

DISTINCTIVE PROPERTIES AND LEASING LIMITED

Registered Office: Flat No. 13, Stilt Floor Devika Tower 6, Nehru Place, New Delhi- 110019,

Website: www.distinctiveproperties.co.in Email id: distinctivepro1984@gmail.com

Phone: 011 – 4367 5505, CIN : L70101DL1984PLC018194

Date: 04.12.2020

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

SYMBOL: DISTINCTIVE

Sub: Submission of the Annual Report for the FY 2019-20 along with the Notice of 36th Annual General Meeting (AGM) of the Company under Regulation 34(1) and 30 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015.

Dear Sir/Madam

In terms of **Regulation 34(1) and 30** of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, please find enclosed herewith the **Annual Report for the F.Y. 2019-20** along with the **Notice of 36th Annual General Meeting (AGM) of the Company** scheduled to be held on **Tuesday, 29th December, 2020 at 12:30 A.M.** at the Registered Office of the company situated at **Flat No. 13, Stilt Floor Devika Tower 6, Nehru Place, New Delhi- 110019.**

The Notice of 36th AGM and the Annual Report for the FY 2019-20 is being sent to the shareholders of the Company separately through the permitted mode. The same is also uploaded in the website of the Company www.distinctiveproperties.co.in

Kindly take the above information on your records.

Thanking You

Yours sincerely,

FOR DISTINCTIVE PROPERTIES AND LEASING LIMITED

Arun

Bahuguna

Digitally signed by Arun Bahuguna
DN: cn=Arun Bahuguna,
o=distinctiveproperties.co.in,
ou=1311, email=arun@distinctiveproperties.co.in,
c=IN,
serialNumber=695811a3205879446,
dnQualifier=CN=Arun Bahuguna,
Date: 2020.12.04 18:53:09 +05'30'

ARUN BAHUGUNA
WHOLE TIME DIRECTOR
DIN: 00471958

DISTINCTIVE PROPERTIES AND LEASING LIMITED

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CORPORATE INFORMATION

(CIN: L70101DL1984PLCo18194)

BOARD OF DIRECTORS

Mr. Arun Bahuguna
Mr. Devender Singh
Mr. Anand Prakash
Ms. Mithlesh

Whole Time Director
Independent Director
Independent Director
Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Rohit Sharma
Ms. Sfurti Gupta

Chief Financial Officer
Company Secretary (Appointed on 17.09.2019 and
resigned on 11.02.2020)
Company Secretary (Appointed on 31.07.2020)

Ms. Ekta Jain

SECRETARIAL AUDITOR

Pratul Agrawal & Associates, Company Secretaries
H. No. 50, Sector- 2B, Sadhna, Vaishali, Ghaziabad-
201010, Uttar Pradesh

STATUTORY AUDITOR

M/s Sanjeev Bimla & Associates,
Chartered Accountants
302 B Gurdev Nagar, Ludhiana- 141001

REGISTRAR & SHARE TRANSFER AGENT

RCCM Share Registry Pvt. Ltd
B-25/1, First Floor, Okhla Industrial Area, Phase - II,
New Delhi-110020

REGISTERED OFFICE

Flat No. 13, Stilt Floor Devika Tower 6, Nehru Place
New Delhi South Delhi DL 110019 IN

SHARES LISTED AT

Metropolitan Stock Exchange of India Limited

BANKERS

HDFC Bank Limited
Hemkunt Chambers 89, Nehru Place, New Delhi-
110019

The Federal Bank Limited

G.I-6, Satkar Building, 79-80 Nehru Place, New Delhi,
110 019

E-MAIL

distinctivepro1984@gmail.com

WEBSITE

www.distinctiveproperties.co.in

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 36th **Annual General Meeting** of the members of the Company will be held on **Tuesday, 29th December, 2020 at 12:30 A.M.** at the Registered Office of the company situated at **Flat No. 13, Stilt Floor Devika Tower 6, Nehru Place, New Delhi- 110019** to transact the following business (es):-

ORDINARY BUSINESS:

ITEM NO.1: ADOPTION OF STANDALONE FINANCIAL STATEMENT

To receive, consider and adopt the Standalone financial statements of the Company for the financial year ended on 31st March, 2020 including the audited Balance Sheet as at 31st March, 2020, Profit & Loss Statement for the financial year ended on that date together with the Reports of Board of Directors and Auditors thereon.

ITEM NO.2: RE-APPOINTMENT OF DIRECTOR BY ROTATION

To appoint a director in place of **Mr. Arun Bahuguna (DIN: 00471958)** who retires by rotation and being eligible, offers himself for re-appointment

ITEM NO.3: APPOINTMENT OF M/S. AGARWAL BAJAJ & ASSOCIATES, CHARTERED ACCOUNTANT AS STATUTORY AUDITOR

To appoint *M/s. Agarwal Bajaj & Associates, Chartered Accountant as Statutory Auditor and to fix their remuneration and for the purpose to consider and if, thought fit, to pass with or without modification(s), the following Ordinary Resolution thereof:*

“RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), as may be applicable **M/s Agarwal Bajaj & Associates, Chartered Accountant**, (ICAI Firm Registration Number 015850C) be and are hereby appointed as the Statutory Auditors of the Company to hold office for a term of 5 (five) years, from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held in the year 2026 on such remuneration plus service taxes, out-of-pocket expenses, etc. as may be mutually agreed upon by the Board of Directors and the Auditors.”

FURTHER RESOLVED THAT approval of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

SPECIAL BUSINESS:

1. APPOINTMENT OF MR. MITHLESH (DIN: 07704585) AS “NON-EXECUTIVE DIRECTOR” FROM “INDEPENDENT DIRECTOR”

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

Resolution

RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), as may be applicable and rules and regulations made thereunder, approval of the members of the Company be and is hereby accorded to the change in designation of **Mr. Mithlesh (DIN:07704585)** from **Non-Executive Independent Director to Non-executive Non Independent Director** of the Company, liable to retire by rotation of Directors w.e.f 29 December, 2020.

RESOLVED FURTHER THAT Mr. Arun Bahuguna, Director of the company be and is hereby severally authorised to file the necessary e-forms with Registrar of Companies, NCT of Delhi and Haryana and to do all such acts and deeds as may be required to give effect to the above resolution.

**By Order of the Board of Directors
For Distinctive Properties and Leasing Limited**

**Date: 04.12.2020
Place: Delhi**

**Arun Bahuguna
(Director)
DIN: 00471958**

NOTES:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. **A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, PROXY FORMS DULY COMPLETED IN ALL RESPECTS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
3. A person can act as a proxy on behalf of members **not exceeding fifty** and holding in aggregate **not more than ten percent of the total share capital** of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person(s) or shareholder(s).
4. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Relevant documents as referred to in the accompanying Notice along with the Statements are open for inspection by members at Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Annual General Meeting.

6. Brief details of Directors seeking re-appointment / appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) forms part of this notice.
7. The Register of Members and Share Transfer Books will remain closed from **Wednesday, 23rd December, 2020 to Tuesday, 29th December, 2020 (both days inclusive)**.
8. Members holding shares in physical form are requested to consider converting their holding to dematerialized form as required under the amended SEBI guidelines and regulations to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or its Registrar & Share Transfer Agent (RTA), for assistance in this regard.
 - a) The members who are holding shares in physical form are requested to intimate any change in their address with pin code immediately either to the Company or to its Registrar & Share Transfer Agent (RTA) promptly.
 - b) The members who are holding shares in demat form are requested to intimate any change in their address with pin code immediately to their Depository Participants.
9. The shares of the Company are at presently listed on **Metropolitan Stock Exchange of India Limited**.
10. Pursuant to the provisions under Section 108 of Companies Act, 2013 to be read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time along with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members, the facility to exercise their right to vote at the ensuing Annual General Meeting by Electronic Means. The business(s) proposed to be transacted as mentioned in the Annual General Meeting Notice may be transacted through voting by Electronic Means (Remote e-voting) as well. For this, Company is availing the services provided by **Central Depository Services (India) Limited (CDSL)**. The facility for voting through Ballot Paper will also be made available at the meeting venue, for the members who have not cast their votes by remote e-voting. They shall also be able to exercise their voting rights at the AGM by voting through ballot paper. Members who have already cast their vote by remote e-voting process prior to the date of meeting shall be eligible to attend the Annual General Meeting but shall not be entitled to cast their votes again through ballot process.

The instructions for e-voting by members are annexed to the Notice.

11. The Board of Directors of the company has appointed **M/s Pratul Agrawal & Associates, Company Secretaries** as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
12. The Scrutinizer, after scrutinizing the votes cast at the meeting through Poll and through remote e-voting, shall, not later than three days of conclusion of the Meeting, make a **“Consolidated Scrutinizer’s Report”** and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on website of the Company and on the website of Stock Exchange at

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www.msei.in. The Report shall simultaneously be placed on Notice Board of the Company at premises of the Registered Office.

13. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the General Meeting.
14. The login ID and password for remote e-voting along with Process, Manner and Instructions for remote e- voting is being sent to Members who have not registered their E-mail ID(s) with the Company / their respective Depository Participants along with physical copy of the Notice.
15. Those Members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for remote e-voting along with Process, Manner and Instructions through E-mail.
16. Voting rights shall be reckoned on the Paid-up value of shares registered in the name of Member / Beneficial Owner (in case of shares in Dematerialized form) as on the cut-off date i.e. **22.12.2020**.
17. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, shall only be entitled to avail the facility of e-voting / Poll.

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

18. No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the General Meeting.
19. The **Instructions for shareholders voting electronically are as under:**

Date and Time of commencement of e-voting	From 09.00 A.M. (I.S.T.) on 26.12.2020
Date and Time of Conclusion of e-voting	Till 05.00 P.M. (I.S.T.) on 28.12.2020

- During this period, shareholders' of the Company holding shares either in physical form or in Dematerialized form, as on the cut-off date may cast their vote electronically. The remote evoting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date through remote E-Voting would not be entitled to vote at the meeting venue through poll.
- The shareholders should login to the e-voting website of CDSL www.evotingindia.com
- Click on Shareholders
- Now enter your User ID
 - ❖ For Shareholders holding Demat Account with CDSL: 16 digits beneficiary ID
 - ❖ For Shareholders holding Demat Account with NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - ❖ Members holding shares in Physical Form should enter Folio Number registered with the Company.

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- Next enter the Image Verification as displayed and click on Login.
- If you are holding shares in demat form and had logged onto www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user then follow the steps given below:

For Members holding shares in Demat Form or Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of o's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth(in dd/mm/yyyy format) as recorded in Bank Details OR your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- After entering these details appropriately, click on “**SUBMIT**” tab.
- 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 demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for evoting through CDSL platform.

