



August 10, 2016

✓ **BSE Limited**
Floor 25, P J Towers,
Dalal Street,
Mumbai-400 001

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

Sub: Soft Copy of Notice of 126th Annual General Meeting of the Company

Dear Sir,

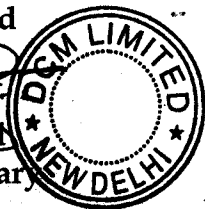
This is in continuation of our letter dated August 1, 2016 informing that 126th Annual General Meeting (AGM) of the Company will be held on Wednesday, September 14, 2016 at 11.00 A.M. at Shankar Lal Murli Dhar Auditorium (Shri Ram Centre-Auditorium), 4, Safdar Hashmi Marg, Mandi House, New Delhi-110 001.

Pursuant to Regulation 30 read with Schedule III part A Para A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached soft copy of the Notice of aforesaid 126th Annual General Meeting of the Company.

You are requested to kindly take the same on record.

Thanking you,
Yours faithfully,
For DCM Limited

Yadvinder Goyal
Company Secretary



Encl. - As above

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

e-mail id: investors@dcm.in

Notice of Annual General Meeting

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

Notice is hereby given that the 126th Annual General Meeting of DCM Limited (the Company) will be held on Wednesday, September 14, 2016 at 11.00 A.M. at Shankar Lal Murli Dhar Auditorium (Shri Ram Centre-Auditorium), 4, Safdar Hashmi Marg, Mandi House, New Delhi-110 001 for transacting the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the audited standalone financial statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon; and
 - b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2016 together with Report of Auditors thereon.
2. To confirm the interim dividend of Rs. 1.50 per equity share, already declared and paid during the financial year 2015-16, for the financial year ended March 31, 2016, as dividend for financial year 2015-16.
3. To appoint a director in place of Mr. Jitendra Tuli, (DIN 00272930), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To ratify the appointment of Statutory Auditors of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 read with Rules issued thereunder, as amended from time to time, and pursuant to resolution passed by the members at the 125th Annual General Meeting (AGM) of the Company held on August 18, 2015, the appointment of M/s. BSR & Co. LLP, Chartered Accountants, (Regn. no. 101248W) as Statutory Auditors of the Company to hold office till the conclusion of the next AGM be and is hereby ratified and the Audit Committee of the Board of Directors of the Company be and is hereby authorized to fix the remuneration payable to them.”

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. L Lakshman (DIN 00012554), who was appointed as an Additional Director by the Board of Directors of the Company with effect from May 30, 2016 pursuant to provisions of Section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years upto May 29, 2021, not 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.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Raghupati Singhania (DIN 00036129), who was appointed as an Additional Director by the Board of Directors of the Company with effect from May 30, 2016 pursuant to provisions of Section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years upto May 29, 2021, not 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.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Chandra Mohan (DIN 00017621), who was appointed as an Additional Director by the Board of Directors of the Company with effect from May 30, 2016 pursuant to provisions of Section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years upto May 29, 2021, not 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.”

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to Cost Auditors appointed by the Board of Directors of the Company, as stated below, be and is hereby ratified and confirmed:

- i. Rs. 1,25,000/- (Rupees one lac and twenty five thousand only) plus service tax & out-of-pocket expenses, if any, to M/s V Kumar & Associates, Cost Accountants (Firm Registration Number 100137), as Cost Auditors, for financial year 2015-16, for audit of the Cost Accounts pertaining to Cast Iron Unit of the Company namely 'DCM Engineering Products' located at Ropar, Punjab; and
- ii. Rs. 60,000/- (Rupees sixty thousand only) plus service tax & out-of-pocket expenses, if any, to M/s V Kumar & Associates, Cost Accountants (Firm Registration Number 100137), as Lead Cost Auditor, for financial year 2015-16, for consolidation of the Cost Audit Report etc. of the Company.

