
Dated: November 28, 2019
UDIN: 19087294AAAAJT1301

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For DCM LIMITED
Company Secretary

S S KOTHARI MEHTA
& COMPANY
CHARTERED ACCOUNTANTS

Annexure A to the certificate of DCM Limited dated November 28, 2019

ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEROR COMPANY

Pursuant to Section I of the Scheme coming into effect on the Effective Date with effect from the Appointed Date, the Transferor Company shall account for the transfer and vesting of the Business Undertaking in its books in accordance with principles as laid down in 'Ind AS -103" in the following manner:

8.1. The statement of profit and loss of the Transferor Company shall be debited / credited with the difference between the book values of the assets and liabilities in relation to the Business Undertaking being transferred to the Transferee Company.

ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEREE COMPANY

Pursuant to Section I of the Scheme coming into effect on the Effective Date with effect from the Appointed Date, the Transferee Company shall account for the transfer and vesting of the Business Undertaking in its books in accordance with principles as laid down in "Ind AS" in the following manner:

9.1. The Transferee Company shall record assets and liabilities pertaining to the Business Undertaking being transferred to the Transferee Company pursuant to this Scheme, at the carrying value as appeared in the books of Transferor Company.

9.2. The difference, if any, in the value of assets and liabilities pertaining to the Business Undertaking being transferred to the Transferee Company pursuant to this Scheme, excess / shortfall shall be recorded in accordance with the provisions of Ind AS – 103 – " Business Combinations".

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For DCM LIMITED

Company Secretary

ANNEXURE-10-2/2

GREWAL & SINGH
Chartered Accountants
A-17, L.G.F., Lajpat Nagar-III, New Delhi - 110 024
Tel. : 011-41104791-94, 41554922, 29842641
E-mail : mail@cagrewalsingh.com

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To,
The Board of Directors
DCM Engineering Limited
(Formerly DCM Tools and Dies Limited)
New Delhi.

Subject: Statutory auditor's Independent report to examine and report on compliance of accounting treatment mentioned in Clause 8 of the "Composite Scheme of Arrangement" with applicable Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 (the Act) with Rule 7 of the Companies (Accounts) Rules, 2014, and the Companies (Accounting Standard) Amendment Rules, 2015, as amended, in respect of Composite Scheme of Arrangement between DCM Engineering Limited and DCM Limited and their respective shareholders and creditors.

1. We, Grewal and Singh, Chartered Accountants, the Statutory Auditors of DCM Engineering Limited ("Transferee Company") having its registered office at 606, 6th Floor, Vikrant Tower, 4 Rajendra Place New Delhi - 110008, have received a request from the Company for providing a certificate to confirm whether the proposed accounting treatment specified in Clause 8 & 9 of part D of Section I of Part C of the Composite Scheme of Arrangement ('The Scheme') between DCM Engineering Limited and DCM Limited (The Transferor Company) and their respective shareholders and creditors under sections 230 to 232 of the Act (hereinafter referred to as the "Scheme") is in compliance with the applicable Accounting Standards notified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014, and the Companies (Accounting Standard) Amendment Rules, 2015, as amended. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.

2. The Scheme is approved by the Board of directors of the transferee company in their meeting held on November 28, 2019.

Managements' Responsibility

3. The responsibility for the preparation of the Scheme and ensuring its compliance with the relevant laws and regulations, including the applicable Indian Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved in the Scheme.

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For DCM ENGINEERING LIMITED

GREWAL & SINGH NEW DELHI CHARTERED ACCOUNTANTS

5. A reasonable assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the reporting criteria Accordingly we have performed the following procedures in relation to the Certificate:

   a) Read the proposed accounting treatment in the books of Transferee Company specified in Clause 8 & 9 of part D of Section I of Part C of the Scheme and obtained other necessary information and explanations from the management

   b) Validated the accounting treatment as described in the aforesaid Scheme with accounting treatment as prescribed under Accounting Standards prescribed under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014, and the Companies (Accounting Standard) Amendment Rules, 2015, as amended.

6. Our examination did not extend to any aspects of a legal or propriety nature covered in the Scheme.

7. We performed procedures in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

GREWAL & SINGH NEW DELHI CHARTERED ACCOUNTANTS

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For DCM ENGINEERING LIMITED

Director

Opinion

9. Read with paragraph 4 above and based on procedures performed by us, based on our examination and according to the information and explanations given to us, we report that the accounting treatment in the books of Transferee Company contained in the Scheme as reproduced in Annexure A is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable accounting standards notified by the Central Government under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014, and the Companies (Accounting Standard) Amendment Rules, 2015, as amended.

Restriction on Use

10. This certificate has been prepared at the request of the Company solely for onward submission to National Company Law Tribunal, Bombay Stock Exchange, National Stock Exchange and Securities Exchange Board of India in connection with the Scheme as referred to in paragraph 1 and 2 of the certificate, and is not to be used, referred to or distributed for any other purpose without our prior and written consent.

For Grewal & Singh
Chartered Accountants
Firm Registration No.: 012322N

Mohd. Ayub Ansari
Partner
M. No. 500810
UDIN: 19500810AAAAJK3397

Place: New Delhi
Date: 28.11.2019

GREWAL & SINGH NEW DELHI CHARTERED ACCOUNTANTS

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For DCM ENGINEERING LIMITED

Director

Pursuant to Section I of the Scheme coming into effect on the Effective Date with effect from the Appointed Date, the Transferor Company shall account for the transfer and vesting of the Business Undertaking in its books in accordance with principles as laid down in Ind AS -103 in the following manner:

8.1. The statement of profit and loss of the Transferor Company shall be debited / credited with the difference between the book values of the assets and liabilities in relation to the Business Undertaking being transferred to the Transferee Company.

9. ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEREE COMPANY

Pursuant to Section I of the Scheme coming into effect on the Effective Date with effect from the Appointed Date, the Transferee Company shall account for the transfer and vesting of the Business Undertaking in its books in accordance with principles as laid down in Ind AS in the following manner:

9.1. The Transferee Company shall record assets and liabilities pertaining to the Business Undertaking being transferred to the Transferee Company pursuant to this Scheme, at the carrying value as appeared in the books of Transferor Company.

9.2. The difference, if any, in the value of assets and liabilities pertaining to the Business Undertaking being transferred to the Transferee Company pursuant to this Scheme, excess / shortfall shall be recorded in accordance with the provisions of Ind AS – 103 – "Business Combinations".

DCM LIMITED NEW DELHI

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For DCM ENGINEERING LIMITED

Director