Note: It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- For Members holding shares in physical form, the details can be used for remote e-voting on the resolutions contained in this Notice only.
- Click on the **EVSN-201201014** for **DISTINCTIVE PROPERTIES AND LEASING LIMITED** for the relevant resolution on which you choose to vote.
- On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same you will find an option “YES/NO” for voting. Select the option “YES” or “NO” as desired. The option “YES” implies that you “Assent to the Resolution” and option “NO” implies that you “Dissent to the Resolution”.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution’s details.
- 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.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

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- You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Note for Non-Individual Shareholders and Custodians:-**
 - ❖ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.)and Custodian are required to log onto www.evotingindia.com and register themselves as Corporates.
 - ❖ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - ❖ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - ❖ The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - ❖ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in the favour of custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any query or issues regarding the 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.
- To address issues/grievances of shareholders relating to the ensuing AGM, including e-voting, the following official has been designated:

Name of the Official	Mr. Arun Bahuguna
Designation	Whole Time Director
Address	Flat No. 13, Stilt Floor, Devika Tower 6, Nehru Place, New Delhi- 110019
Contact	011 – 43675505
E-mail	distinctivepro1984@gmail.com

Details of Director Seeking Re-appointment at the Annual General Meeting

(In Pursuance of Regulation 36 of the SEBI Listing Regulations)

Name	Mr. Mithlesh	Mr. Arun Bahuguna
Director Identification Number (DIN)	07704585	00471958
Date of Birth	04/04/1969	23/02/1974
Date of Appointment in the Board	10/01/2017	03/03/2016
Terms and Conditions of Appointment /Reappointment	Change in Designation from Independent Director to Non-Executive Non Independent Director	Re-appointment of retiree by rotation
Qualification	Commerce Graduate	Commerce Graduate
Expertise in specific functional	Accounts, Administration,	Accounts, Administration,

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areas	Finance & Law	Finance & Law
Shareholding in the Company	NIL	NIL
Details of Remuneration	NIL	NIL
List of Directorship held in other	1. Hindustan Auto Finance Limited. 2. Galore Prints Industries Limited 3. Distinctive Properties and Leasing Limited	1. Distinctive Properties and Leasing Limited 2. Devika Estate Management Private Limited 3. Devika Apartment Maintenance Private Limited
Names of Listed Entities in which the person holds membership of the Committees of the Board	Distinctive Properties and Leasing Limited	Distinctive Properties and Leasing Limited
Relationship between Directors Inter-se	None	None
Chairman/ Member of the Committee of the Board of Directors of the Company	Nil	Nil

**For and on behalf of
Distinctive Properties and Leasing Limited**

SD/-

**(Arun Bahuguna)
Whole Time Director
DIN: 00471958
Add: B-50/6 Paryavaran Complex,
Saiddullajab, New Delhi-110030**

EXPLANATORY STATEMENT

{Pursuant to Section 102 of the Companies Act, 2013 read with Companies (Management and Administration) rules, 2014}

ITEM NO. 1 APPOINTMENT OF MR. MITHLESH (DIN: 07704585) AS “NON-EXECUTIVE DIRECTOR” FROM “INDEPENDENT DIRECTOR.

The members are apprised that Mr. Mithlesh who was appointed as Non-Executive Independent Director of the Company w.e.f. 10th February, 2017 has shown his willingness to act as Non-Executive Non Independent Director of the company.

Based on the recommendation of the the Board, the matter is recommended to the shareholders for their approval for change in designation of Mr. Mithlesh from Non-Executive Independent Director to Non-Executive Non-Independent Director of the company on such other terms and conditions as per prescribed.

None of the Directors and/or Key Managerial personnel of the company and their relatives, except Mr. Mithlesh and their relatives, are in any way concerned or interested in the proposed appointment of Mr. Mithlesh as Non-Executive Non-Independent Director of the company.

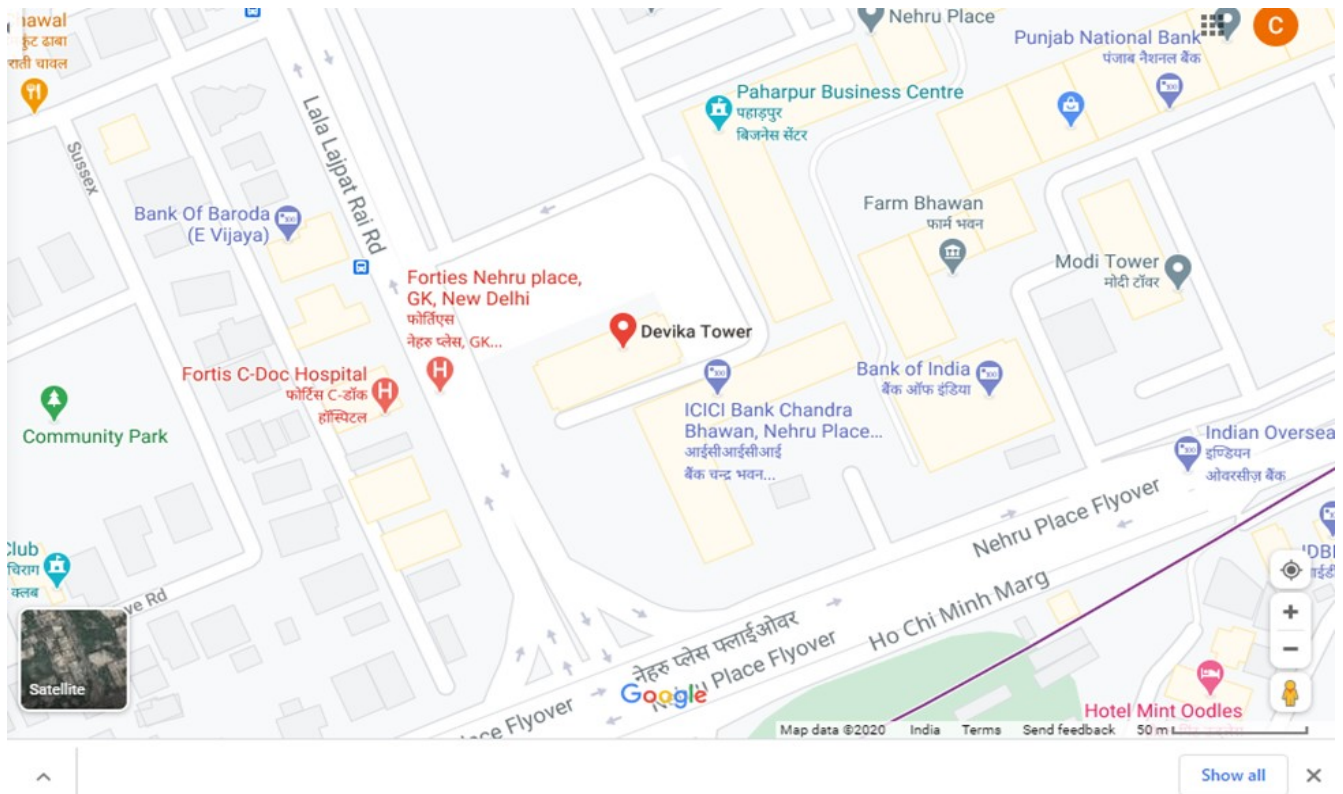
The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

**By Order of the Board of Directors
For Distinctive Properties and Leasing Limited**

SD/-
Arun Bahuguna
(Director)
DIN: 00471958

Date: 04.12.2020
Place: Delhi

The route map to the venue of the meeting is enclosed to this notice



ATTENDANCE SLIP
(To be presented at the entrance)

Annual General Meeting on day, Tuesday, 29th December, 2020 at 12:30 P.M. at the Registered Office of the company situated at Flat No. 13, Stilt Floor Devika Tower 6, Nehru Place, New Delhi- 110019

Folio No. _____

Name of the Member _____ Signature _____

Name of the Proxy _____ Signature _____

- a) Only Member/ Proxy can attend the Meeting.
- b) Member/ Proxy should bring his/her copy of the Notice for reference at the Meeting.
- c) Route map and prominent land mark are printed herein for easy location of the venue of the Extra Ordinary General Meeting.

Form No. MGT 11
Proxy form

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

CIN : L70101DL1984PLC018194

Name of the company : DISTINCTIVE PROPERTIES AND LEASING LIMITED

Registered office/Corporate office: Flat No. 13, Stilt Floor Devika Tower 6, Nehru Place New Delhi South Delhi DL 110019 IN

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No	

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

1. Name: E-mail Id:.....
Address:
..... Signature:....., or failing him

2. Name: E-mail Id:.....
Address:
..... Signature:....., or failing him

3. Name: E-mail Id:.....
Address:

..... 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, Tuesday, 29th December, 2020 at 12:30 P.M. at the Registered Office of the company situated at Flat No. 13, Stilt Floor Devika Tower 6, Nehru Place New Delhi South Delhi DL 110019 IN and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Resolution/ Relating to

Item No.

1. Adoption of Standalone Financial Statement
2. Re-appointment of Director by rotation-Mr. Arun Bahuguna
3. Appointment of M/s. Agarwal Bajaj & Associates, Chartered Accountant as Statutory Auditor

Special Resolution/ Relating to

Item No.

1. Appointment of Mr. Mithlesh (DIN: 07704585) as “Non-Executive Director” from “Independent Director.

Affix a Rs.1/- Revenue

Signed this ... day of _____, 2020 Signature of the Shareholder Signature of the Proxyholder(s)

Note :

The proxy form, in order to be effective, should be duly completed and deposited at the registered office of the company not less than 48 hours before the commencement of the Meeting.

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: DISTINCTIVE PROPERTIES AND LEASING LIMITED

Registered Office: Flat No. 13, Stilt Floor Devika Tower 6, Nehru Place, New Delhi- 110019

BALLOT PAPER

S.No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S.No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
ORDINARY RESOLUTION				
1.	Adoption of Standalone Financial Statement			
2.	Re-Appointment of Director By Rotation-Mr. Arun Bahuguna			
3.	Appointment of M/s. Agarwal Bajaj & Associates, Chartered Accountant as Statutory Auditor			
SPECIAL RESOLUTION				
1.	Appointment of Mr. Mithlesh (DIN: 07704585) as “Non-Executive Director” from “Independent Director.			

Place:

Signature of the Shareholder

Date:

DIRECTORS' REPORT

To
The Shareholders of the Company,

Your Directors are pleased to present this 36th Annual Report together with the Audited Annual Standalone & Consolidated Financial Statements for the year ended 31st March, 2020.

FINANCIAL HIGHLIGHTS- AT A GLANCE

◆ Overall Performance of your Company

The Financial Year 2019-20 had been a little tumultuous for the Company as your Company has shown a conventional performance during the year under review. The net Profits of your Company had gone down from Rs.156,563.17 in the Financial Year 2017-18 to Rs.125, 423.78 in the Financial Year 2018-19.

