



April 20, 2016

National Stock Exchange of India Ltd. ✓ BSE Limited
Exchange Plaza, Plot no. C/1, G Block Floor 25, PJ Towers, Dalal Street,
Bandra - Kurla Complex Mumbai - 400001
Bandra (E),
Mumbai - 400051

Scrip code: DCM/502820

Sub: Submission of copy of Postal Ballot Notice

Dear Sir,

This is to inform you that Company is seeking approval of its shareholders through postal ballot (including e-voting) in respect of matters as stated in the Postal ballot Notice.

In this connection, we enclose herewith a copy of said Postal Ballot Notice, explanatory statement and other accompanying documents etc. for your information and record.

Please acknowledge receipt of the same.

Thanking you,
Yours truly,
For DCM Limited


Yadvinder Goyal
Company Secretary

Encl: a/a

e-mail id: investors@dcm.in

Registered Office :
Vikrant Tower, 4, Rajendra Place, New Delhi-110008
Phone : (011) 25719967 Fax : (011) 25765214
CIN: L74899DL1889PLC000004 Website: www.dcm.in E-mail: dcmltd@dcm.in

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and the Companies (Management and Administration) Amendment Rules, 2015]

To,
The Members,
DCM Limited

Notice is hereby given pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification or re-enactment thereof for the time being in force) and circulars and notifications issued thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that the resolutions appended below be passed by the Members through Postal Ballot /electronic voting (e-voting). The explanatory statement pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company have 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. Further, the Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility.

In compliance with the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification or re-enactment thereof for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Shareholders of the Company may cast their votes either through Postal Ballot Form or electronically (i.e. e-voting). It is clarified that the Shareholders can opt for only one mode of voting i.e. either through Postal Ballot Form or e-voting.

Shareholders desirous of voting electronically are requested to carefully read the instructions for e-voting enumerated in the notes to the Postal Ballot Notice. Shareholders who wish to exercise their vote using Postal Ballot Form are requested to carefully go through the instructions printed in the Postal Ballot Notice and enclosed Postal Ballot Form.

The voting including e-voting will commence on Wednesday, April 27, 2016 (9.00 a.m. IST) and will end on Thursday, May 26, 2016 (5.00 p.m. IST) You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before Thursday, May 26, 2016 (5.00 p.m. IST).

Postal Ballot Forms received after the said date will be treated as if the reply from such Shareholder has not been received.

The Scrutinizer will submit her report addressed to the Chairman of the Company or to any other person duly authorized by the Chairman after completion of the scrutiny of the Postal Ballot Forms and e-votes within 2 days from the last date of receipt of Postal Ballot Forms and e-voting. The results together with the Scrutinizer's Report shall be declared on Saturday, May 28, 2016, at 4.00 PM at registered office of the Company i.e. at Vikrant Tower, 4, Rajendra Place, New Delhi - 110008. The result shall be communicated to BSE Limited, National Stock Exchange of India Limited, National Securities Depository Limited (NSDL), MCS Share Transfer Agent Limited (i.e. Registrar & Share Transfer Agent of the Company) and shall also be displayed on the website of the Company i.e. www.dcm.in.

Following resolutions are to be passed by the Shareholders of the Company through Postal Ballot / e-voting :

RESOLUTIONS

Item No. 1 : Ordinary Resolution for appointment of Dr. Vinay Bharat Ram as a Director of the Company.

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

“RESOLVED THAT Dr. Vinay Bharat Ram (DIN 00052826), who was appointed by the Board of Directors as an Additional Director of the Company on the recommendations of Nomination & Remuneration Committee, with effect from January 29, 2016 and who holds office upto the date of next Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Item No. 2 : Special Resolution for appointment of Dr. Vinay Bharat Ram as Managing Director of the Company.

