



February 9, 2024

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai -400 001

National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1,
G Block, Bandra - Kurla Complex,
Bandra (E), Mumbai - 400 051

Scrip Code: 502820

Scrip Code: DCM

ISIN: INE498A01018

Subject: Submission of Postal Ballot Notice

Dear Sir,

Please find enclosed Postal Ballot Notice (including instructions for e-voting) seeking approval of Members only through e-voting (Voting through Electronic means) for the following Ordinary resolution :

1. Entering into material related party transaction(s) with Purearth Infrastructure Limited

The details of the calendar of events for the Postal Ballot are as follows:

| | |
|---|---|
| EVEN NO | '127726' |
| Commencement of e-voting period | 9.00 a.m. IST on Saturday, February 10, 2024 |
| Conclusion of e-voting period | 5.00 p.m. IST on Sunday, March 10, 2024 |
| Cut-off date for eligibility to vote | Friday, February 2, 2024 |
| Last date for completion of Dispatch of Postal Ballot Notice | Friday, February 9, 2024 |
| Date of Announcement of Results of Postal Ballots | On or before March 12, 2024 |

Please take the above information on records.

Thanking you,
Yours truly,
For **DCM Limited**

Yadvinder Goyal
Company Secretary

Encl. - As above

Registered office:

Unit Nos. 2050 to 2052, Plaza - II, 2nd Floor, Central Square, 20, Manohar Lal Khurana
Marg, Bara Hindu Rao, Delhi - 110006. Phone: (011) 41539170
CIN: L74899DL1889PLC000004, Website: www.dcm.in, Email Id: investors@dcm.in

Postal Ballot Notice

[Notice pursuant to Sections 108 and Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time]

Dear Members

Notice is hereby given to members of DCM Limited ("the Company"/"DCM") that pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, ("the Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI Listing Regulations") and any other applicable laws, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the approval of the members of the Company (as on the "Cut-off Date") ("Members" or "Equity Shareholders"), is sought via postal ballot, **only by way of voting through electronic means** ("remote e-voting"/"e-voting") for the following:

1. Approval for entering into material related party transaction(s) with Purearth Infrastructure Limited

The Board of Directors of the Company in its meeting held on February 7, 2024 have appointed Mrs. Pragnya Parimita Pradhan, Company Secretary in whole-time practice, Proprietor of M/s Pragnya Pradhan & Associates, Company Secretaries, having CP No. 12030, to act as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder. Further, the Company has engaged National Securities Depository Limited (NSDL) to provide e-voting facility.

Members' consent is sought for the resolution given in this Postal Ballot Notice. The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the said resolution setting out the material facts and the related particulars, is annexed hereto. The Postal Ballot Notice will also be placed on the website of the Company at www.dcm.in and the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com. The Postal Ballot Notice can also be accessed from the website(s) of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively.

In compliance with the aforesaid MCA Circulars, Regulation 44 of the SEBI Listing Regulations and the provisions of Sections 108, 110 and other applicable provisions of the Act read with Rule 20 and 22 of the Rules, as amended, and Secretarial Standard- 2 on General Meetings, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Depositories or Depository Participants or the Company's Registrar and Share Transfer Agent (RTA) i.e. MCS Share Transfer Agent Limited (MCS) and the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. The instructions for e-voting are appended to this Postal Ballot Notice.

Please note that there will be no dispatch of physical copies of the Postal Ballot Notice or postal ballot forms to the Members of the Company and no physical ballot forms will be accepted. In accordance with the MCA Circulars, the Company has made necessary arrangements with MCS to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The Members shall exercise their right to vote on the resolution included in the Postal Ballot Notice only by electronic means i.e. through e-voting services provided by NSDL. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than 5.00 P.M. IST on Sunday, March 10, 2024.

The e-voting facility will be available during the following period:

| | |
|---|---|
| EVEN NO | '127726' |
| Commencement of e-voting period | 9.00 a.m. IST on Saturday, February 10, 2024 |
| Conclusion of e-voting period | 5.00 p.m. IST on Sunday, March 10, 2024 |
| Cut-off date for eligibility to vote | Friday, February 2, 2024 |

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Sunday, March 10, 2024, and will be disallowed thereafter.