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

Amount (In Rs.)

PARTICULARS	Amount	
	2019-20	2018-19
Income from Business Operations	--	-
Other Income	2,027,909.00	1,109,300.00
Total Income	2,027,909.00	1,109,300.00
Less: Expenditure	1,338,480.50	1,031,333.42
Profit/Loss before Interest, Depreciation and Tax	689,428.50	77,966.58
Less: Interest and other Financial Charge(s)	1,902	276,296.50
Profit/Loss before Depreciation and Tax	687,526.50	(1,98,329.92)
Less: Depreciation	2,324	3,078
Profit/Loss before Tax	685,202.50	(201,407.92)
Less: Tax Expense		
Add: Deferred Tax Asset	171,300.63	(50,351.98)
Tax relating to previous year	48,380.00	-
Net Profit/Loss after Tax	465,521.88	(151,055.94)
Earnings per share:		
Basic	0.47	(0.15)
Diluted	0.47	(0.15)

DIVIDEND

No Dividend was declared for the current financial year by the Company.

RESERVES

The Board proposes no amount to transfer to the reserves and an amount of Rs. 465,519.81 is proposed to be retained in surplus.

SHARE CAPITAL

During the year under review, the Company has not issued any shares including Equity Shares, Shares with Differential Voting Rights, Stock Options, Sweat Equity, etc. The Company has not bought back any equity shares during the year 2019-20.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

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

DEPOSITS

During the year under review, the Company has not accepted any deposits in terms of section 73 of the Companies Act, 2013. There were no unclaimed deposits at the end of Financial Year i.e. 31st March, 2020.

SUBSIDIARY / ASSOCIATE/ JOINT VENTURES COMPANIES OF THE COMPANY

A statement about Subsidiary / Joint Ventures / Associate Company (ies) is mentioned in **Form AOC-1** marked as **"Annexure-A"**

MANAGEMENT DISCUSSION & ANALYSIS REPORT

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

CHANGE IN DIRECTORS /KEY MANAGERIAL PERSONNEL DURING THE YEAR

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

S. No.	Name	Designation	Nature of Change	With Effect From
1.	Mr. Shubham Yadav	Company Secretary & Compliance Officer	Cessation	30.07.2019
2.	Ms. Sfurti Gupta	Company Secretary	Appointment	17.09.2019
3.	Ms. Sfurti Gupta	Company Secretary	Cessation	11.02.2020
4.	Ms. Ekta Jain	Company Secretary	Appointment	31.07.2020

DIRECTOR'S RESPONSIBILITY STATEMENT

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

- In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

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

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

All Independent Directors have given declarations under section 149(7) that they meet the criteria of Independence as laid down under section 149(6) of the Companies Act, 2013 and Rules made thereunder to be read with SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015.

EXTRACT OF ANNUAL RETURN

The details forming part of extract of Annual Return under sub section 3 of Section 92 of the Companies Act, 2013 in **Form MGT-9** is annexed herewith as **“Annexure-C”**

NUMBER OF MEETINGS OF THE BOARD & COMMITTEES

During the financial year 2019-20, Five 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:

S.No.	Date of Meeting
1.	29.05.2019
2.	11.07.2019
3.	12.08.2019
4.	17.09.2019
5.	05.11.2019
6.	06.02.2020

BOARD ANNUAL EVALUATION

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

performance evaluation of the Independent Director shall be done by Directors excluding the Director being evaluated. The Board carried out a formal annual performance evaluation as per the criteria/framework laid down by the Nomination & Remuneration Committee of the company and adopted by the Board. The evaluation was carried out through a structured evaluation process to judge the performance of individual Directors including the Chairman of the Board. They were evaluated on parameters such as their education, knowledge, experience, expertise, skills, behavior, leadership qualities, level of engagement & contribution, independence of judgment, decision making ability for safeguarding the interest of the Company, stakeholders and its shareholders.

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

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

A. STATUTORY AUDITOR

M/s Sanjeev Bimla & Associates, Chartered Accountants (Firm Registration No. 008840N) has resigned as Statutory Auditors of the Company due to the pre-occupation of Statutory Auditor in other activities.

The Board suggested to appoint **M/s. Agarwal Bajaj & Associates, Chartered Accountant (Firm Registration No. 015850C)** as Statutory Auditors of the Company to hold office for a term of 5 (five) years, from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held in the year 2026. The Company has received written Consent of the auditor for his appointment.

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

The Notes on Accounts and observations of the Auditors in their Report on the Accounts of the Company are self-explanatory and in the opinion of the Directors, do not call for any further clarification(s). Also, the report submitted by the Auditor is unqualified.

B. SECRETARIAL AUDITOR

Pursuant to provision of section 204 of the Companies act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014, the Company has appointed **M/s Pratul Agrawal & Associates, Company Secretaries** to undertake Secretarial Audit of the Company.

The Secretarial Audit was conducted by **Mr. Pratul Agrawal**, Company Secretary, and the report thereon in **Form MR-3** is annexed herewith as ***"Annexure- D"***

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

The observation made by the Secretarial Auditor in its report is given below:

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

During the year under review the company had not made any investment , not given any loan or guarantees under section 186 of the Companies Act, 2013

All investments made during the year were within the stipulated limits of law.

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

All contracts/arrangements/transactions entered into during the financial year with the related parties were on arm's length basis and were in the ordinary course of business. **Form AOC-2** has also been attached with this report as "Annexure -E"

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year of the Company to which this financial statement relate and on the date of this report.

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

To the best of the Management's knowledge, no significant and material order(s) were passed by any regulator(s) or courts or tribunals which could impact the going concern status and company's operation in future.

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

The provisions of Section 134(3)(m) of the Companies Act, 2013 do not apply to our Company. There was no foreign exchange inflow or Outflow during the year under review.

RISK MANAGEMENT

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

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

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

VIGIL MECHANISM / WHISTLE BLOWER POLICY

As per Regulation 22 of the SEBI Regulations, 2015, in order to ensure that the activities of the Company & its employees are conducted in a fair & transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior, the company has adopted a vigil mechanism policy. This policy is explained in "Corporate Governance Report" and is also posted on website of the company.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

As per the requirement of "The Sexual Harassment of Women at Workplace (Prevention, Prohibition &

ANNUAL REPORT 2019-20

Redressal) Act, 2013” and Rules made thereunder, your Company has constituted Internal Complaints Committee (ICC) at its workplaces. During the year, no complaints were filed with the Company.

CORPORATE GOVERNANCE REPORT

During the year under review, company is not required to prepare Corporate Governance Report.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

The Company has performed an evaluation and made an assessment of the adequacy and the effectiveness of the Company’s Internal Financial Control System. The Statutory Auditors of the Company have also reviewed the Internal Financial Control system implemented by the Company on the financial reporting and in their opinion, the Company has, in all material respects, adequate Internal Financial Control system over Financial Reporting and such Controls over Financial Reporting were operating effectively as on 31st March, 2020 based on the internal control over financial reporting criteria established by the Company.

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

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

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

PERSONNEL RELATIONS

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

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is as follows:

- | | |
|----------------------------------|------------|
| a) Employed throughout the year | Nil |
| b) Employed for part of the year | Nil |

The company has Executive Directors and the remuneration paid to them, if any is disclosed in MGT-9. Further, no sitting fee has been paid to any director during the year.

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

ACKNOWLEDGEMENT

Your Directors wish to acknowledge their gratitude to the business Associates and Stock Exchange authorities for their continued patronage, assistance and guidance.

**For and on behalf of the Boards
For Distinctive Properties and Leasing Limited**

SD/-
Devender Singh
(Director)
DIN: 05279646

SD/-
Arun Bahuguna
(Whole Time Director)
DIN: 00471958

Date: 04.12.2020
Place: Delhi

Form AOC-1

Annexure A

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

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

Part “A”: Subsidiaries

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

S. No.	Particulars	Details	
1.	Name of the subsidiary	Not Applicable	
2.	Reporting period for the subsidiary concerned, if different from the holding company’s reporting period		
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries		
4.	Share capital		
5.	Reserves & surplus		
6.	Total assets		
7.	Total Liabilities		
8.	Investments		
9.	Turnover		
10.	Profit before taxation		
11.	Provision for taxation		
12.	Profit after taxation		
13.	Proposed Dividend		
14.	% of shareholding		
15.	Names of subsidiaries which are yet to commence operations	NA	NA
16.	Names of subsidiaries which have been liquidated or sold during the year	NA	NA

Part “B”: Associates and Joint Ventures

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

S.No.	Name of Associate/Joint Venture	DETAILS
1.	Latest audited Balance Sheet Date	NOT APPLICABLE
2.	Shares of Associate/Joint Venture held by the company on the year end	
	No. of Shares	
	Amount of Investment in Associate/Joint Venture	
	Extend of Holding%	
3.	Description of how there is significant influence	
4.	Reason why the associate/joint venture is not consolidated	
5.	Net worth attributable to shareholding as per latest audited Balance Sheet	
6.	Profit/Loss for the year	
	Considered in Consolidation	
	Not Considered in Consolidation	
1.	Names of Associate Companies/Joint Ventures which are yet to commence operations	
2.	Names of Associate Companies/Joint Ventures which have been liquidated or sold during the year	

**For and on behalf of the Boards
For Distinctive Properties and Leasing Limited**

SD/-
Devender Singh
(Director)
DIN: 05279646

SD/-
Arun Bahuguna
(Whole Time Director)
DIN: 00471958

Date: 04.12.2020
Place: Delhi

FORM NO. AOC.2

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

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

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

2	Details of contracts or arrangements or transactions not at Arm's Length basis		
	a)	Name(s) of the related party and nature of relationship	
	b)	Nature of contracts/arrangements/ transactions	
	c)	Duration of the contracts/ arrangements/ transactions	
	d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
	e)	Date(s) of approval by the Board	
	f)	Amount paid as advances, if any	

For and on behalf of the Boards
For Distinctive Properties and Leasing Limited

SD/-

SD/-

Devender Singh
(Director)
DIN: 05279646

Arun Bahuguna
(Whole Time Director)
DIN: 00471958

Date: 04.12.2020
Place: Delhi

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

As on financial year ended on 31.03.2020

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	L70101DL1984PLC018194
2	Registration Date	26.05.1984
3	Name of the Company	Distinctive Properties & Leasing Limited
4	Category of the Company	Company Limited by Shares
5	Sub-category of the Company	Indian Non-Government Company
6	Address of the Registered office & contact details	"Flat No. 13, Stilt Floor Devika Tower 6, Nehru Place, New Delhi 110019"Ph: 011-43675505"
7	Whether listed company	Yes
8	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Name: RCMC Share Registry (P) Limited Add: B-25/1, First Floor, Okhla Industrial Area, Phase II, NewDelhi, New Delhi Ph.: 85276 95122