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 and Schedule - V of the Companies Act, 2013

read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and other applicable provisions, if any, of the Companies Act, 2013 and Article of Association of the Company and subject to approval by Central Government as may be required and such alterations and modifications as may be effected by Central Govt. in granting such approvals pursuant to any change in policies or laws or regulations relating to Managerial Remuneration or in response to any application for review and reconsideration submitted by the Company in this regard, approval of the members of the Company be and is hereby accorded to the appointment of Dr. Vinay Bharat Ram (DIN 00052826) as Managing Director of the Company w.e.f. January 30, 2016 for a period of 3 years on the remuneration and terms and condition as given below:

Particulars	Amount in Rs. (Per Month)	Amount in Rs. (Per Annum)
A. SALARY		
Basic	4,00,000	48,00,000
Special Allowance	1,50,000	18,00,000
Sub-Total (A)	5,50,000	66,00,000
B. PERQUISITES & ALLOWANCES		
HRA/Rent Free Furnished Accommodation	6,25,000 (plus service tax as applicable)	7,50,000 (plus service tax as applicable)
Medical Allowance /Re-imburement	5,000	60,000
Water, Electricity, Gas & Security	65,000	7,80,000
Sub-Total (B)	6,95,000	83,40,000
C. OTHERS		
Company Contribution to Provident Fund as per policy/rules of the Company.	48,000	5,76,000
Company's Contribution to Superannuation Fund as per policy/rules of the Company.	52,000	6,24,000
Gratuity as per policy/rules of the Company.	19,200	2,30,400
Sub-Total (C)	1,19,200	14,30,400
Grand Total (A)+(B)+(C)	13,64,200	1,63,70,400

In addition to the above, he shall also be entitled to following facilities necessary for the purposes of business, which will not be considered as perquisites:

- Company maintained car(s) with driver(s);
- Telephone(s) facility.

However, for the personal use of car, the amount equivalent to the perquisite value of the car(s) as per Income Tax Act shall be recovered from him.

OTHER TERMS AND CONDITIONS:

- The Board in its discretion may pay to him lower remuneration than the maximum remuneration stipulated hereinabove and revise it from time to time within the limits stipulated herein or if it exceeds, then with the approval of the Central Government within the provisions of the Companies Act, 2013, if applicable at the appropriate point of time.

- Subject to overall superintendence, direction and control of the Board of Directors, Dr. Vinay Bharat Ram is entrusted with substantial powers of management of the Company. He shall look after the working and shall manage the affairs of the Company, as may from time to time be assigned to him by the Board of Directors of the Company.
- For the discharge of duties, Dr. Vinay Bharat Ram shall report to and derive his authorities and functional responsibilities from the Board of Directors.
- Either party may terminate the appointment by giving to the other, three calendar months' notice in writing.
- In the event of termination of appointment by the Company, he shall be entitled to receive compensation in accordance with the provisions of the Companies Act, 2013.
- Pursuant to provisions of Paragraph 1 of Section IV of Part-II of Schedule V of the Companies Act, 2013, the following perquisites shall not be included in the computation of ceiling on remuneration:
 - Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
 - Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
 - Encashment of leave at the end of the tenure as per rules/policy of the Company.
- Remuneration for a part of the year shall be computed on a pro-rata basis.
- He shall not be entitled to any sitting fees for attending the meeting of Board of Directors or Committee(s) thereof.
- Subject to limits as prescribed in Company's Policies, he shall be entitled to re-imburement of expenses including on entertainment and traveling incurred in the course of business of the Company, which will not be treated as an item of remuneration for the purpose of Section 197 of the Companies Act, 2013. The re-imburement of entertainment expenses to him shall be subject to maximum of Rs. 1,00,000/- per month for entertainment expenses actually incurred in the course of business of the company.

RESOLVED FURTHER THAT pursuant to provisions of Section 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules issued there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, the remuneration as set out above, be paid as minimum remuneration to Dr. Vinay Bharat Ram, subject to such approvals as may be necessary, notwithstanding that in any relevant financial year(s) of the Company during his tenure as Managing Director, the Company has no profit or its profits are inadequate under Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors (constituted or to be constituted) or Director(s) or officer(s) or any other person(s) to give effect to the aforesaid resolution."

Item No. 3 : Special Resolution for re-appointment of Mr. Jitendra Tuli as Managing Director of the Company.

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 and Schedule - V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and other applicable provisions, if any, of the Companies Act, 2013 and Article of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Jitendra Tuli (DIN 00272930), as Managing Director of the Company, with effect from December 20, 2015 without payment of salary and perquisites but with sitting fees as paid to other directors, for a period of one year, which is extendable for further period(s) not exceeding 5 years, on each occasion from time to time at the discretion of the Board.

