

**DCM LIMITED**

Registered Office: Vikrant Tower, 4, Rajendra Place, New Delhi - 110008

CIN: L74899DL1889PLC000004

E-mail: investors@dcm.in, website: www.dcm.in

Ph: 011-25719967, Fax: 011-25765214

POSTAL BALLOT NOTICE*[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules 2014]***Dear Member(s),**

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), that the resolution appended below be passed by the Members through Postal Ballot/electronic voting (e-voting). The explanatory statement pertaining to the aforesaid resolution setting out the material facts and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mrs. Pragnya Parimita Pradhan, Company Secretary in whole-time practice, as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before March 23, 2015 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically. The Scrutinizer will submit her report to the Chairman of the Company after the completion of the scrutiny of the Postal Ballot (including e-voting). The result of Postal Ballot shall be declared on or before March 26, 2015 and communicated to the Stock Exchanges, National Securities Depository Ltd (NSDL), Company's Registrar and Share Transfer Agent and shall also be displayed on the Company's website at www.dcm.in.

Resolution

ITEM NO. 1: Special Resolution authorising the Board of Directors to mortgage/ pledge/ hypothecate and/or create charge on whole or part of land of the Company including the land converted/to be converted into freehold from leasehold at Bara Hindu Rao/ Kishan Ganj, Delhi ('Project Land') to secure any loan raised/to be raised by Purearth Infrastructure Ltd. (PIL) and/or other company /firm and/or body corporate engaged /to be engaged in joint development of Real Estate Project at Project Land along with PIL, not exceeding Rs. 600 Crores (Rupees Six Hundred Crores).

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

"RESOLVED THAT in supercession of all /any of the earlier resolution(s) passed in this regard, the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) & 186 of the Companies Act, 2013 and Rules made there under (including any statutory modification or re-enactment(s) thereof, for the time being in force) and clause 49 (VII) of the listing agreement with stock exchanges and/or Section 188 of the Companies Act, 2013 as applicable and Rules made there under (including any statutory modification or re-enactment(s) thereof, for the time being in force), to the Board of Directors of the Company or any committee constituted by Board (hereinafter referred to as 'the Board') for mortgaging and/ or creating charge on whole or part of its land including the land converted/to be converted into freehold from leasehold at Bara Hindu Rao/ Kishan Ganj at Delhi ('Project Land') in one or more tranches and/or conferring power to enter upon and take possession of the assets of the company in certain events to or in favour of any of the financial institution(s), bank(s), body corporate, lending institution(s) or person(s) to secure term loan whether in India or abroad and other loans/debentures raised/to be raised by Purearth Infrastructure Ltd (PIL) (formerly known as DCM Estates & Infrastructure Limited (DEIL)) a company co-promoted by the Company, for the development of the Real Estate Project at Project Land and/or other company /firm and/or body corporate engaged /to be engaged in joint development of Real Estate Project at Project Land along with PIL from such financial institution(s), bank(s), body corporate(s), lending institution(s) or person(s) together with interest at the respective agreed rates, compound/additional interest, commitment charge, premia on prepayment or on redemption, costs, charges, expenses and all other moneys payable by PIL and/or other company /firm and/or body corporate engaged /to be engaged in joint development of Real Estate Project at Project Land along with PIL to the financial institution(s), bank(s), body corporate, lending institution(s) or person(s) in terms of their respective loan agreements/heads of agreement/ letters of sanction / memorandum of terms and conditions, entered into/ to be entered into by PIL and/or other company /firm and/or body corporate engaged /to be engaged in joint development of Real Estate Project at Project Land along with PIL in respect of the said term loans/ debentures at any time not exceeding Rs. 600 Crores (Rupees Six Hundred Crores).

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and finalize with the financial institution(s), Bank(s), body corporate(s), lending institution(s) or person(s), the documents for creating aforesaid mortgage and/ or charge and to do all such acts, deeds, matters and things and to take all such steps as may be necessary, desirable or expedient, for giving effect to this resolution."

Registered Office:

Vikrant Tower,
4, Rajendra Place,
New Delhi - 110008

Date : January 15, 2015**Place : New Delhi**

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

Sd/-
Jitendra Tuli
Chairman and Managing Director

Notes:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act, stating all material facts and reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on February 06, 2015. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on February 06, 2015 will be considered for the purpose of voting.
4. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot forms will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to investors@dcm.in. The Registrar and Share Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on February 06, 2015.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to the Members to exercise their votes electronically and vote on resolution through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Notice.
9. A Member cannot exercise his vote by proxy on Postal Ballot.
10. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer on or before March 23, 2015. The postage will be borne by the Company. However, envelopes containing Postal Ballot, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any Postal Ballot is received after March 23, 2015, it will be considered that no reply from the Member has been received.