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	Annual Turnover of the company
	NA	NA	NA

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	NA	NA	NA	NA	NA

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-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (1)	-	-	-	-	-	-	-	-	-
(2) Foreign									
a) NRI Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (2)	-	-	-	-	-	-	-	-	-
TOTAL (A)	-	-	-	-	-	-	-	-	-
B. Public									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Alternate Investment Funds	-	-	-	-	-	-	-	-	-
g) Insurance	-	-	-	-	-	-	-	-	-
h) FIIs	-	-	-	-	-	-	-	-	-
i) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
j) Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-
k) Provident Funds/Pension	-	-	-	-	-	-	-	-	-

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i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	-	404,761	404,761	40.58	-	404,761	404,761	40.58	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakhs		115,730	115,730	11.6		220,014	220,014	22.06	10.46
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakhs		476,834	476,834	47.82		372,550	372,550	37.35	(10.46)
c) Others (specify)	-	-	-	-	-	-	-	-	-
(i) Non Resident	-	-	-	-	-	-	-	-	-
(ii) Overseas Corporate	-	-	-	-	-	-	-	-	-
(iii) Foreign Nationals	-	-	-	-	-	-	-	-	-
(iv) Clearing Members	-	-	-	-	-	-	-	-	-
(v) Trusts	-	-	-	-	-	-	-	-	-
(vi) Foreign Bodies (holding DRs)	-	-	-	-	-	-	-	-	-
(vii) NBFC registered with RBI	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	997,325	997,325	100	-	997,325	997,325	100	
Total Public (B)	-	997,325	997,325	100	-	997,325	997,325	100	
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	997,325	997,325	100	-	997,325	997,325	100	-

(ii) Shareholding of Promoter

S. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 31-March-2019]			Shareholding at the end of the year [As on 31-March-2020]			% change in share holding 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	
	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

S. No	Particulars	Date	Reason	Shareholding at the beginning of the year [As on 31-March-2019]		Cumulative Shareholding during the year [As on 31-March-2020]	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year						
	Date wise Increase /Decrease in Promoters' Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /bonus/ sweat			NO CHANGE			
	At the end of the year						

ANNUAL REPORT 2019-20**(iv) Shareholding Pattern of top ten Shareholders
(Other than Directors, Promoters and Holders of GDRs and ADRs)**

S.No.	For each of the top 10 Shareholders	Shareholding at the beginning of the year [As on 31-March-2019]		Cumulative Shareholding during the year [As on 31-March-2020]	
		No. of shares	% of total shares	No. of shares	% of total shares
1.	Pawansut Media Services Pvt Ltd	224805	22.541	224805	22.541
2.	ARUN GOEL	49500	4.963	49500	4.963
3.	ABHINAV AGGARWAL	48700	4.883	48700	4.883
4.	OM PRAKASH	40750	4.086	40750	4.086
5.	ROHIT SHARMA	40700	4.081	40700	4.081
6.	MAMTA SINGH	37800	3.79	37800	3.79
7.	SIPENDRA KUMAR	35000	3.509	35000	3.509
8.	KRISHNA KUMAR	28250	2.833	28250	2.833
9.	DEEPAK	27350	2.742	27350	2.742
10.	TOPWELL INFOTECH LTD	22275	2.233	22275	2.233

(v) Shareholding of Directors and Key Managerial Personnel:

Shareholding of each Directors and Key Managerial Personnel	Shareholding at the beginning of the year [As on 31-March-2019]		Cumulative Shareholding during the year [As on 31-March-2020]	
	No. of shares	% of total	No. of shares	% of total
At the beginning of the year				
Rohit Sharma	40700	4.08	40700	4.08
Date wise Increase /Decrease in Share holding during the“year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus / sweat“equity etc)	-	-	-	-
At the end of the year	40700	4.08	40700	4.08

V. INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year		73,570,000		73,570,000
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	73,570,000		73,570,000
Change in Indebtedness during the financial year				
* Addition	-	450,000		450,000
* Reduction	-	(23,198,000)		(23,198,000)
Net Change	-	50,822,000		50,822,000
Indebtedness at the end of the financial year				
i) Principal Amount	-	50,822,000		50,822,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	50,822,000		50,822,000

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount (Rupees)
	Name	Arun Bahuguna	-
	Designation	Whole Time Director	-
1	Gross salary	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- others, specify	-	-
5	Others, please specify	-	-
	Total (A)	-	-
	Ceiling as per the Act	-	-

B. Remuneration to other Directors

S. No.	Particulars of Remuneration	Name of Directors			Total Amount (Rupees)
1	Independent Directors	Anand Prakash	Anand Prakash	Anand Prakash	
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2	Other Non-Executive				
	Fee for attending board committee meetings	-	-	-	-
	Commission				-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial	-	-	-	-
	Overall Ceiling as per the	-	-	-	-

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

S. No.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rupees)
		Rohit Sharma	Shubham Yadav(till 30.07.2019)	Sfurti Gupta(w.e.f 17.09.2019 till 11.02.2020)	
	Name				
	Designation	CFO	CS	CS	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3)				
2	Stock Option	-	-		
3	Sweat Equity	-	-		
4	Commission	-	-		
	- as % of profit	-	-		
	- others, specify	-	-		
5	Others, please specify	-	-		
	Total	-	-		

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		NIL		
	Punishment				
	Compounding				
C.	OTHER OFFICERS IN DEFAULT				
	Penalty		NIL		
	Punishment				
	Compounding				

For and on behalf of the Boards
For Distinctive Properties and Leasing Limited

SD/-

Devender Singh
(Director)
DIN: 05279646

SD/-

Arun Bahuguna
(Whole Time Director)
DIN: 00471958

Date: 04.12.2020
Place: Delhi

FORM NO. MR-3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2020**

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

To,
**The Members,
Distinctive Properties and Leasing Limited
Flat No 13, Stilt Floor, Devika Tower, 6,
Nehru Place, New Delhi-110019**

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

Based on our verification of the 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, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the

Company for the financial year ended on 31st March, 2020 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- 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- **Not applicable during period under review.**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.
 - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; *Not applicable for the period under review*
 - e) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 -*Not applicable for the period under review.*
 - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008-*Not applicable during the period under review.*
 - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- *Not applicable during the period under review.*
 - i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- *Not applicable during the period under review.*
 - j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- vi. We have also examined compliance with the applicable clauses of the following:
- a) Secretarial Standards (SS-1 & SS-2) issued by The Institute of Company Secretaries of India;
 - b) Listing Agreement entered into by the Company with **Metropolitan Stock Exchange of India Ltd.**

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

We further report that:

- ❖ The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors during the period under review.
- ❖ Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- ❖ Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that:

- ❖ Based on review of compliance mechanism established by the Company, we are of the opinion that

there are adequate systems and processes in place in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

**For Pratul Agrawal & Associates
Company Secretaries**

SD/-

**Pratul Agrawal
(Company Secretary)
M.No.:47822
COP No. 22424**

**Date:04.12.2020
Place:Delhi**

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

Annexure 1

[Annexure to the Secretarial Audit Report for the Financial Year ended 31st March, 2020]

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

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

**For Pratul Agrawal & Associates
Company Secretaries**

SD/-
Pratul Agrawal
(Company Secretary)
M.No.47822
COP No.:22424

Date:04.12.2020
Place:Delhi

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(As per clause C of Schedule V of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with Regulation 34(3) of the said Listing Regulations)

To,

**The Members
Distinctive Properties and Leasing Limited
Flat No 13, Stilt Floor, Devika Tower, 6,
Nehru Place, New Delhi-110019**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Distinctive Properties and Leasing Limited** having registered office at **Flat No 13, Stilt Floor, Devika Tower, 6, Nehru Place, New Delhi-110019** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **31st March, 2020** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No.	Name	DIN	Date of Appointment
1.	MR. ARUN BAHUGUNA	00471958	03/03/2016
2.	MR. DEVENDER SINGH	05279646	03/03/2016
3.	MR. ANAND PRAKASH	06918487	03/03/2016
4.	MR. MITHLESH	07704585	10/01/2017

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

**For Pratul Agrawal & Associates
Company Secretaries**

SD/-
Pratul Agrawal
(Company Secretary)
M.No.47822
COP No.:22424
Date:04.12.2020
Place:Delhi

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

INDUSTRY STRUCTURE AND DEVELOPMENT

The real estate sector is one of the globally recognized sector. In India, real estate is the second largest employer after agriculture and is slated to grow at 30 percent over the next decade. The real estate sector comprises of four sub sectors - housing, retail, hospitality, and commercial. The growth of this sector is well complemented by the growth of the corporate environment and the demand for office space as well as urban and semi-urban accommodations. The construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy.

It is also expected that this sector will incur more Non-Resident Indian (NRI) investments in both short term and the long term. Bengaluru is expected to be the most favored property investment destination for NRIs, followed by Ahmedabad, Pune, Chennai, Goa, Delhi and Dehradun.

INDUSTRY OVERVIEW

The Indian real estate market is expected to touch US\$ 180 billion by 2020. The housing sector alone contributes 5-6 per cent to the country’s Gross Domestic Product (GDP).

In the period 2008-2020, the market size of this sector is expected to increase at a Compound Annual Growth Rate (CAGR) of 11.2 per cent. Retail, hospitality and commercial real estate are also growing significantly, providing the much-needed infrastructure for India’s growing needs.

The private equity investments in real estate increased in 2016.

Sectors such as IT, retail, consulting and e-commerce have registered high demand for office space in recent times. The office space absorption in 2016 across the top eight cities amounted to 34 million square feet (msf) with Bengaluru recording the highest net absorption during the year. Information Technology and Business Process Management sector led the total leasing table with 52 per cent of total space uptake in 2016. Mumbai is the best city in India for commercial real estate investment, with returns of 12-19 percent likely in the next five years, followed by Bengaluru and Delhi-National Capital Region (NCR).

OPPORTUNITIES, CHALLENGES AND OUTLOOK

Opportunities

The Indian economy experienced robust growth in the past decade & is expected to be one of the fastest growing economies in the coming years. Demand for commercial property is being driven by the country’s economic growth India’s real GDP grew to 7.3 per cent in 2015 & would rise to 6.6 per cent in 2016 compared with emerging economies’ average of 4.00 per cent & 4.7 per cent, respectively. India’s real GDP is estimated to be 6.8 per cent in 2019. Real estate contribution to India’s GDP is estimated to increase to about 13 per cent by 2028. The market size of real estate in India is expected to increase at a CAGR of 15.2 per cent during FY 2008 – 2028 and is estimated to be worth USD 853 billion by 2028. Increasing share of real estate in the GDP

would be supported by increasing industrial activity, improving income level & urbanization. Mumbai & Bengaluru have been rated as the top real investment destinations in Asia.