RESOLVED FURTHER THAT Mr. Jitendra Tuli, Managing Director shall be entitled to reimbursement of all expenses incurred in the course of business of the Company on actual basis.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Registered Office
Vikrant Tower,
4, Rajendra Place,
New Delhi – 110008

By Order of the Board of Directors
For DCM Limited

Place: New Delhi
Date : February 13, 2016

Sd/-
Yadvinder Goyal
Company Secretary

Notes:

1. Consideration and approval of the Shareholders of the Company by Postal Ballot and e-voting is sought for the above resolutions.
2. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 and the Companies (Management and Administration) Amendment Rules, 2015, stating all material facts, disclosure of interest, if any and reasons thereof for the proposals is annexed hereto and forms part of this Notice.
3. The Postal Ballot Notice is being sent to all the members, by Registered Post/Courier whose names appear in the Register of Members and list of Beneficial Owner as provided by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on March 31, 2016. The Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode have been sent the notice of Postal Ballot by e-mail also. The Postal Ballot Notice shall be communicated to BSE Limited, National Stock Exchange of India Limited, National Securities Depository Limited (NSDL), MCS Share Transfer Agent Limited (i.e. Registrar & Share Transfer Agent of the Company) and shall also be displayed on the website of the Company i.e. www.dcm.in.

4. The Company has appointed Mrs. Pragnya Parimita Pradhan, Company Secretary in Whole-Time Practice as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.
5. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the shareholders as on March 31, 2016.
6. Shareholders have the option either to vote through e-voting or through Postal Ballot Form. If a Shareholder has opted for e-voting, then he/she should not vote by physical Postal Ballot Form and vice versa. In case Shareholder cast his/her vote via both modes i.e. physical Postal Ballot Form as well as e-voting, then voting done through e-voting shall prevail and Physical Postal Ballot Form of that member shall be treated as invalid.
7. A Postal Ballot Form along with self-addressed postage prepaid business reply envelope is also enclosed. Shareholders voting through Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot notice and the enclosed Postal Ballot Form.
8. In case a shareholder is desirous of obtaining a Duplicate Postal Ballot Form, 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 self-addressed postage-prepaid Business Reply Envelope to such shareholder.
9. There will be only 1 (one) Postal Ballot Form for every registered folio/client ID irrespective of the number of joint members. A postal ballot form shall be considered invalid if:
 - (i) A form other than one issued by the Company has been used;
 - (ii) It has not been signed by or on behalf of the Member;
 - (iii) Signature on the postal ballot form doesn't match the specimen signatures with the Company;
 - (iv) It is not possible to determine without any doubt the assent or dissent of the Member;
 - (v) Neither assent nor dissent is mentioned;
 - (vi) Any incomplete, torn, incorrectly completed, mutilated, over-written form;
 - (vii) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
 - (viii) The envelope containing the postal ballot form is received after the last date prescribed;
 - (ix) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - (x) It is received from a Member who is in arrears of payment of calls;
 - (xi) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - (xii) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
10. The Postal Ballot Form should be completed and signed by the Shareholders (as per specimen signature registered with the Company and furnished by National Securities Depository Limited & Central Depository Services (India) Limited). In case, shares are jointly held, this form should be completed and signed by the first named member and in his/her absence, by the next named member. Holder(s) of Power of Attorney (“PoA”) on behalf of a Shareholder may vote on the Postal Ballot by enclosing the copy of the PoA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the board resolution/authorization giving the requisite authority to the person voting on the Postal Ballot Form.

11. In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the related Rules and SEBI 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 engaged the services of NSDL for the purpose of providing e-voting facility to all its Shareholders. The instructions for e-voting are as under:

A. In case a Member receives an email from NSDL:

- (i) Open email and open PDF file viz; "DCM evoting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (ii) Launch an internet browser and open <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and initial password noted in step (i) above and Click on Login.
- (v) Password change menu will appear. Change the password with a new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- (vii) Select "EVEN" (i.e. e-voting Event Number) of DCM Ltd.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to pragnyap.pradhan@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of Postal Ballot:

- (i) Initial password is provided at the bottom of the Postal Ballot Form, in the manner as stated below:

EVEN(E Voting Event Number)	USER ID	PASSWORD/PIN
-	-	-

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No.(xii) above, to cast vote.

C. Other Instructions:

- (i) 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 Downloads section of www.evoting.nsdl.com
- (ii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

- (iii) The e-voting period commences on Wednesday, April 27, 2016 (9.00 a.m. IST) and will end on Thursday, May 26, 2016 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of March 31, 2016, 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 the shareholder, the shareholder shall not be allowed to change it subsequently.