The last date of e-voting, i.e. Sunday, March 10, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The Scrutinizer will submit her report to the Chairman or to any other person authorised by him, after completion of scrutiny of the votes. The results of the voting by postal ballot (through e-voting process) along with the Scrutinizer's report will be announced by the Chairman or any other person authorized by him within two working days from the conclusion of the e-voting i.e. on or before Tuesday, March 12, 2024 and will also be displayed on the Company website www.dcm.in, on the website of NSDL www.evoting.nsdl.com, and communicated to the stock exchanges (i.e. BSE & NSE) and Registrar and Share Transfer Agent (i.e. MCS) of the Company.

RESOLUTION**Item No. 1- Approval for entering into Material Related Party Transactions with Purearth Infrastructure Limited**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zb), Regulation 2(1)(zc)(i) & Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“SEBI Listing Regulations”), Section 188 and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder, other applicable laws, statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to participate and tender its eligible shareholding in the Buyback offer of Purearth Infrastructure Limited, (‘PIL’), a Joint Venture Company promoted by the Company, a Related party of the Company, as per details provided in the explanatory statement to this resolution and more specifically set out in Table given in the explanatory statement to this resolution and on the respective material terms & conditions set out in said Table and on such terms and conditions as may be decided by the Board of Directors (including any Committee of Directors thereof) of the Company as they may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board and any duly constituted/ to be constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director, Key Managerial Personnel, any officer & executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard.”

Registered Office:
Unit Nos. 2050 to 2052,
Plaza - II, 2nd Floor, Central Square, 20,
Manohar Lal Khurana Marg,
Bara Hindu Rao, Delhi - 110006.

Date: 07.02.2024
Place: Delhi

**By Order of the Board of Directors
for DCM Limited**

**Sd/-
Yadvinder Goyal
Company Secretary**

Notes:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out all material facts pertaining to the resolution is annexed herewith and forms part of this Postal Ballot Notice.
2. In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only. Further this Postal Ballot Notice is being sent only via email only to those Members of the Company, whose names appear in the register of members/the list of beneficial owners, as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email addresses are registered with the MCS / depository participant(s) as on Friday, February 2, 2024 (“Cut-off Date”). Any person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only.
3. **In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.**
4. Please note that those shareholders who may not have received this Postal Ballot Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories, are also entitled to vote in relation to the resolution as set out in this Notice.
5. A copy of this Postal Ballot Notice is also available on the Company’s website www.dcm.in, the website(s) of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on website of NSDL at www.evoting.nsdl.com.
6. The Company has appointed Mrs. Pragnya Parimita Pradhan, Company Secretary in whole-time practice, Proprietor of M/s Pragnya Pradhan & Associates, Company Secretaries, having CP No. 12030, as the Scrutinizer, to conduct the Postal Ballot/e-voting process in a fair and transparent manner. The Scrutinizer will submit her report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the voting by postal ballot will be announced within two working days from the conclusion of e-voting, i.e. on or before Tuesday, March 12, 2024 and will also be displayed on the Company’s website www.dcm.in, the website of NSDL at www.evoting.nsdl.com and communicated to the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited.
7. One equity share of the Company represents one vote. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the shareholders as on February 2, 2024 being the cut-off date fixed for this purpose. Further once the vote on the resolution is cast by member, he/she shall not be allowed to change it subsequently.

8. The Resolution, if passed by the requisite majority of the shareholders by means of Postal Ballot (through e-voting), shall be deemed to have been duly passed on the last date specified for voting i.e. March 10, 2024. Further resolution passed by members through postal ballots (through e-voting) is deemed to have been passed as if it is passed at a General Meeting of members convened in that behalf.
9. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during 11:00 a.m. till 5:00 p.m. on all working days from the date of dispatch of this Postal Ballot Notice till March 10, 2024 (except Saturdays, Sundays and Public Holidays).
10. Members holding shares in electronic mode, who have not registered their email address are requested to register their email address with their respective Depository Participant (DP). Members holding shares in physical mode are requested to update their email address with the Company's RTA at admin@mcsregistrars.com.