11. The Scrutinizer will submit her report to the Chairman after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before March 26, 2015 at the registered office of the Company and will also be displayed on the Company website (www.dcm.in), and communicated to the Stock Exchanges, NSDL, Company's Registrar and Share Transfer Agent on the said date.
12. The date of declaration of results of the Postal Ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
13. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till March 23, 2015.

Voting through electronic means:

In compliance with Clause 35B of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

The instructions for e-voting are as follows :

1. Members whose email addresses are registered with the Company / Depository Participant(s) will receive an email from NSDL informing them of their User-ID and Password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process :
 - a. Open email and open the PDF file titled 'DCM e-voting.pdf' using your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.
 - b. Launch your internet browser and type the following URL : <https://www.evoting.nsd.com>.
 - c. Click on Shareholder - Login.
 - d. Enter the user ID and password (the initial password noted in step (a) above). Click on Login.
 - e. The Password change menu will appear. Change the password to a password of your choice. The new password should have a minimum of 8 digits / characters or a combination thereof. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
 - f. The homepage of e-voting will open. Click on e-voting: Active Voting Cycles.
 - g. Select 'EVEN' (E Voting Event Number) of DCM Limited.
 - h. Now you are ready for e-voting as the Cast Vote page opens.
 - i. Cast your vote by selecting the option of your choice and click on 'Submit', and also remember to 'Confirm' when prompted.
 - j. On confirmation, the message 'Vote cast successfully' will be displayed.
 - k. After you have voted on a resolution once, you will not be allowed to modify your vote.
- l. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board resolution / authorization letter etc., together with attested specimen signature of the authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer via e-mail to pragnyap.pradhan@gmail.com, with a copy marked to evoting@nsdl.co.in.
2. For Members whose email IDs are not registered with the Company / Depository Participant(s) and who receive the physical Postal Ballot forms, the following instructions may be noted:
 - a. The initial password is provided at the bottom of the Postal Ballot Form.
 - b. Please follow the instructions from a. to l. as mentioned in step 1 to cast your vote.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the 'Downloads' section of www.evoting.nsd.com.
4. 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 Password' option available on the site to reset the password.
5. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
6. The e-voting period commences on February 22, 2015 (9:00 Hours IST) and ends on March 23, 2015 (17:30 Hours IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date i.e. February 6, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it.
7. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the relevant date i.e. February 6, 2015.

Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013

Item No. 1

A Special resolution under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and/ or Section 372A of the Companies Act, 1956, was passed by the shareholders through Postal Ballot process on April 14, 2014 to mortgage and/or create charge on whole or part of the land at Bara Hindu Rao/ Kishan Ganj, Delhi ('Project land') in one or more tranches for securing rupee term and other loans /debentures raised or to be raised by Purearth Infrastructure Ltd. (PIL) {formerly known as DCM Estates and Infrastructure Ltd (DEIL)} to the extent of Rs. 300 crores at any time for development of Real Estate Project at the Project Land.

Pursuant to said shareholders resolution, DCM Limited has been creating mortgage on Project land in favour of lenders of PIL from time to time. As on date the total amount against which Project land has been mortgaged in favour of lenders of PIL is Rs. 185 crores which includes loan amount of Rs. 142 crores and loan amount converted to rights in property of Rs. 43 crores, but as per the understanding mortgage on property will continue till constructed property is delivered in respect of said loan of Rs. 43 Crores.

Further, the PIL had entered into Joint Development Agreement with Basant Project Ltd (a company of Unity group - hereinafter referred as 'Unity') for the development of Residential Project on Project Land at Kishan Ganj, Delhi during the month of December 2011. The development activities at site have commenced and thus Unity is in process to mobilize resources from financial institution(s), bank(s), body corporate(s) and other lending institution(s) for the development of Residential Project. In this connection, part of the Project Land is also to be mortgaged/charged in favour of lenders of Unity for the loans to be taken for development of said Residential Project.

In addition to the above, the Company may also be required to mortgage/charge the Project land in favour of lenders of PIL and/or other companies/firm and/ or body corporate engaged/to be engaged in joint development of the Real Estate Project at Project Land along with PIL.

Pursuant to above the Board of Directors recommends the Special resolution as set out under item no.-1 of this Postal Ballot notice for approval of members.