12. The Scrutinizer will submit her report addressed to the Chairman of the Company or to any other person duly authorized by the Chairman after completion of the scrutiny of the Postal Ballot Forms and e-votes within 2 days from the last date of receipt of Postal Ballot Forms and e-voting. The results together with the Scrutinizer's Report shall be declared on Saturday, May 28, 2016, at 5.00 PM at registered office of the Company i.e. at Vikrant Tower, 4, Rajendra Place, New Delhi - 110008. The result shall be communicated to BSE Limited, National Stock Exchange of India Limited, National Securities Depository Limited (NSDL), MCS Share Transfer Agent Limited (i.e. Registrar & Share Transfer Agent of the Company) and shall also be displayed on the website of the Company i.e. www.dcm.in.
13. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.
14. The Resolutions, if passed by the requisite majority of the shareholders by means of Postal Ballot including e-voting, shall be deemed to have been duly passed at a general meeting of members convened in that behalf.
15. 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 the Notice till May 26, 2016 (except Saturdays, Sundays and Public Holidays).

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

ITEM NOS. 1 & 2

The Board of Directors (the 'Board') of the Company, on the recommendations of Nomination & Remuneration Committee, have appointed Dr. Vinay Bharat Ram as an Additional Director of the Company with effect from January 29, 2016, in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company. Further, in terms of the aforesaid provisions, he would hold office as such upto the date of next Annual General Meeting of the Company.

The Company has received notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Dr. Vinay Bharat Ram for the office of Director of the Company, liable to retire by rotation.

Brief resume of Dr. Vinay Bharat Ram, nature of his expertise in specific functional areas, names of listed companies (other than DCM Ltd.) in which he holds directorships and committee memberships, his shareholding in the Company, relationships amongst directors inter-se as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is given as follows:

Name of the Director	Dr. Vinay Bharat Ram
Date of Birth	18.02.1936

Date of Appointment	Appointed as an Additional Director of the Company w.e.f. 29.01.2016 and Managing Director of the Company w.e.f. 30.01.2016
Qualification	B.A. (Hons.) Economics, University of Delhi, MBA, Michigan University (Ann Arbor), Management Development Programme, Harvard University, Ph.D. in Economics from University of Delhi
Nature of Expertise in Specific functional area	Industry and Management experience of more than five decades
Profile of the Director	As explained below under heading 'INFORMATION ABOUT APPOINTEE' on page nos. 6-7
Names of listed companies (other than DCM Ltd.) in which he holds directorship and committee membership	Directorship: NIL Chairmanship of Committees of the Board: NIL Membership of Committees of the Board: NIL
Shareholding in the Company	6525
Relationship between directors inter-se	NIL

Mr. Jitendra Tuli, Chairman & Managing Director of the Company has resigned from the positions of Chairman & Managing Director of the Company and has been relieved him from his duties by the Board of Directors of the Company with effect from January 29, 2016.

Consequent to the resignation of Mr. Jitendra Tuli in his capacity as Chairman and Managing Director of the Company and his relieving from the said position(s) as stated above, and on the recommendations of Nomination & Remuneration Committee, the Board of Directors of the Company at their meeting held on January 29, 2016 have appointed Dr. Vinay Bharat Ram as Chairman of the Board. Dr. Vinay Bharat Ram was also appointed as Managing Director of the Company in place of Mr. Jitendra Tuli by the Board, subject to the approval of members and other necessary approval(s), w.e.f. January 30, 2016, on payment of remuneration and on such terms and conditions as stated in the resolution, for a period of three years.

Prior to his appointment as Chairman & Managing Director of the Company, Dr. Vinay Bharat Ram was Chief Executive Officer of the Company and responsible to oversee operations of the Company. He provided proactive guidance and support for development and implementation of strategic plan to enhance the revenue, profitability and long term growth prospects of the organization.

Since Dr. Vinay Bharat Ram has attained the age of more than 70 years, it is proposed to seek the members' approval for the appointment of Dr. Vinay Bharat Ram, as Managing Director of the Company, by way of Special Resolution, as required under Part-I of Schedule V and sub-section (3) of Section 196 of the Companies Act, 2013.

Keeping in view that Dr. Vinay Bharat Ram has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the

Company to appoint Dr. Vinay Bharat Ram as Managing Director of the Company.