Members may follow the process detailed below for availing other services from RTA:

| Type of Holder | Process to be followed | |
|----------------|---|----------------------------|
| Physical | For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, MCS Share Transfer Agent Limited, either by email to admin@mcsregistrars.com or by post to F-65, Okhla Industrial Area, Phase I, New Delhi - 110 020 | |
| | Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode | Form ISR-1 |
| | Update of signature of securities holder | Form ISR-2 |
| | For nomination as provided in the Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014, as amended. | Form SH-13 |
| | Declaration to opt out for Nomination | Form ISR-3 |
| | Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee | Form SH-14 |
| | The forms for updating the above details are available at www.dcm.in or www.mcsregistrars.com | |
| Demat | Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP. | |

11. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar vide its circulars dated March 16, 2023, and November 17, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA i.e. MCS Share Transfer Agent Limited at admin@mcsregistrars.com. The forms for updating the same are available at www.dcm.in

Members holding shares in electronic form are requested to submit their PAN, KYC and nomination details etc. to their depository participant(s).

12. In compliance with Regulation 44 of the SEBI Listing Regulations and Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the related Rules and MCA Circulars, the Company is pleased to provide e-voting facility to all its Shareholders, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has taken the services of NSDL for the purpose of providing e-voting facility to all its Shareholders.

Instructions for e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on the e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ |

| | |
|---|---|
| | <p>either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="802 819 1308 1126" data-label="Image"> </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com |

| | |
|--|--|
| | <p>and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open the web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on the "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "**EVEN**" of **DCM Limited "127726"** for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pragnyap.pradhan@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution/ Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@dcm.in or admin@mcsregistrars.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@dcm.in or admin@mcsregistrars.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013, AS AMENDED FROM TIME TO TIME

Item No. 1

Purearth Infrastructure Limited ('PIL') is a related party to the Company in terms of Section 2(76) of Companies Act, 2013 and Regulation 2(1)(zb) of SEBI Listing Regulations. At present, the Company holds 1,78,53,605 (One Crore Seventy-Eight Lakhs Fifty-Three Thousand Six Hundred and Five) shares in PIL which constitutes 16.56% of the paid-up share capital of PIL.

The Board of Directors of the PIL in its meeting held on 27th January, 2024, on the recommendation of Audit Committee in its meeting held on 27th January, 2024, has, subject to the approval of its Members by way of Special Resolution and subject to such approvals of regulatory and/or statutory authorities as may be required under applicable laws, approved buyback of up to 44,19,800 equity shares (representing 4.10% of the total issued and paid-up equity share capital of the Company) of face value of Rs. 10/- (Rupee Ten) each ("Equity Shares"), on a proportionate basis, through the "Tender Offer" route in accordance with the Companies Act, 2013 ("Act"), the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions, to the extent applicable, as amended from time to time, at a price of 59.00/- (Rupees Fifty Nine only) per Equity Share, payable in cash for an aggregate consideration not exceeding Rs. 26,07,68,200/- (Rupees Twenty Six Crore Seven Lakh Sixty Eight Thousand and Two Hundred Only), ("Buyback Size") excluding transaction costs, applicable taxes and other incidental and related expenses.

In this connection, the Company has received a notice of **Extra-Ordinary General Meeting ('EGM')** of shareholders of PIL on 27th January, 2024 wherein PIL seeks to obtain approval of its shareholders to undertake Buy-back of its shares as per the provisions of the Companies Act, 2013.

As per the provisions of Regulation 23(4) of the SEBI Listing Regulations, material related party transactions require the prior approval of shareholders through a resolution. Further, as per the provisions of section 188 of Companies Act, 2013, related party transactions exceeding certain threshold requires shareholders' approval. Considering the related party transactions entered between the Company and PIL during the financial year 2023-24 and the value of proposed tendering of the shares in the buy-back offer of PIL, the total value of related party transaction(s) during the financial year 2023-24 shall breach the limit specified under Companies Act, 2013 and also the limit prescribed for Material Related Party Transaction under Regulation 23 of the SEBI Listing Regulations.

The Audit Committee and Board of Directors of the Company at their respective meeting(s) held on February 7, 2024 have considered and noted the above related party transaction and recommended to members of the Company for their approval.

