



March 21, 2024

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai -400 001  
**Scrip Code: 502820**

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

**ISIN: INE498A01018**

**Subject: Minutes of Postal Ballot**

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, as amended, please find enclosed the copy of the Minutes of the Postal Ballots of the Company.

You are requested to take the above information on record.

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

**Yadvinder Goyal**  
**Company Secretary**

Encl. - as stated above

Registered office:  
Unit Nos. 2050 to 2052, Plaza - II, 2<sup>nd</sup> Floor, Central Square, 20, Manohar Lal Khurana Marg,  
Bara Hindu Rao, Delhi – 110006. Phone: (011) 41539170  
CIN: L74899DL1889PLC000004, Website: [www.dcm.in](http://www.dcm.in), Email Id: [investors@dcm.in](mailto:investors@dcm.in)

**MINUTES OF THE RESOLUTION PASSED BY POSTAL BALLOT THROUGH ELECTRONIC MEANS ("REMOTE E-VOTING"/"E-VOTING") BY MEMBERS OF DCM LIMITED ("COMPANY") ON SUNDAY, MARCH 10, 2024, RESULTS OF WHICH WERE DECLARED ON MONDAY, MARCH 11, 2024**

**PRESENT**

|                                  |                         |
|----------------------------------|-------------------------|
| 1. Mr. Bipin Miara               | Chairman                |
| 2. Mr. Shayam Sunder Sharma      | Director                |
| 3. Mrs. Pragnya Parimita Pradhan | Scrutinizer             |
| 4. Mr. Ashwani Singhal           | Chief Financial Officer |
| 5. Mr. Yadvinder Goyal           | Company Secretary       |

The Board of Directors ("Board") of the Company at its meeting held on February 7, 2024, approved the proposal to conduct a Postal Ballot process through electronic means ("remote e-voting"/"e-voting") only pursuant to 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, (the "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), for seeking the approval of the Members of the Company for entering into material related party transaction(s) with Purearth Infrastructure Limited.

The Board had 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' for conducting the aforesaid Postal Ballot process in a fair and transparent manner.

In compliance with the MCA Circulars, the Company had sent the Postal Ballot Notice to the Members of the Company in electronic form only on February 9, 2024. Further Postal Ballot Notice was sent only via email only to those Members of the Company, whose names appeared 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 / NSDL and CDSL as on Friday, February 2, 2024 ("Cut-off Date").

*Ror*

CHAIRMAN'S  
INITIALS

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 resolution was restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Postal Ballot Notice along with the postal ballot form and the pre-paid business reply envelope were not sent to the members. The communication of the assent or dissent of the members was only took place through the e-voting system.

The Postal Ballot Notice was also available on the Company's website [www.dcm.in](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

A notice about the dispatch of Postal Ballot Notice was also published on February 10, 2024 in 'Financial Express' newspaper in English language and in 'Jansatta' newspaper in Hindi language in terms of Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended.

The Company had provided the e-voting facility to the Members to exercise their votes electronically on said Ordinary Resolution through the e-voting service facility of National Securities Depository Limited (NSDL).

The e-voting period commenced on 9:00 am 1ST on Saturday, February 10, 2024 to 5:00 pm. 1ST on Sunday, March 10, 2024. One equity share of the Company represent one vote. Members' voting right was in proportion to his share in paid up capital of the Company.

The Scrutinizer submitted her report on aforesaid Postal Ballots to the Chairman of the Company on March 11, 2024. The Chairman thereafter announced the following results of the aforesaid Postal Ballots, as per the said Scrutinizer's Report:

| Ordinary Resolution No. 1 : Approval for entering into material related party transaction(s) with Purearth Infrastructure Limited |                                |                              |                 |  |   |                        |
|---|--------------------------------|------------------------------|-----------------|--|---|------------------------|
| Mode of Voting by members of the Company  | Valid votes in favour (Shares) | Valid votes against (Shares) | Total           | % of valid votes in favour of the resolution | % of valid votes against the resolution | Invalid Votes (Shares) |
| Postal Ballot   | Not Applicable                 |                              |                 |  |   |                        |
| e-Voting  | 5,03,649                       | 28,813                       | 5,32,462        | 94.58872                                     | 5.41128                                 | 4,852                  |
| <b>Total</b>  | <b>5,03,649</b>                | <b>28,813</b>                | <b>5,32,462</b> | <b>94.58872</b>                              | <b>5.41128</b>                          | <b>4,852</b>           |
| <i>Based on the above, the Ordinary Resolution No. 1 has been passed with the requisite majority.</i>                             |                                |                              |                 |  |   |                        |

CHAIRMAN'S  
INITIALS

Saraswati  
REGD.

The Chairman declared that pursuant to the above voting result, the following Ordinary Resolution as set out in the Postal Ballot Notice dated February 7, 2024 was approved and passed by the members of the Company with requisite majority and last date specified by the Company for e-voting i.e. March 10, 2024 shall be date of passing of the said Ordinary Resolution:

**Item No. 1 : Approval for entering into material related party transaction(s) with Purearth Infrastructure Limited**

"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."

The proceedings relating to declaration of the Result of the Postal Ballot, was called off thereafter.

Date: 21/03/2024  
Place: Delhi

*Borain*  
Mr. Bipin Maira  
Chairman

*Borain*  
CHAIRMAN'S  
INITIALS

Entered in the Minutes Book on 21/03/2024.