The proposed remuneration is in line with the remuneration being paid to the Whole Time Directors/ Managing Directors in the Industry for similar sized Companies. Further, the educational background, experience and job profile of Dr. Vinay Bharat Ram and the demand of the office of Managing Director justify his entitlement to the remuneration proposed as above.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Board of Directors recommends the resolutions as set out under item nos. 1&2 of this Postal ballot Notice for the approval of members of the Company.

None of the directors and their relatives except Dr. Vinay Bharat Ram are interested or concerned, financially or otherwise, in the aforesaid resolutions as set out under item nos. 1&2. However, Mr. Sumant Bharat Ram, CO&FO of the Company and Mr. Hemant Bharat Ram, President Textiles, being relatives of Dr. Vinay Bharat Ram and also as Key Managerial Personnel of the Company are interested in the said resolutions. Except as stated above, no other Key Managerial Personnel is interested or concerned, financially or otherwise in the aforesaid resolutions as set out under item nos. 1&2.

The information required to be disclosed in the explanatory statement to the Postal Ballot Notice as per item (iv) to third proviso of Section II of Part II of Schedule V of the Companies Act, 2013 is detailed below:

I. GENERAL INFORMATION :

(1)	Nature of Industry	The Company is primarily engaged in the business of production / sale of Cotton Textile Yarn and IT Infrastructure Services.
(2)	Date of or expected date of commencement of commercial production :	DCM Limited established in 1889 has been engaged in diversified business over the years. Presently, the Company is in following businesses: a. Textile Business: DCM Textile (Division of the Company) is engaged in production / sale of Cotton Textile Yarn having an installed capacity of 1,15,048 spindles. The plant is located at Hisar, Haryana. Textile division is highly focused on exports with around 60% turnover in export market. b. IT Business: DCM Data Systems (Division of the Company) is a focused global player in IT Infrastructure Services, with multi-country execution through onsite & remote model. The division provides complete range of services encompassing System Administration, Storage Management, Backup Recovery, Disaster Management, databases, Messaging & Collaboration, Virtualization etc. on multiple operating systems and platforms with operations spread out over USA and India.

		<p>c. Engineering Business: DCM Engineering Ltd. ('Subsidiary of Company') is primarily engaged <i>inter alia</i> in the manufacturing and supply of castings across all segments in automotive market: car, multi-utility vehicle, tractor, light commercial vehicle, heavy commercial vehicle and earth moving equipment etc. The plant is located at Ropar, Punjab with capacity of 72,000 MT per annum. It is associated with top automotive players and specializes in the manufacture of Cylinder Heads, Cylinder Blocks and Housings.</p> <p>A Scheme of Amalgamation (hereinafter referred to as 'Scheme'), of DCM Engineering Ltd into and with the Company, has been filed by the Company before Hon'ble Delhi High Court for its sanction under the provisions of Sections 391 to 394 and any other applicable provisions of the Companies Act, 1956.</p> <p>The said Scheme has already been approved by creditors and shareholders of both the companies. However, the Scheme is pending for final approval of Hon'ble Delhi High Court as on date of this Postal Ballot Notice. The Engineering Business along with all its assets and liabilities will be vested/transferred with the Company with effect from 01.04.2014 on sanction by the Court.</p>
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Not applicable

(4) Financial Performance based on the given indicators:

(Rs. Lacs)

Particulars	FY. 2014-15	FY. 2013-14	FY. 2012-13
Net Revenue from Operations	57,641.68	46,903.68	38,617.60
Other Income	755.13	659.13	1,028.78
Total Income	58,396.81	47,562.81	39,646.38
Expenditure	52,630.00	41,177.29	33,042.18
Finance Cost	2,010.64	1,242.79	1,497.76
Depreciation & Amortization expense	2,485.69	1,153.22	1,019.73

Particulars	FY. 2014-15	FY. 2013-14	FY. 2012-13
Profit / (Loss) before Exceptional items and tax	1,270.48	3,989.51	4,086.71
Exceptional Item	-	1,550.00	-
Provision for taxation (including Deferred tax)	-121.83	1,919.29	1,185.70
Profit / (Loss) after tax	1,392.31	3,620.22	2,901.01

(5)	Foreign investments or collaborations, if any:	NIL
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II) INFORMATION ABOUT THE APPOINTEE