The details as required under the Companies (Meetings of the Board and its Powers) Rules, 2014, as amended from time to time, and Regulation 23(4) of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/ CIR/P/2021/662 dated November 22, 2021 ("SEBI Circular") in respect of above related party transaction are set forth below:

| S.NO | Particulars | Details |
|------|--|---|
| a. | Type, material terms and particulars of the proposed transaction | <p>Participation in buyback offer of PIL. The buyback is for up to 44,19,800 equity shares (representing 4.10% of the total issued and paid-up equity share capital of PIL) of face value of Rs. 10/- each, on a proportionate basis, through the "Tender Offer" route at a price of Rs.59.00/- (Rupees Fifty Nine only) per Equity Share, payable in cash for an aggregate consideration not exceeding Rs. 26,07,68,200/- (Rupees Twenty Six Crore Seven Lakh Sixty Eight Thousand and Two Hundred Only).</p> <p>The Company owns 16.56% shares in PIL and intend to tender its eligible shareholding in PIL on a proportionate basis.</p> |
| b. | Name of Director(s) or Key Managerial Personnel who is related, if any | Mr. Sumant Bharat Ram, Director of the Company holds 48.54% shareholding through himself and his relatives in the Company. He is also Whole-Time Director of PIL. The Company directly holds 16.56% in PIL. In addition to that Mr. Sumant Bharat Ram holds 28.98% shareholding interest, directly or indirectly, in PIL. |
| c. | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) | Purearth Infrastructure Limited, a joint venture company ('Associate') promoted by DCM Limited. |
| d. | Tenure of the proposed transaction (particular tenure shall be specified) | As per the EGM Notice of PIL, the proposed buyback will be completed in 12 months of date of passing special resolution by shareholders of PIL. |
| e. | Value of the proposed transaction | Not exceeding Rs. 4.35 Crores approx. |
| f. | The Percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, this is represented by the value of the proposed transaction | The maximum amount of buy-back consideration will be about 6.26% of the annual consolidated turnover of DCM Limited as per the audited financials of 31 st March 2023. |
| g. | If the transaction related to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or | Not Applicable |

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| | <p>its subsidiary:</p> <p>i. Details of the source of funds in connection with the proposed transaction;</p> <p>ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; <p>iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p> | |
| h. | Justification as to why the RPT is in the interest of the listed entity; | Tendering of shares by the Company in Buyback offer of PIL would create liquidity in the Company. |
| i. | A copy of the valuation or other external party report, if any such report has been relied upon. | The Company has relied on the valuation report dated 28th December, 2023 issued by M/s Transaction Square Advisory LLP, Registered Valuer to PIL based on which the buy-back price has been determined by the Board of PIL. |
| j. | A Statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the Shareholder. | The valuation report dated 28th December, 2023 issued by M/s Transaction Square Advisory LLP, Registered Valuer will be made available through registered email address of the Shareholder, as required. |
| k. | Percentage of the counterparty's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis. | The maximum amount of buy-back consideration will be about 2.53% of the annual consolidated turnover of the PIL as per the audited financials of 31 st March 2023. |

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| 1. | Any other information that may be relevant. | All relevant information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013. |
|----|---|---|

The Members may please note that in terms of provisions of the SEBI Listing Regulations, none of the related party(ies) (whether such related party(ies) are a party to the proposed transactions or not), shall vote to approve the Ordinary Resolution at Item No. 1 of this Notice.

Mr. Sumant Bharat Ram, Director of the Company holds 48.54% shareholding through himself and his relatives in the Company. He is also Whole-Time Director of PIL. The Company directly holds 16.56% in PIL. In addition to that Mr. Sumant Bharat Ram holds 28.98% shareholding interest, directly or indirectly, in PIL. Therefore Mr. Sumant Bharat Ram along with his relative shall be deemed to be concerned or interested, financially or otherwise, in this resolution.

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

The Board recommends the Ordinary Resolution as set out at Item No. 1 of this Postal ballot Notice for approval of the members of the Company.

Registered Office:
Unit Nos. 2050 to 2052,
Plaza - II, 2nd Floor, Central Square, 20,
Manohar Lal Khurana Marg,
Bara Hindu Rao, Delhi - 110006.

Date: 07.02.2024
Place: Delhi

**By Order of the Board of Directors
for DCM Limited**

**Sd/-
Yadvinder Goyal
Company Secretary**