As per provisions of clause 49 (VII) of the listing agreement with stock exchanges and/or Section 188 of the Companies Act, 2013, none of the Related Party will vote on the aforesaid resolution.

None of the directors of the Company and their relatives are interested or concerned, financially or otherwise, in the aforesaid resolution. However, Dr. Vinay Bharat Ram, CEO of the Company and Mr. Sumant Bharat Ram, CO&FO of the Company, being Whole-Time Key Managerial personnel of the Company are interested in PIL as directors and have 23.11% shareholding interest through promoter holding companies. The Company directly holds 16.41% in PIL. The said Whole-time Key Managerial Personnel are promoters of the Company and holding 44.70% in this Company through themselves and promoters' holding companies. Mr. Hemant Bharat Ram, President Textiles, being relative of said key managerial Personnel is also interested in the said resolution. Except as stated above, no other Key Managerial Personnel is interested or concerned, financially or otherwise in the aforesaid resolution as set out under item no.-1.

Registered Office:

Vikrant Tower,
4, Rajendra Place,
New Delhi - 110008
Date : January 15, 2015
Place : New Delhi

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

Sd/-
Jitendra Tuli
Chairman and Managing Director



DCM LIMITED

Registered Office: Vikrant Tower, 4, Rajendra Place, New Delhi - 110008

CIN: L74899DL1889PLC000004

E-mail: investors@dcm.in, website: www.dcm.in

Ph: 011-25719967, **Fax:** 011-25765214

POSTAL BALLOT FORM

(To be returned to the Company)

Serial No. _____

1. Name(s) of the Shareholder(s)
(including joint holder(s), if any)
(IN BLOCK LETTERS) :

2. Registered Address of the
Sole/first named Shareholder :

3. Registered Folio No./
DP ID No./Client ID No.* :
(*Applicable to investors holding
shares in dematerialized form)

4. Numbers of Shares held :

I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by conveying my / our assent or dissent to the said resolution by placing a **tick (✓)** mark in the appropriate box below:

Item no.	Description of the Resolution	No. of shares held by me / us	I/We assent to the Resolution Please tick (✓)	I/We dissent to the Resolution Please tick (✓)
1	Special Resolution authorising the Board of Directors to mortgage/ pledge/ hypothecate and/or create charge on whole or part of land of the Company including the land converted/to be converted into freehold from leasehold at Bara Hindu Rao/ Kishan Ganj, Delhi ("Project Land") to secure any loan raised/ to be raised by Purearth Infrastructure Ltd. (PIL) and/ or other company /firm and/or body corporate engaged /to be engaged in joint development of Real Estate Project at Project Land along with PIL, not exceeding Rs. 600 Crores (Rupees Six Hundred Crores).			

Place :

Date :

Signature of the Member

Electronic voting particulars

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The electronic voting particulars are set out as follows:

EVEN (E-Voting Event Number)	User ID	Password

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

Commencement of e-voting	End of e-voting
February 22, 2015 at 9:00 Hours IST	March 23, 2015 at 17:30 Hours IST

Notes:

- Please read the instructions printed overleaf carefully before filling this Form and for e-voting. Please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
- The last date for the receipt of Postal Ballot Forms by the Scrutinizer is March 23, 2015.

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage-prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if deposited in person or sent by courier / speed post at the expense of the Member, will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first-named Member and in his / her absence, by the next-named Member.
5. Consent must be accorded by either placing a tick mark (✓) in the column 'I/we assent to the resolution' or dissent must be accorded by placing a tick mark (✓) in the column 'I/we dissent to the resolution'.
6. Any incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Form will be rejected. The Postal Ballot shall not be exercised by a proxy.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before March 23, 2015. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in Item (7) above.
9. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified True Copy of Board Resolution / Power of Attorney / attested specimen signatures, etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures should be mailed to the Scrutinizer at pragnyap.pradhan@gmail.com, with a copy marked to evoting@nsdl.co.in, or deposited at the registered office of the Company.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid envelopes and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
12. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the relevant date, i.e. February 6, 2015.
13. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
14. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.

Postage
will be
paid by
addressee

SPECIMEN

BUSINESS REPLY ENVELOPE

**B.R. Permit No. BR-D (C) 343/14-15
Patel Nagar Post Office
New Delhi - 110 008**

To,

**MRS. PRAGNYA PARIMITA PRADHAN
The Scrutinizer
DCM Limited
6th Floor, Vikrant Tower,
4, Rajendra Place,
New Delhi-110008**

NO
postage
necessary
if posted
in India