(1)	Background Details	<p>Dr. Vinay Bharat Ram is educated from the University of Delhi (BA), Michigan University (MBA) and Harvard Business School (MDP) and holds Ph.D in Economics from the University of Delhi. He has wide industry experience of around 53 years.</p> <p>Prior to his appointment as Managing Director of the Company, he has been Chief Executive Officer of the Company. He was also Whole-Time Director designated as Executive Chairman of the DCM Engineering Ltd (Subsidiary of the Company). His aforesaid term in DCM Engineering was completed on January 29, 2016.</p>
(2)	Past Remuneration	<p>Dr. Vinay Bharat Ram was not drawing any remuneration from the Company in his capacity as Chief Executive Officer of the Company. However, he was drawing remuneration from DCM Engineering Limited ('Subsidiary Company') in his capacity as Executive Chairman of DCM Engineering Ltd. During the financial years ended 31-03-2015 and 31-03-2014 he has drawn remuneration of Rs. 142.52 Lacs per annum from DCM Engineering Limited. The said remunerations are as per Central Govt. approval SRN No: B66099672/4/2013-CL. VII dated 13th May, 2013. The said approval of Central Govt. was given for a period from 30.01.2013 to 29.01.2016.</p>
(3)	Recognition or Awards	<ul style="list-style-type: none"> • Past President of Harvard Club of Delhi, Manufacturers Association of Information Technology • Ex- Member of the International Council of the Asia Society, New York, U.S.A • Honored and admired as member of the Textile Association of India. • Recipient of the National Citizen's Award 1990 for Entrepreneurship from the Ex-Prime Minister of India. • Recipient of the National Excellence Award for Art & Culture for 1996-97 from T.P. Jhunjhunwala Foundation • Nominated as Life Trustee of the Institute of Economic Growth, Delhi by Ex-Prime Minister Dr. Manmohan Singh • Chairman of the Governing Board of Population Foundation of India

(4)	Job Profile and his suitability	<p>Dr. Vinay Bharat Ram has been Chief Executive Officer of the Company prior to his appointment as Managing Director and responsible to oversee operations of the Company. He provides proactive guidance and support for development and implementation of strategic plan to enhance the revenue, profitability and long term growth prospects of the organization.</p> <p>He has been entrusted with the substantial powers of management of DCM Engineering Ltd in his capacity as Executive Chairman. All strategic corporate initiatives of the DCM Engineering Ltd were being undertaken with his guidance. His aforesaid term in DCM Engineering has completed on January 29, 2016.</p> <p>He has outstanding knowledge/ vast experience in industry. Pursuant to the role & responsibilities discharged by him during his tenure as Chief Executive Officer of the Company as well as in his capacity as Executive Chairman of DCM Engineering Ltd., and further in order to have his continuous guidance & leadership in the business of the Company and of DCM Engineering Ltd which is in process of merger/amalgamation with the Company, makes him suitable as Managing Director of the Company.</p>
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(5)	Proposed Remuneration	As set out in the Special resolution
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(6)	Comparative Remuneration	<p>The remuneration proposed to be paid to Dr. Vinay Bharat Ram is in line with the remuneration paid to the Executive Chairman and/or Managing Director of the well-known companies in the Industry. His skill set and his experience places him in a correspondingly equal position in Management Hierarchy with that of major companies in India in similar sectors of business. He led the company from its nascent stage and propelled its growth.</p>
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(7)	Pecuniary Relationship directly or indirectly with the company, or relationship with the managerial personnel; if any	<p>Dr. Viany Bharat Ram holds 6525 equity shares in the Company.</p> <p>Mr. Sumant Bharat Ram, Chief Operating & Finance Officer and Mr. Hemant Bharat Ram – President –Textiles of the Company are sons of Dr. Vinay Bharat Ram.</p>
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III) OTHER INFORMATION

(1)	Reasons of loss or inadequate profits	<p>The Company has recorded a Net Profit after Tax (PAT) of Rs. 13.92 Crores during the financial year 2014-15 against PAT of Rs. 36.20 Crores of previous financial year 2013-14. The dip in profit during the financial year 2014-15 is due to lower profitability of the Textile Division on account of lower global demand, especially from China, besides increase in power cost and higher depreciation.</p>
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(2)	Steps taken or proposed to be taken for improvement	<p>The steps taken or proposed to be taken to improve the profitability inter-alia includes:</p> <ol style="list-style-type: none"> 1. Continued focus on improvement of processes and manufacturing techniques across all area of operation. 2. Various measures undertaken/to be undertaken to improve the productivity and cost reductions in the area of power, manpower and material cost. 3. Implementation of new TQM modules to further improve the overall efficiency and cost effectiveness in the system. 4. Better product mix /development of new items to match with the increased market dynamics to further increase the market share and better realization.
(3)	Expected increase in productivity and profits in measurable terms	<p>The series of steps taken/to be taken by the company would increase productivity and profits. With these measures the company would expect increase in sales as well as cash accruals.</p>