Keeping in mind the various aspects and potential threats to the Company, key opportunities that the Company should take advantage of, may be briefed as follows:

- Growing requirements of space from sectors such as education & healthcare
- Growth in tourism providing opportunities in the hospitality sector

In 2016, India secured 3rd position in the US Green Building Council (USGBC) annual ranking of the top 10 countries for LEED (Leadership in Energy & Environmental Design). This will generate attractive opportunities for companies to expand their portfolio

Opportunities available to the Company on account of Government policies may be enunciated as follows:

- Government allocated USD 58.92 billion for infrastructure sector.
- By 2019, the government plans to construct 1 crore houses in rural areas.
- USD 3.42 billion were allocated for Pradhan Mantri Awas Yojana

Challenges

Your Company is facing following challenges in this era of cut throat competition and increased regulatory framework built around the real-estate sector:

- Strong rivalry due to large number of players operating in India;
- Limits a seller's ability to set the prices for goods & services ;
- An absence of competitive neutrality due to unequal provisioning of policy concessions;
- Uncertain investment timeline due to long gestation period ;
- High cost of land & land use restrictions act as a natural barrier;
- Brand value of the incumbent player for the consumers;
- No specific substitutes available ;
- Substitutes are mainly government-provided housing, mostly limited to the economically backward class;
- Large real estate firms have good bargaining power against customers;
- Unregulated & badly managed land banks make land acquisition difficult for realty companies;
- Due to a large variety of quality players, the customers have many options to choose from ;
- They are also becoming more discerning & demanding better quality;

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.

- Demand for residential properties has surged due to increased urbanisation & rising household income;
- About 10 million people migrate to cities every year;
- 35 per cent of the population is in young age bracket (15-35 years);
- Growing economy driving demand for commercial & retail space
- During April 2000 & December 2016, FDI inflows in construction development in India stood at USD 24.28 billion & accounted for 8.4 per cent of total FDI inflows into the country;
- India's commercial capital, Mumbai, attracted more than USD 2 billion of private investments in 2016, for enhancing growth in the construction sector.

INTERNAL CONTROL SYSTEM

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

HUMAN RESOURCE DEVELOPMENT

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

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

CAUTIONARY STATEMENT

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

**For and on behalf of the Boards
For Distinctive Properties and Leasing Limited**

SD/-
Devender Singh
(Director)
DIN: 05279646

SD/-
Arun Bahuguna
(Whole Time Director)
DIN: 00471958

Date: 04.12.2020
Place: Delhi

CEO/CFO CERTIFICATION

I, **Rohit Sharma, being the Chief Financial Officer** of Distinctive Properties and Leasing Limited do hereby confirm and certify that:

- ❖ I have reviewed the financial statements (Standalone) and the cash flow statement for the Financial Year 2019-20 and that to the best of my knowledge and belief.
- ❖ these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- ❖ these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- ❖ there are no transactions entered into by the listed entity during the year which are fraudulent, illegal or violate the listed entity's code of conduct.
- ❖ I accept responsibility for establishing and maintaining internal control for financial reporting and have evaluated the effectiveness of internal control system of the listed entity pertaining to financial reporting and have disclosed to the auditor along with the audit committee, deficiencies in the design or operation of such internal control(s), if any, of which I am aware and the steps I have taken or proposed to take to rectify these deficiencies.
- ❖ during the year under reference:
 - there were no significant changes in internal control system over financial reporting;
 - there were no significant changes in accounting policies and that the same have been disclosed in the notes to the financial statements; and
 - there were no instance(s) of significant fraud involved therein, if any, of which the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For Distinctive Properties and Leasing Limited

SD/-

Rohit Sharma
(Chief Financial Officer)

Date:04.12.2020

Place:Delhi

DECLARATION FOR COMPLIANCE OF CODE OF CONDUCT

I, **Arun Bahuguna, Whole Time Director** of the Company do hereby declare that all the Directors and Senior Management Personnel have affirmed compliance with the code of the conduct of the company for the financial year ended on March 31, 2020.

SD/-
Arun Bahuguna
(Whole Time Director)
DIN: 00471958

Date: 04.12.2020
Place: Delhi

INDEPENDENT AUDITORS' REPORT

To,

**The Members of,
Distinctive Properties and Leasing Limited
Report on the Financial Statements
Opinion**

We have audited the financial statements of **Distinctive Properties and Leasing Limited** ("the Company"), which comprise the balance sheet as at 31st March 2020, and the statement of Profit and Loss, (statement of changes in equity) and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, subject to the points below, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and profit/loss, (changes in equity) and its cash flows for the year ended on that date.

- a. *The Company has not provided the valuation report of the unquoted shares of investments as required by IND AS 109, hence we are in no position to comment on the correctness of the valuation of the said shares, as such, we have adopted the valuation as provided by the management on 31.03.2018, as such the company is in violation of the IND – AS.*
- b. *The company has not routed the notional profit on sale of investment through Other comprehensive income in Profit & Loss A/c. but have adjusted the same in Reserves & Surplus A/c. which is in violation of the Indian Accounting Standards.*
- c. *The lockdown imposed in the country due to the covid pandemic has had some serious effect on the company, however, at this point we are in no position to ascertain the exact impact of the same on the company.*

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. No key audit matter exist which needs to be specified here.

Information other than the financial Statements and Auditor Report Thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's report including Annexure to the Boards Report, Business Responsibility Report, Corporate governance and Shareholders information, but does not includes the financial statements and our auditor's report.

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

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

If based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact.

We cannot report on the same as the same was not provided to us.

Management's Responsibility for the Financial Statements

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

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

Auditor's Responsibility for the Audit of the Financial Statements

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

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 (the Order) issued by the Central Government in terms of Section 143 (11) of the Act, we enclosed in the annexure a statement on matters specified in paragraph 3 & 4 of the said order.

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 and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) In our opinion there are no observations or comments on the financial transactions, which may have an adverse effect on the functioning of the Company.
- f) On the basis of the written representations received from the directors as on 31st Mar 2020 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st Mar 2020 from being appointed as directors in terms of section 164(2) of the Act.
- g) Report on the Internal Financial Controls under Clause (1) of Sub-section 3 of section 143 of the companies Act, 2013 ("the Act") is enclosed an annexure to this report.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) As informed to us the Company does not have any pending litigations which would impact its financial position.
 - 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 SANJEEV BIMLA & ASSOCIATES
CHARTERED ACCOUNTANTS
(FRN NO 008840N)**

**SD/-
(CA. ABHINAV GUPTA)
Partner
M.NO. 544394
Date: 31.07.2020
Place: Delhi**

ANNEXURE - Report under the Companies (Auditor's Report) Order, 2016**Referred to in of our report of even date**

In terms of the information and explanations sought by us and given by the company and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that: -

1a.) The Company has not maintained proper records showing full particulars including quantitative details and situation of fixed assets.

1b.) As explained to us, all the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.

1c.) The title deeds to the immoveable property in the name of the company have not been provided to us for verification.

2) As explained to us, the inventory has not been physically verified at reasonable intervals during the year by the management.

3) As explained to us, the company had not granted any loans, secured or unsecured, to any companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly the provisions of clause iii (a) to (c) of the order are not applicable to the company and hence not commented upon.

4) The company has not given any loans, investments guarantees, and security.

5) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits in contravention of Directives issued by Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under, where applicable . No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.

6) It has been explained to us that the maintenance of cost records has not been prescribed under section 148(1) of the Act.

7a.) According to the records of the company the company is generally not regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, Cess and other material statutory dues applicable to it. In case of any delay the same is deposited along with interest.

According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, Service Tax, sales tax, custom duty, excise duty and Cess were in arrears, as at 31-Mar-2020 for a period of more than six months from the date they became payable.

7 b.) According to the information and explanations given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, excise duty and Cess which have not been deposited on account of any dispute.

- 8) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion, the company has not defaulted in repayment of dues to a financial institution, bank, Government or dues to debenture holders.
- 9) The company has not raised moneys by way of initial public offer or further public offer (including debt instrument). However the moneys were raised by way of term loans which were applied for the purposes for which those were raised.
- 10) Based upon the audit procedures performed and according to the information and explanations given to us, no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the course of our audit that causes the financial statements to be materially misstated.
- 11) The Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- 12) The company is not a Nidhi Company hence this clause is not applicable.
- 13) Based upon the audit procedures performed and according to the information and explanations given to us, All transactions with related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial statements etc. as required by the applicable accounting standards.
- 14) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- 15) The company has not entered into any non-cash transactions with directors or persons connected with him.
- 16) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

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 **Distinctive Properties and Leasing Limited** as of 31-Mar-2020 in conjunction with our audit of the standalone 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the 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 I/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 31-Mar-2020.

**FOR SANJEEV BIMLA & ASSOCIATES
CHARTERED ACCOUNTANTS
(FRN NO 008840N)**

**SD/-
(CA. ABHINAV GUPTA)
Partner
M.NO. 544394**

**Date: 31.07.2020
Place: Delhi**

M/S DISTINCTIVE PROPERTIES AND LEASING LIMITED
BALANCE SHEET AS AT 31st MARCH 2020

Particulars	Note No.	AS AT 31.03.2020 Rs.	AS AT 31.03.2019 Rs. P.
ASSETS			
<u>Non-current assets</u>			
(a) Property Plant & Equipment	7	19,498	21,822.67
(b) Capital work-in-progress		.67	-
(c) Investment Property		-	-
(d) Goodwill		-	-
(e) Other Intangible assets		-	-
(f) Intangible assets under development		-	-
(g) Biological Assets Other Than Bearer Plants		-	-
(h) Financial Assets:-		-	- 1,300.42
(i) Investments	8	-	-
(ii) Trade Receivables		-	151,046,196.00
(iii) Loans & Advances	9	1,30	-
(iv) Others		0.42	1,513,097.58
(i) Deferred tax assets (Net)		-	-
(j) Other non-current assets		-	-
		129,346,19	-
		6.00	7,054,171.00
<u>Current Assets</u>			
(a) Inventories	10	-	-
(b) Financial Assets:-			
(i) Investments		1,341,79	335,441.60
(ii) Trade receivables	11	6.96	112,754.18
(iii) Cash and cash equivalents	12	-	- 251,630.00
(iv) Bank Balance Other than (iii) Above	12	-	-
(v) Loans	13	-	-
(vi) Others	14	7,054,171.	-
(c) Current Tax Assets		00	-
(d) Other Current Assets		-	-
TOTAL		138,493,588.	160,487,463.45
EQUITY AND LIABILITIES			
<u>EQUITY</u>			
(a) Equity Share Capital	3	84,449,752	83,984,232.45
(b) Other Equity		-	-
<u>LIABILITIES</u>			
<u>Non-current Liabilities</u>			
a) Financial Liabilities			
(i) Borrowings	4	50,822,000	73,570,000.00
(ii) Trade Payables		-	-
(iii) Other Financial Liabilities (Other than specified in item (b) to be specified)		-	-
(b) Provisions		-	-
(c) Deferred tax liabilities(Net)		-	-
(c) Other Long-term liabilities		-	-
<u>Current Liabilities</u>			
a) Financial Liabilities			
(i) Borrowings		-	-
(ii) Trade Payables		-	-
(iii) Other Financial Liabilities (Other than specified in item (b) to be specified)		-	-
(b) Other current liabilities	5	3,221,836	2,933,231.00
(c) Provisions		-	-
(d) Current Tax Liabilities	6	-	-
TOTAL EQUITY AND LIABILITIES		138,493,588.	160,487,463.45
The notes are an integral part of these financial statements.	1 & 2		