RESOLVED FURTHER THAT aforesaid approval of members of the Company for payment of remuneration to M/s V Kumar & Associates, Cost Accountants (Firm Registration Number 100137) for audit of Cost Accounts pertaining to Cast Iron Unit of the Company and as Lead Cost Auditor, shall be in addition to approval already given by members at 125th Annual General Meeting (AGM) of the Company held on August 18, 2015 for payment of remuneration of Rs. 50,000/- (Rupees fifty thousand only) plus service tax & out-of-pocket expenses, if any, to M/s K C Kohli & Co., Cost Accountants (Firm Registration Number 100541), as Cost Auditors for financial year 2015-16 for audit of cost accounting records of 'Cotton Textile' manufactured by the Company.

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."

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to Cost Auditors appointed by the Board of Directors of the Company, as stated below be and is hereby ratified and confirmed:

- i. Rs. 50,000/- (Rupees fifty thousand only) plus service tax & out-of-pocket expenses, if any, to M/s K C Kohli & Co., Cost Accountants (Firm Registration Number 100541), as Cost Auditors, for financial year 2016-17, for audit of cost accounting records of 'Cotton Textile' manufactured by the Company;
- ii. Rs. 1,25,000/- (Rupees one lac and twenty five thousand only) plus service tax & out-of-pocket expenses, if any, to M/s V Kumar & Associates, Cost Accountants (Firm Registration Number 100137), as Cost Auditors, for financial year 2016-17, for audit of the Cost Accounts pertaining to Cast Iron Unit of the Company namely 'DCM Engineering Products' located at Ropar, Punjab; and
- iii. Rs. 60,000/- (Rupees sixty thousand only) plus service tax & out-of-pocket expenses, if any, to M/s V Kumar & Associates, Cost Accountants (Firm Registration Number 100137), as Lead Cost Auditor, for financial year 2016-17, for consolidation of the Cost Audit Report etc. of the Company.

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

Place : New Delhi

Date : May 30, 2016

**By the order of the Board
For DCM Limited**

**Sd/-
Yadvinder Goyal
Company Secretary**

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Items nos. 5 to 9 under Special Business of this Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
Pursuant to the provisions of Section 105 of the Companies Act, 2013 and rules made thereunder, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies etc. must be supported by an appropriate resolution / authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, September 8, 2016 to Wednesday, September 14, 2016 (both days inclusive).
4. Shareholders, who are holding shares in identical order of name in more than one folio, are requested to write to the Company enclosing their share certificates to enable the Company to consolidate their holding in one folio.
5. Members are requested to bring their copy of Annual Report.
6. The Board of Directors in its meeting held on November 9, 2015 had declared an interim dividend of Rs. 1.50 per equity share (@ 15% on the paid-up equity share capital of the Company) which was paid on December 3, 2015. Members who have not received or not encashed their dividend warrant may approach M/s MCS Share Transfer Agent Limited, Registrar and Transfer Agent of the Company or to the Company, for revalidating the warrant or for obtaining duplicate warrant.
7. Members who are holding Company's shares in dematerialized form are requested to bring details of their Depository Account Number for identification.
8. The members intending to seek any information on Annual Accounts at the meeting are requested to kindly inform the Company at least 7 days before the date of the meeting.
9. For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
10. In terms of SEBI notification, the shares of the Company are subject to compulsory trading only in dematerialized form on the stock exchanges, hence members are requested to convert their physical share certificates into electronic form.
11. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agents, M/s MCS Share Transfer Agent Limited.
12. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the

Notice continued

Depository. Members who have not registered their e-mail address with the Company can now register the same by submitting a request letter in this respect to the Company / Registrar and Share Transfer Agents, M/s MCS Share Transfer Agent Limited. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.

13. The Annual Report including Notice of AGM and Attendance Slip is being sent in electronic mode to members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the members have registered their request for a hard copy of the same. However, physical copy of the Annual Report including Notice of AGM and Attendance Slip is being sent to all members.
14. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays & Public Holidays) during business hours up to the date of the Meeting.
15. The relevant details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of persons seeking appointment /re-appointment as Directors of the Company under Items No. 3, 5, 6 and 7 of the Notice, are provided at page no. 40 & 41 of the Annual Report.
16. Pursuant to Sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed/unencashed dividend, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed/unencashed for a period of seven years from the date they became due for payment, have been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. No claim shall lie against the IEPF or the Company for the amounts so transferred nor shall any payment be made in respect of such claim as per provisions of the Companies Act, 1956.
Pursuant to circular issued by Ministry of Corporate Affairs (MCA) with respect to IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 vide G.S.R. 342 (E) dated May 10, 2012, your Company has uploaded the Form 51NV containing the details of amount lying unclaimed / un-encashed, as on the date of last Annual General Meeting, on account of matured Fixed Deposits/Debentures and Dividend on the website of MCA as well as on its website www.dcm.in
17. Mrs. Pragnya Parimita Pradhan, Company Secretary in whole-time practice, Proprietor of M/s Pragnya Pradhan & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the voting at AGM in a fair and transparent manner.
18. The facility for voting through polling paper shall also be made available at the Annual General Meeting and Members attending the Annual General Meeting who have not already cast their vote by remote e-voting shall be able to vote at the Annual General Meeting.
19. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
20. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules made thereunder and the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting).
21. The instructions for remote e-voting are as under:

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

- (i) Open the PDF file 'DCM remote e-Voting.pdf' attached to the e-mail, using your Client ID / Folio No. as password. The PDF file

contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.

- (ii) Launch an internet browser and open <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login.
- (iv) Insert 'User ID' and 'Initial Password' as 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. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
- (vi) Home page of e-voting will open. Click on remote e-Voting - Active Voting Cycles.
- (vii) Select 'EVEN' (i.e. Remote e-voting Event Number) of DCM Limited.
- (viii) Now you are ready for remote e-voting as 'Cast Vote' page opens.
- (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
- (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (xi) Once you have confirmed your vote on the resolution, you cannot 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, along with attested specimen signature of the duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at pragnya.pradhan@gmail.com with a copy marked to evoting@nsdl.co.in

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

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM, in the manner as stated below:

EVEN (Remote 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 remote e-voting period commences on Sunday, September 11, 2016 (9.00 a.m. IST) and ends on Tuesday, September 13, 2016 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on September 7, 2016 i.e. cut-off date, 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 Member, he / she shall not be allowed to change it subsequently or cast vote again.
- iv. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories, as on September 7, 2016 i.e. cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the Annual General Meeting through polling paper.

- v. Any person, who acquires and /or allotted/issued shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or contact NSDL at toll free no. 1800-222-990. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.
If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com
- vi. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- vii. The result shall be declared not later than 48 hours from conclusion of this Annual General Meeting. The result declared 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
- viii. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on date of Annual General Meeting i.e. September 14, 2016.

22. The route map to the venue of the Annual General Meeting is given at page no. 6 of this Annual Report.

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5, 6 & 7

Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan were acting in their capacity as Independent Directors on the Board of erstwhile DCM Engineering Limited.

Pursuant to sanction of Scheme of Amalgamation ('Scheme') of DCM Engineering Limited ('Subsidiary company'/'transferor company') into and with DCM Limited ('Holding Company'/'transferee company') by the Hon'ble Delhi High Court and its becoming effective on May 28, 2016, DCM Engineering Limited ceased to exist from the said effective date and whole Business of DCM Engineering Limited has got vested/transferred with the Company as going concern along with all assets and liabilities from the appointed date of 01.04.2014 in terms of the Scheme.

In order to continue to have benefit of vast knowledge & experience of Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan in the industry, the Board of Directors of the Company at its meeting held on May 30, 2016 have appointed Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan as Additional Directors on the Board of the Company with effect from May 30, 2016, in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company.

Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan have also been appointed as Independent Directors by the Board of Directors of the Company, under Section 149 of the Companies Act, 2013, for a term of five consecutive years upto May 29, 2021 subject to the approval of the shareholders of the Company.

The Company has received notices in writing from members of the Company alongwith deposits of requisite amount(s) prescribed under Section 160 of the Companies Act, 2013 proposing the candidatures of Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan for the office of independent directors of the Company.

In terms of provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, it is proposed to appoint Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan as Independent Directors of the Company for their respective term of five consecutive years upto May 29, 2021, not liable to retire by rotation.

Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan have given necessary declarations to the Board of Directors to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan are independent of the management.

Brief resume of Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan, nature of their expertise in specific functional areas, names of listed companies (other than DCM Ltd.) in which they hold directorships and committee memberships, their shareholding in the Company, relationships amongst directors inter-se as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided in the Corporate Governance Report forming part of the Annual Report.