IV) DISCLOSURES:

The following disclosures shall be mentioned in the Board of Directors' Report under the heading 'Corporate Governance', attached to the financial statement:

- (i) All elements of remuneration package such as salary, benefits and perquisites etc. of all the directors;
- (ii) Details of fixed component and performance linked incentives alongwith the performance criteria;
- (iii) Service contracts, notice period, severance fees;
- (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

Item No. 3

On the recommendations of Nomination & Remuneration Committee, The Board of Directors of the Company (the 'Board'), at its meeting held on November 9, 2015 have, subject to the approval of members, re-appointed Mr. Jitendra Tuli, as Managing Director of the Company, w.e.f. December 20, 2015, without payment of salary and perquisites but with sitting fees as paid to other directors, for a period of one year which is extendable for further period not exceeding five years.

Mr. Jitendra Tuli has resigned from the positions of Chairman & Managing Director of the Company and requested the Board of Directors to relieve him from his duties by January 31, 2016. The Board of Director, on the recommendations of Nomination & Remuneration Committee, have accepted the resignation of Mr. Jitendra Tuli and relieved him from his duties with effect from January 29, 2016. Mr. Jitendra Tuli will however continue on the Board of the Company in his capacity as Director of the Company.

Since Mr. Jitendra Tuli has attained the age of more than 70 years, it is proposed to seek the members' approval for the appointment of Mr. Jitendra Tuli, as Managing Director of the Company, by way of Special Resolution, as required under Part-I of Schdule V and sub-section (3) of Section 196 of the Companies Act, 2013.

In view of resignation and relieving of Mr. Jitendra Tuli from the positions of Chairman and Managing Director of the Company as stated above, approval of shareholders of the Company by way of Special Resolution is sought for re-appointment of Mr. Jitendra Tuli as Managing Director of the Company for a period from December 20, 2015 to January 29, 2016.

Mr. Jitendra Tuli has been on Board of the Company since December 20, 2005. He was appointed as Chairman and Managing Director of the Company w.e.f. December 20, 2012. He continued to be member of various Committee(s) of the Board from time to time. Keeping in view of his long association as member of the Board/Committee(s) and his experience and knowledge, it will be in the interest of the Company to re-appoint Mr. Jitendra Tuli as Managing Director of the Company.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Jitendra Tuli under Section 190 of the Companies Act, 2013.

Brief resume of Mr. Jitendra Tuli, nature of his expertise in specific functional areas, names of listed companies (other than DCM Ltd.) in which he holds directorships and committee memberships, his shareholding in the Company, relationships amongst directors inter-se as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is given as follows:

Name of the Director	Mr. Jitendra Tuli
Date of Birth	20.09.1939
Date of Appointment	20.12.2005
Qualification	B Com (Hon.) Post Graduate Diploma from London School of Journalism. Attended the School of Public Relations and communications at Boston University, USA
Nature of Expertise in Specific functional area	General Management, Corporate Communication and social activities

Profile of the Director	Mr. Jitendra Tuli was an editorial and communications consultant with World Health Organisation, regional office for South East Asia, where he served as the Public Information Officer for Nineteen years. He has written for leading Newspapers and Magazines. He is deeply involved in the work for the less privileged ones, as trustee of Amarjyoti Charitable Trust and as founder member of Cancer Sehyog.
Names of listed companies (other than DCM Ltd.) in which he holds directorship and committee membership	Directorship: NIL Chairmanship of Committees of the Board: NIL Membership of Committees of the Board: NIL
Shareholding in the Company	NIL
Relationship between directors inter-se	NIL

Other than Mr. Jitendra Tuli and his relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the proposed Special Resolution set out at Item No. 3 of this Postal Ballot Notice which pertains to his re-appointment as Managing Director of the Company.

Accordingly, the Board recommends the Special Resolution set out at Item No. 3 of this Postal Ballot Notice for approval by the members of the Company.

Registered Office
Vikrant Tower,
4, Rajendra Place,
New Delhi – 110008

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

Sd/-
Place: New Delhi
Date : February 13, 2016

**Yadvinder Goyal
Company Secretary**

DCM LIMITED**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

(Please read the instructions before filling this form)

S.No.