FOR AND ON BEHALF OF THE BOARD

This is the Balance Sheet referred to in our
report of even date
FOR SANJEEV BIMLA & ASSOCIATES CHARTERED
ACCOUNTANTS
Registration No. 008840N DIN NO 00471958

ARUN BAHUGUNA

Director

ANAND PRAKASH

DIN NO 06918487

Director

ROHIT SHARMA
CHIEF FINANCIAL OFFICER

(Company Secretary)

(CA ABHINAV GUPTA) PARTNER
M.No. 544394

Place :- DELHI
Date:-31.07.2020

M/S DISTINCTIVE PROPERTIES AND LEASING LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDING 31st MARCH 2020

Particulars	Note No.	Current Year		Previous Year	
		Rs.	P.	Rs.	P.
I. Revenue from operations(Gross)		-		-	
Less : Excise Duty		-		-	
Revenue from operations(Net)		-		-	
II. Other income	15.00	2,027,909.00		1,109,300.00	
III. Total Revenue (I+II)		2,027,909.00		1,109,300.00	
IV. EXPENSES :					
Cost of Materials consumed	16.00	-		-	
Purchases of stock-in-trade		-		-	
Changes in inventories of finished goods work-in-progress and stock-in-trade			-	-	
Employee Benefits Expenses	17.00	384,590.00		307,200.00	
Financial Expenses	18.00	1,902.00		276,296.50	
Depreciation and amortization		2,324.00		3,078.00	
Other expenses	19.00	953,890.50		724,133.42	
Total Expenses	Total	1,342,706.50		1,310,707.92	
V. Profit before exceptional and extraordinary items and tax(III-IV)		685,202.50		(201,407.92)	
VI. Exceptional items				-	
VII. Profit before extraordinary (V-VI)		685,202.50		(201,407.92)	
VIII. Extraordinary items		-		-	
IX. Profit before Tax (VII-VIII)		685,202.50		(201,407.92)	
X. Tax expense:					
(1) Current tax		-		-	
(2) Deferred tax		171,300.63		(50,351.98)	
(3) Taxes relating to earlier years		48,380.00		-	
XI. Profit(Loss)for the period from continuing operations (IX-X-XIV)		465,521.88		(151,055.94)	
XII. Profit(Loss) from discontinued operations				-	

		-	
XIII.	Tax expense of discontinued operations	-	-
XIV.	Profit(Loss)from discontinuing operationis(XII-XIII)	-	-
XV.	Profit for the period(XI-XIV)	465,521.88	(151,055.94)
XVI	Other Comprehensive Income		
	(A) (i) Items that will not be reclassified to profit or loss	-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-
	(B) (i) Items that will be classified to profit or loss	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	-
XVII	Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and Other Comprehensive Income for the Period)	-	-
XVIII	Earnings per equity share (for continuing operation):		
	(1) Basic	0.47	(0.15)
	(2) Diluted	0.47	(0.15)
XIX	Earnings per equity share (for discontinued operation):		
	(1) Basic	-	-
	(2) Diluted	-	-
XX	Earnings per equity share (for discontinued & continuing operations)		
	(1) Basic	0.47	(0.15)
	(2) Diluted	0.47	(0.15)
	The notes are an integral part of these financial statements.		
		1 & 2	

FOR AND ON BEHALF OF THE BOARD

ARUN BAHUGUNA
DIN NO 00471958
(Director)

ANAND PRAKASH
DIN NO: 06918487
(Director)

ROHIT SHARMA
CHIEF FINANCIAL OFFICER
Place :- DELHI
Date:- 31.07.2020

(COMPANY SECRETARY)

This is the Profit & Loss referred to in our report of even date

FOR SANJEEV BIMLA & ASSOCIATES
CHARTERED ACCOUNTANTS
Registration No. 008840N

(CA ABHINAV GUPTA)
PARTNER
M.No. 544394

M/S DISTINCTIVE PROPERTIES AND LEASING LIMITED
Cash Flow Statement for the Year ended 31st March, 2020

Particulars	As at 31.03.2019	As at 31.03.2020
(A) Cash Flow From operating activities		
Net Profit Before Tax	(201,407.92)	685,202.50
Adjustment for :-		
a) Depreciation & Amortisation Exp.	3,078.00	2,324.00
b) Interest Income	(206,630.00)	-
c) Profit on sale of Investments	-	-
d) Interest Cost	276,296.50	1,902.00
Operating Profit before working capital changes	(128,663.42)	689,428.50
<i>Adjustments for working capital changes :-</i>		
a) (Increase)/Decrease in Inventories	-	-
b) (Increase)/Decrease in Trade Receivables	293,450.00	-
c) (Increase)/Decrease in Short Term Loans & Advances	-	-
e) (Increase)/Decrease in Other Current Assets	136,893.00	(5,387.00)
f) Increase / (Decrease) in Long Term Provision	-	-
g) Increase/(Decrease) in Short Term Provision	-	-
h) Increase/(Decrease) in Trade Payables	-	288,605.00
i) Increase / (Decrease) in Other Current Liabilities	52,631.00	-
k) (Increase)/Decrease in Other long Term liabilities	-	-
k) (Increase)/Decrease in long Term Loans & Advances	-	-
l) (Increase)/Decrease in Other non Current Assets	-	-
Cash generated from operations	354,310.58	972,647.28
Income Tax Paid	-	(48,380.00)
Extra ordinary Items	-	-
Income tax paid under PMGKDS 2016	-	-
Net Cash from operating activities	354,310.58	924,267.28
(B) Cash Flow From Investing Activities :-		
a) Bank Deposits	-	-
b) Investment in Equity Shares	-	-
c) Profit on sale of investments	122,231,196.00	-
d) Long Term Loan & Advance	(98,971,196.00)	21,700,000.00
e) Interest Income	206,630.00	-
f) Interest Paid	-	-
Net Cash from investing activities	23,466,630.00	21,700,000.00
(C,) Cash Flow from Financing Activities :-		
a) Share capital	-	-
b) Long Term Borrowings (Net)	(26,100,000.00)	(22,748,000.00)
c) Short Term Borrowings (Net)	-	-
d) Interest Cost	(276,296.50)	(1,902.00)
e) Share Premium	-	-
Net Cash from financing activities	(26,376,296.50)	(22,749,902.00)
Net (Decrease)/Increase in cash & cash equivalents	(2,555,355.92)	(125,637.24)
Opening balance of cash & cash equivalents	3,003,551.70	448,195.78
Closing balance of cash & cash equivalents	448,195.78	322,558.54

Notes :-

- 1) The above Cash Flow Statement has been prepared under the "indirect method" as set out in AS - 3 issued by the ICAI.
- 2) Figures in Brackets indicate cash outflow
- 3) Previous Year figures have been regrouped/ rearranged wherever necessary

FOR AND ON BEHALF OF THE BOARD

As per our report of even date attached

ARUN BAHUGUNA
DIN NO 00471958
Managing Director

ANAND PRAKASH
DIN NO 06918487
Director

ROHIT SHARMA
CHIEF FINANCIAL OFFICER
Place :- DELHI
Date:-31.07.2020

(Company Secretary)

FOR SANJEEV BIMLA & ASSOCIATES CHARTERED ACCOUNTANTS
Registration No. 008840N

(CA ABHINAV GUPTA) PARTNER
M.No. 544394

M/S DISTINCTIVE PROPERTIES AND LEASING LIMITED

SHARE CAPITAL

NOTE 3

PARTICULARS	AS AT		AS AT	
	31.03.2020		31.03.2019	
	Rs.	P.	Rs.	P.
(a) AUTHORISED 1000000 (Previous Year 1000000) Equity Shares of Rs. 10/-each	10,000,000.00		10,000,000.00	
(b) ISSUED, SUBSCRIBED & PAID UP 996000 (Previous Year 996000) Equity Shares of Rs.10/- each.(fully paid up)	9,973,250.00		9,973,250.00	
Less:- Shares Forefieted	-		-	
Total	9,973,250.00		9,973,250.00	

Particular	As on 31st March 2020		As on 31st March 2019	
	No. of Shares	Amounts Rs.	No.of Shares	Amounts Rs.
(c) Opening Equity Shares	997,325	9,973,250.00	997,325.00	9,973,250.00
Less:-Call in Arrears		-		-
Less:-Share Forfeited	-	-	-	-
Addition during the year.		-		-
Closing Equity Shares	997,325	9,973,250.00	997,325.00	9,973,250.00
(d) Shares held by holding and subsidiary of holding company.		-	-	-
(e) Shareholders holding more than 5% of share capital.				
Name of Shareholder	As on 31st March 2020		As on 31st March 2019	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
i) Pawansut Media Services Pvt. Ltd.	224805	22.54	224,805.00	22.54
ii) Deepak Aggarwal	86206	8.64	86,206.00	8.64
iii) Ankit Aggarwal	86775	8.70	86,775.00	8.70

(f) Shares reserved for issue under options Shares allotted as fully paid up by way of	-	-	-	-
(g) bonus shares	-	-	-	-
(h) Shares allotted as fully paid up pursuant to contracts without payment being received in cash.(during 5 years immediately preceeding years)	-	-	-	-
(i) Terms of securities convertible into equity shares	-	-	-	-
TOTAL	997325	9,973,250.00	997,325.00	9,973,250.00

RESERVES & SURPLUS

PARTICULARS	AS AT		AS AT	
	31.03.2020		31.03.2019	
	Rs.	P.	Rs.	P.
(a) Capital Reserves				
Balance as at the beginning of the year	-		-	
Add: Addition During the year	-		-	
Less : Deduction during the year	-		-	
Balance as at the end of the year	-		-	
(b) Share Forfeiture account	-		-	
(c) Securities Premium Reserve	-		-	
(d) Debenture Redemption Reserve	-		-	
(e) Revaluation Reserve	-		-	
(f) Share Options Outstanding Account	-		-	
(g) Amalgamation Reserve	-		-	
(h) General Reserve	-		-	
(i) Surplus				
Balance as at the beginning of the year	74,010,982.78		(19,332,037.70)	
Add: Depreciation of Previous Year Written Back	-		-	
Add: Addition During the year	465,519.81		(151,055.94)	
Add: Increase in the valuation of investment*1 **2	-		-	
Add: Notional Profit on Sale of Investments due to IND AS	-		93,494,076.42	
Balance as at the end of the year	74,476,502.59		74,010,982.78	

TOTAL	74,476,502.59	74,010,982.78
GRAND TOTAL	84,449,752.59	83,984,232.78

*1 The Company has not provided the valuation report of the unquoted shares of investments as required by IND AS 109, hence we are in no position to comment on the correctness of the valuation of the said shares, as such, we have adopted the valuation as provided by the management on 31.03.2018

**2 This increase in valuation of Investments is done in compliance with IND - AS 109 and has been accumulated over the life of the asset. For the purpose of valuation as on 31.3.2018 we have relied upon the valuation as provided to us by the management done by CA. DEEPANSHU AGARWAL M.No. - 413194.