1. Name(s) of Equity Shareholder(s)/Beneficial Holder(s):

Including joint-holders, if any (in block letters)

2. Registered Address of the Sole /

First named Equity Shareholder :

3. Folio No. /DP ID No. /Client ID No.* :

(*Applicable to investors holding shares in demat form)

4. No. of equity shares held :

I/We hereby exercise my/our vote in respect of the resolution(s) to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated February 13, 2016 by sending my/our Assent (FOR) or dissent (AGAINST) to the said Resolution(s) by placing a tick mark (✓) at the appropriate box below:

Sl. No.	Brief Description	Number of equity shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Ordinary Resolution for appointment of Dr. Vinay Bharat Ram as a Director of the Company.			
2.	Special Resolution for appointment of Dr. Vinay Bharat Ram as Managing Director of the Company.			
3.	Special Resolution for re-appointment of Mr. Jitendra Tuli as Managing Director of the Company.			

Date:

Place:

(Signature of Member)



Tear Here

**Electronic voting particulars**

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

EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD

The e-voting particulars are set out as follows:

Commencement of e-voting	End of e-voting
April 27, 2016 (9.00 a.m. IST)	May 26, 2016 (5.00 p.m. IST)

Notes:

- Please read the instructions printed overleaf carefully before filling this Postal Ballot Form. 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 Thursday, May 26, 2016 (5.00 p.m. IST).

INSTRUCTIONS

1. A Member desiring to exercise vote by postal ballot should complete this Postal Ballot Form and send it in the enclosed self-addressed postage pre-paid business reply envelope.
2. Envelopes containing Postal Ballot Form, if sent by courier at the expenses of the registered shareholder will also be accepted.
3. The self-addressed postage pre-paid business reply envelope bears the address of the Scrutinizer, Mrs. Pragnya Parimita Pradhan, Company Secretary in Whole-Time Practice appointed for the purpose of the Postal Ballot and E-voting.
4. The Postal Ballot Form should be completed and signed by the Shareholders (as per specimen signature registered with the Company and furnished by National Securities Depository Limited and Central Depository Services (India) Limited). In case, shares are jointly held, this form should be completed and signed by the first named member and in his/her absence, by the next named member. Unsigned Postal Ballot Form will be considered as invalid.
5. The number of shares held and being voted on by the shareholder should indicated in the '*Number of equity shares held*' column of the table.
6. The consent must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing tick mark (✓) in the appropriate column.
7. There will be one Postal Ballot Form for every 'Registered Folio'/'Client ID', irrespective of the number of joint holders.
8. You are requested to carefully read these instructions and return the Postal Ballot Form duly completed, in the enclosed self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer on or before Thursday, May 26, 2016 (5.00 p.m. IST).
9. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
10. A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
11. Where the Postal Ballot Form has been signed by an authorised representative of a Body Corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form.
12. In case a shareholder is desirous of obtaining a Duplicate Postal Ballot Form, he or she may send an e-mail to investors@dcm.in. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in instruction 8 above.
13. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on the cut-off date i.e. March 31, 2016.
14. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid business reply envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such Business Reply Envelops would be destroyed by the Scrutinizer.

E-Voting: Process of E-Voting:

15. The Company is pleased to provide e-voting facility as an alternative for members of the Company to enable them to cast their votes electronically instead of physical Postal Ballot Form. E-voting is optional. In case a member has voted through e-voting facility, he does not need to send the physical Postal Ballot Form. In case a member votes through e-voting facility as well as physical Postal Ballot Form, the vote cast through e-voting shall only be considered and the voting through Postal Ballot Form shall not be considered by the Scrutinizer. Members are requested to refer to the Postal Ballot Notice and notes thereto, for detailed instructions with respect to e-voting.
16. E-voting will commence on Wednesday, April 27, 2016 (9.00 a.m. IST) and will end on Thursday, May 26, 2016 (5.00 p.m. IST).
17. Shareholders holding shares either in physical form or in dematerialized form may cast their vote electronically.

BUSINESS REPLY ENVELOPE

Postage
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addressee

**B.R. Permit No. BR-D (C) 343/16-17
Patel Nagar Post Office
New Delhi - 110 008**

No
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necessary
if posted
in India

SPECIMEN

To,

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