M/S DISTINCTIVE PROPERTIES AND LEASING LIMITED			NOTE 4
LONG-TERM BORROWINGS			
PARTICULARS	AS AT		AS AT
	31.03.2020		31.03.2019
	Rs.	P.	Rs. P.
(a) Bonds/Debentures(Secured/Unsecured)		-	-
(b) Term Loans			
From banks(Secured)			
From banks(Unsecured)			
From others (Secured/unsecured)			
(c) Deferred payment liabilities(Secured/Unsecured)			
(d) Deposits(Secured/Unsecured)			
(e) Loans and advances from related parties(Unsecured)			
i) From Directors	450,000.00		
ii) From Share holders			
iii) From Firms in which directors are interested		-	
(f) Long-term maturities of finance lease obligations(Secured/Unsecured)			
(g) Other loans and advances(Secured/Unsecured)	50,372,000.00		73,570,000.00
TOTAL	50,822,000.00		73,570,000.00

M/S DISTINCTIVE PROPERTIES AND LEASING LIMITED			NOTE 5
OTHER CURRENT LIABILITIES			
PARTICULARS	AS AT		AS AT
	31.03.2020		31.03.2019

	Rs.	P.	Rs.	P.
(a) Current maturities of long-term debt				
(b) Current maturities of finance lease obligations				
(c) Interest accrued but not due on borrowings				
(d) Interest accrued and due on borrowings				
(e) Income received in advance				
(f) Unpaid Dividends				
(g) Refundable application money				
(h) Unpaid matured deposits and interest accrued thereon				
(i) Unpaid matured debentures and interest accrued thereon				
(j) Loans from Related Parties		-		-
(j) Other Payables				
i) Statutory Duties & Taxes	5,500.00		4,764.00	
ii) Lease rent received in advance	199,715.00			-
iii) Sanjeev Bimla & Associates	47,495.00		29,500.00	
iv) Other Expenses Payable	2,969,126.00		2,898,967.00	
TOTAL	3,221,836.00		2,933,231.00	

SHORT-TERM PROVISIONS**NOTE 6**

PARTICULARS	AS AT		AS AT	
	31.03.2020		31.03.2019	
	Rs.	P.	Rs.	P.
(a) Provision for Employee benefits.		-		-
(b) Other				
i) Provision for Income Tax		-		-
TOTAL		-		-

M/S DISTINCTIVE PROPERTIES AND LEASING LIMITED		
LONG-TERM LOANS AND ADVANCES	NOTE 9	
PARTICULARS	AS AT	
	31.03.2020	
	Rs.	P.
(a) Capital Advances		-
(b) Security Deposits		
i) Secured, considered good		-
ii) Unsecured, considered good		-
iii) Doubtful		
(c) Loan and advances to related parties		8,000,000.00
(d) Other Receivables, loans and advances (Specify nature)		
i) Secured, considered good		-
ii) Unsecured, considered good	95,971,196.00	109,671,196.00
iii) Doubtful		
iv) Deposits with Income Tax	33,375,000.00	33,375,000.00
TOTAL	129,346,196.00	151,046,196.00

INVENTORIES		
		NOTE 10
PARTICULARS	AS AT	
	31.03.2020	
	Rs.	P.
(a) STOCK & STORES		
(Taken as valued and certified by the Management)		
Raw Materials		-
Work In Process		-
Finished Goods		-
Consumable Stores & Spares		-
Development rights in property	7,054,171.00	7,054,171.00
TOTAL	7,054,171.00	7,054,171.00
Inventories are valued at cost or realizable value whichever is less. The cost formula used in respect of various type of inventories is as under:-		

M/S DISTINCTIVE PROPERTIES AND LEASING LIMITED		
TRADE RECEIVABLES	NOTE 11	

PARTICULARS	AS AT		AS AT	
	31.03.2020		31.03.2019	
	Rs.	P.	Rs.	P.
Trade Reveivables				
i) Outstanding for a period exceding six months from the date they are due	151,050.00		151,050.00	
ii) Other Debts				
a) Secured,consider good				
b) Unsecured,consider good		-		-
c) Doubtful				
Less : Provision for bad and doubtful Capital Advances				
TOTAL	151,050.00		151,050.00	

CASH AND CASH EQUIVALENTS

NOTE 12

PARTICULARS	AS AT		AS AT	
	31.03.2020		31.03.2019	
	Rs.	P.	Rs.	P.
(a) i) Balances with Scheduled Banks in C/A	297,882.18		112,754.18	
i) Balances with Scheduled Banks in Term Deposits		-		-
(b) Cheques/ Drafts In Transit		-		-
(c) Cash in Hand & Imprest Balances	24,676.36		335,441.60	
(d) FD's with Scheduled Banks		-		-
TOTAL	322,558.54		448,195.78	

Short-term Loans & Advances

NOTE 13

PARTICULARS	AS AT		AS AT	
	31.03.2020		31.03.2019	
	Rs.	P.	Rs.	P.
Unsecured Considered Good				
Loans & advances to Related Parties				
Loans & advances to Other		-		-
Balances with government authorities				
TOTAL		-		-

OTHER CURRENT ASSETS

NOTE 14

PARTICULARS	AS AT		AS AT	
	31.03.2020		31.03.2019	
	Rs.	P.	Rs.	P.
Prepaid Taxes		-		-
Income Tax Refund Due	50,250.00		65,663.00	
Others	206,767.00		185,967.00	
TOTAL	257,017.00		251,630.00	

M/S DISTINCTIVE PROPERTIES AND LEASING LIMITED**OTHER INCOME****NOTE 15**

PARTICULARS	Current Year		Previous Year	
	Rs.	P.	Rs.	P.
Interest received		-	206,630.00	
Interest on Income tax Refund	2,624.00		2,670.00	
Commission Received		-	900,000.00	
profit on sale of flats	2,025,000.00			
Misc. Income	285.00			-
TOTAL	2,027,909.00		1,109,300.00	

M/S DISTINCTIVE PROPERTIES AND LEASING LIMITED**COST OF MATERIALS CONSUMED****NOTE 16**

PARTICULARS	Current Year		Previous Year	
	Rs.	P.	Rs.	P.
Opening Stock of Raw Material	7,054,171.00		7,054,171.00	
Add : Purchase		-		-
	7,054,171.00		7,054,171.00	
Less : Closing Stock of Raw Material	7,054,171.00		7,054,171.00	
Total		-		-

EMPLOYEE BENEFITS EXPENSE**NOTE 17**

PARTICULARS	Current Year		Previous Year	
	Rs.	P.	Rs.	P.
Salaries	383,690.00		306,000.00	-
Contribution to EPF	900.00		1,200.00	
TOTAL	384,590.00		307,200.00	

M/S DISTINCTIVE PROPERTIES AND LEASING LIMITED**FINANCE COST****NOTE 18**

PARTICULARS	Current Year		Previous Year	
	Rs.	P.	Rs.	P.
Bank Charges	519.00		917.50	
Interest on				
- Unsecured Loans		-	260,048.00	
- Working Capital		-		-
- Late deposit of Tax	1,383.00		15,331.00	
TOTAL	1,902.00		276,296.50	

OTHER EXPENSES**NOTE 19**

PARTICULARS	Current Year		Previous Year	
	Rs.	P.	Rs.	P.
<u>Administrative Expenses</u>				
Advertisement Expenses	17,954.00		19,964.00	
Audit Fees	47,495.00		47,495.00	
Conveyance	7,660.00		6,410.00	
commission paid	275,000.00			-
Fee & Taxes	118,500.00		89,680.00	
Filing Fee	3,800.00		5,500.00	
Legal & Professional Charges	407,180.00		344,695.00	
Office Expenses	11,827.00		13,736.42	
Postage				

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	1,000.00	2,018.00
Miscellaneous Expenses		- 199.00
Late Filing Fee	14,400.00	
Amount Written off	(2.50)	
Printing & Stationery	2,077.00	17,071.00
Service Tax Demand		- 136,613.00
Income Tax Demand		- 1,002.00
Software Expenses	5,000.00	
Rent	36,000.00	36,000.00
Telephone Expenses	6,000.00	3,750.00
Total	953,890.50	724,133.42
TOTAL	953,890.50	724,133.42

NOTES TO FINANCIAL STATEMENTS**1. GENERAL INFORMATION**

M/s Distinctive Properties & Leasing Limited company is engaged in the business of Leasing of Properties to various enetities.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**A. Accounting Conventions:**

The company's financial statements have been prepared in accordance with the historical cost convention on accrual basis of accounting as applicable to going concern in accordance with IND-AS, mandatory accounting standards prescribed in the Section 133 of the Companies Act 2013 Read with Rule 7 of the Companies (Accounts) Rules 2014. **The previous years figures have not been revalued in accordance with IND-AS as prescribed in the section 133 of the Companies Act 2013.**

All assets and liabilities have been classification as current or non current as per company's normal operating cycle and other criteria set out in the Revised Schedule II of Companeis Act, 2013. Based on the nature of business, the company has ascertained its operating cycle as 12 months for the purpose of current or non current classification of Assets and liabilities.

B. Revenue Recognition

- 1 Sales Revenue is recognized on dispatch of goods, net of freight, insurance, Excise and VAT.
- 2 Interest income is recognised on time proportion basis.

C. Fixed Assets:

Fixed assets are stated at cost of acquisition and inclusive of inward freight, duties & taxes & incidental expenses related to acquisition net of capital subsidy relating to specific fixed assets.

Capital work in progress/Intangible assets under development includes cost of assets at site, advances made for acquisition of capital assets and pre operative expenditure pending allocation to fixed assets.

D. Inventory Valuation

Inventories are valued at cost or net realizable price whichever is lower except scrap at net realisable value. The cost formula used for valuation of inventories are:-

- 1 In respect of raw material and stores and spares have been valued at cost or market price which ever is lower on FIFO basis.
- 2 In respect of work in process is valued at cost of raw material plus conversion cost.
- 3 Finished goods are valued on retail sale price less GP% method or market price which ever is lower

E. Depreciation

Depreciation has been provided on provided on written down method at the rates specified in

schedule II of The Companies Act, 2013. The fixed assets acquired prior to 1st April 2014 are depreciated over the revised remaining useful life of the assets based on the indicative useful life of the assets mandated by schedule II to the Companies Act, 2013

F. Taxes on Income

Provision for Tax is made for both current and deferred taxes. Provisions for current income tax is made on the current tax rates based on assessable income. The Company provides for deferred tax based on the tax effect of timing differences resulting from the recognition of items in the financial statements and in estimating its current tax provision.

G. Employee Benefits

- i) Contribution to Provident Fund and other funds are made in accordance with the provisions of the Employees Provident Fund and Miscellaneous Provisions Act, 1952.

H. Excise Duty

Excise duty is not applicable on the company during year.

I. Foreign Currency Transaction

Transactions in Foreign Currency are recorded at the rate of exchange prevailing at the date of transactions. All current assets and liabilities are translated at the relevant rates of exchange prevailing at the year end. The translation/settlement differences are recognized in the profit & Loss Account.

J. Impairment of Assets

As at Balance Sheet date, an assessment is made whether any indication exists that an asset has been impaired. If any such indication exists, an impairment loss i.e. the amount by which the carrying amount of an asset exceed its recoverable amount is provided in the books of account.

K. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result so past event and it is probable that there will be outflow of resources. Contingent liability, which are considered significant and material by the company, are disclosed in the Notes to Accounts. Contingent Assets are neither recognised nor disclosed in financial statements.

L. Investments

- 1 Long term investments are considered "at Fair Market Value" on the basis of valuation by independent chartered accountant as per the requirements of IND AS 109
- 2 Current investments are valued at lower of cost or market value.

M. Borrowing Cost

Borrowing cost that are directly attributable to acquisition or construction of qualifying assets or treated as part of cost of capital assets. Other borrowing cost or treated as expenses for the period in which they are incurred.

N. Earning Per Share

Basic earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earning considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preferences dividends and any attributable tax thereto for the period.

O. Cash and Cash Equivalent

In the cash flow statement, cash and cash equivalent includes cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three or less.

P. Lease

Lease under which the company assumes substantially all the risks and rewards of ownership are classified as finance lease. Such assets acquired are capitalized at fair value of the asset or present value of the minimum lease payments at the inception of the lease, which is lower. Lease payment under operating leases are recognised as an expense on a straight line basis in the statement of profit and loss account over the lease term.

Q. Intangible Assets

Intangible assets are stated at acquisition cost, net accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a straight line basis over their estimated useful lives. A rebuttable presumption that the useful life of an intangible assets will not exceed ten years from the date when the asset is available for use is considered by the management. The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

R. Use of Estimates

The preparation of financial statements requires the management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the year. Example of such estimates include provision for doubtful debts, employee benefits, provision for income tax, the useful lives of depreciable fixed assets and provision for impairment.

23	<u>Contingent Liabilities Not provided For</u>	<u>NIL</u>	-
24	In the opinion of the Board of Directors, the current assets, loans and advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated except as expressly stated otherwise.		
25	Confirmation of balances, whether in debit or credit from parties are subject to confirmation as provided by board of directors. However no proof regarding the same has been obtained at the year end. Company do have a system of periodic balance confirmations from parties..		
26	<u>Deferred Tax Liability (net):</u>		-

Particulars	Deferred Tax Asset (Liabilities) As at 01.04.2019 Rs.	Current Year Rs.	Deferred Tax Asset (Liabilities) As at 31.03.2020 Rs.
- <u>Deferred Tax Liability (net):</u>			
For Brought Forward Loss	1513097.58	-171300.63	1341796.96
TOTAL	1513097.58	-171300.63	1341796.96

Pursuant to Accounting Standard (AS-22) accounting for Taxes on income. The impact of additional deferred tax liability of Rs.171300.63/- for the year ended 31.03.2020 has been debited to Profit & Loss A/c.

27 Earnings Per Share- The numerators and denominators used to calculate Basic and Diluted Earnings per Share.

	PARTICULARS	AS AT	AS AT
		31.03.2020	31.03.2019
		(Rupees)	(Rupees)
1	Profit Attributable to the Equity Shareholders before extraordinary items (A)	465521.88	-151055.94
2	Profit Attributable to the Equity Shareholders after extraordinary items (B)	465521.88	-151055.94
3	Basic No. of Equity Shares outstanding during the year (C)	997325.00	997325.00
4	Weighted average no. of Equity Shares outstanding during the year (D)	997325.00	997325.00
5	Nominal Value of Share Rs.	10.00	10.00
6	Basic EPS before extraordinary items Rs. (A)/(C)	0.47	-0.15
7	Diluted EPS before extraordinary items Rs. (A)/(D)	0.47	-0.15
8	Basic EPS after extraordinary items Rs. (B)/(C)	0.47	-0.15
9	Diluted EPS after extraordinary items Rs. (B)/(D)	0.47	-0.15

28 Previous year figures have been regrouped/recasted wherever necessary to make them comparable.

29

Detail of transactions entered into with the related parties during the year as required by Accounting Standard (AS)-18 on "Related Party Disclosure" issued by the Institute of Chartered Accountants of India are as under:

A Transactions with the related parties

(In Rs.)

Name of Transactions during the year	Associate	Key Management Personnel	Relatives of Key Management Personnel
Remuneration	---	---	---
Rent Paid	---	---	---
Purchase of goods (incl. Job charges)	---	---	---
Sale Of Goods/Capital Goods	---	---	---

A. Key Management Personnel and relatives of Key Management Personnel:

1. Key Management Personnel: 1. Sh. Arun Bahuguna
2. Sh. Rohit Sharma

2. Relatives of Key Management :
Personnel

B. Associates:

1. Associates Concern :

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Segment Reporting:

The company operates only in one business segment and hence no separate information for segment wise disclosure is required.

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The Micro, Small and Medium Enterprises Development Act, 2006 has come into force with effect from October 2, 2006. As per the act, the company is required to identify the Micro and Small Vendors/Service providers and pay interest to them on overdue beyond the specified period irrespective of the terms agree upon. The company has not received any confirmations from its Vendors/Service Providers regarding their status of registration under the said Act, which has been relied upon by the auditors, hence prescribed disclosures under Section 22 of the said act has been provided.

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NOTE 8

DETAILS OF INVESTMENTS AS ON 31.3.2020

PARTICULARS	RELATIONSHIP	QUANTITY	BALANCE AS ON 01/04/2019		PURCHASE DURING THE YEAR		SALE DURING THE YEAR					BALANCE AS ON 31/03/2020
			<u>COST Of Investmnets</u>	<u>Revalued AMOUNT as per IND AS 109**</u>	QUANTITY	AMOUNT	QUANTITY	AMOUNT	Adjustment	QUANTITY	<u>COST Of Investmnets</u>	<u>Revalued AMOUNT as per IND AS 109*</u>
<u>Unquoted</u>												
A to Z Steels Pvt. Ltd.	Other	2,631.00	5,262,000	-	-	-	-	-	-	2,631.00	5,262,000.00	-
Pathik Merchandise Pvt. Ltd.	Other	257.00	506,804	1,300	-	-	-	-	-	257.00	506,804.00	1,300
Total		2,888	5,768,804	1,300	-	-	-	-	-	2,888.00	5,768,804.00	1,300.00

* The Company has not provided the valuation report of the unquoted shares of investments as required by IND AS 109, hence on the correctness of the valuation of the said shares, as such, we have adopted the valuation as provided by the management.

** This increase in valuation of Investments is done in compliance with IND - AS 109 and has been accumulated over the life valuation as on 31.3.2018 we have relied upon the valuation as provided to us by the management done by CA. DEEPANSHU /

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PARTY NAME : DISTINCTIVE PROPERTIES AND LEASING LIMITED

FINANCIAL

YEAR : 2019-2020

PAN NO. : AAACD1121C

SCHEDULE OF PROPERTY PLANT & EQUIPMENT

ASSETS	GROUP	OWNED/LEASED	USEFUL LIFE (IN YEARS)	SHIFT	GROSS BLOCK							ACCUMULATED DEPRECIATION / AMORTISATION							NET BLOCK		
					BALANCE AS AT 1ST APRIL 2019	ADDITIONS DURING THE YEAR	ADDITION ON ACCOUNT OF BUSINESS ACQUISITION	REVALUATION INCREASE (DECREASE)	DELETION DURING THE YEAR	INCREASE (DECREASE) THROUGH NET EXCHANGE DIFFERENCE	OTHER ADJUSTMENT	BALANCE AS AT 31ST MARCH 2020	BALANCE AS AT 1ST APRIL 2019	PROVIDED DURING THE YEAR	ADDITION ON ACCOUNT OF BUSINESS ACQUISITION	DELETION / ADJUSTMENTS DURING THE YEAR	WRITTEN OFF FROM RETAINED EARNING	IMPAIRMENT / REVERSAL	BALANCE AS AT 31ST MARCH 2020	BALANCE AS AT 31ST MARCH 2020	BALANCE AS AT 31ST MARCH 2019
PLANT and MACHINERY	Plant and Machinery	Owned assets	15	Single	197,433.00	-	-		-			197,433.00	185,237.81	2,324.00					187,561.81	9,871.19	12,195.19
FURNITURE and FIXTURE	Furniture and fittings	Owned assets	10	Single	164,911.00	-	-		-			164,911.00	158,442.05	-					158,442.05	6,468.95	6,468.95
OFFICE EQUIPMENT	Office equipment	Owned assets	5	Single	57,104.00	-	-		-			57,104.00	54,248.47	-					54,248.47	2,855.53	2,855.53
COMPUTER	Computers and data processing units	Owned assets	3	Single	48,500.00	-	-		-			48,500.00	48,197.00	-					48,197.00	303.00	303.00
					467,948.00							467,948.00	446,125.33	2,324.00					448,449.33	19,498.67	21,822.67