Other than Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan, their relatives, for their respective appointments, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the proposed Ordinary Resolutions as set out in Item Nos. 5, 6 & 7 of this Notice.

Keeping in view their vast expertise and knowledge, it will be in the interest of the Company that Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan are appointed as Independent Directors of the Company, not liable to retire by rotation.

Accordingly, the Board recommends the Ordinary Resolutions as set out at Item Nos. 5, 6 & 7 of this Notice for approval of the members of the Company.

Item No. 8

The Board in its meeting held on June 20, 2015, on the recommendation of the Audit Committee, had approved the appointment of M/s K C Kohli & Co., Cost Accountants (Firm Registration Number 100541), as Cost Auditors for financial year 2015-16 for audit of cost accounting records of 'Cotton Textile' manufactured by the Company at a remuneration of Rs. 50,000/- (Rupees fifty thousand only) plus service tax & out-of-pocket expenses, if any.

Members of the Company have also approved the aforesaid remuneration payable to M/s K C Kohli & Co., Cost Accountants for financial year 2015-16, at the 125th Annual General Meeting of the Company held on August 18, 2015.

Further, Pursuant to sanction of Scheme of Amalgamation ('Scheme') of DCM Engineering Limited ('Subsidiary company'/'transferor company') into and with DCM Limited ('Holding Company'/'transferee company') by the Hon'ble Delhi High Court and its becoming effective from May 28, 2016, DCM Engineering Limited ceased to exist with effect from May 28, 2016 and Engineering Business of erstwhile DCM Engineering Limited held under its unit 'DCM Engineering Products' alongwith all its assets and liabilities stand transferred/vested with the Company as going concern from the appointed date of April 1, 2014 and identified as 'Engineering Division' of the Company.

Notice continued

As per Section 148 of the Companies Act, 2013 and Rules issued thereunder, as amended from time to time, aforesaid Cast Iron Unit namely 'DCM Engineering Products' located at Ropar, Punjab is also covered under the ambit of cost audit.

M/s V Kumar & Associates, Cost Accountants were appointed as Cost Auditors by the Board of Directors of erstwhile DCM Engineering Limited, for financial year 2015-16, for audit of Cost Accounts pertaining to aforesaid Cast Iron Unit and their remuneration was approved by members of erstwhile DCM Engineering Limited.

Pursuant to above, the Board of Directors of the Company at its meeting held on May 30, 2016 have appointed/ratified the appointment of said M/s V Kumar & Associates, Cost Accountants, as Cost Auditors, for financial year 2015-16, for audit of Cost Accounts pertaining to aforesaid Cast Iron Unit of the Company located at Ropar, Punjab at remuneration of Rs. 1,25,000/- (Rupees one lac & twenty five thousand only) plus service tax & out-of-pocket expenses, if any.

The Board of Directors of the Company in the same meeting held on May 30, 2016, on the recommendation of the Audit Committee, have also appointed said M/s V Kumar & Associates, Cost Accountants, as Lead Cost Auditors, for financial year 2015-16, for consolidation of the Cost Audit Report etc. of the Company at remuneration of Rs. 60,000/- (Rupees sixty thousand only) plus service tax & out-of-pocket expenses, if any.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rules issued thereunder, the remuneration payable to M/s V Kumar & Associates, Cost Accountants, Cost Auditors, as stated above, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for ratification of payment of remuneration to the Cost Auditors for financial year 2015-16.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 8 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 8 of this Notice for approval of members of the Company.

Item No. 9

The Board in its meeting held on May 30, 2016, on the recommendation of the Audit Committee, has approved the following appointments:

- i. M/s K C Kohli & Co., Cost Accountants (Firm Registration Number 100541), as Cost Auditors, for financial year 2016-17, for audit of cost accounting records of the 'Cotton Textile' manufactured by the Company at a remuneration of Rs. 50,000/- (Rupees fifty thousand only) plus service tax & out-of-pocket expenses, if any;
- ii. M/s. V Kumar & Associates, Cost Accountants (Firm Registration Number 100137), as Cost Auditors, for financial year 2016-17, for audit of Cost Accounts pertaining to Cast Iron Unit of the Company namely 'DCM Engineering Products' located at Ropar, Punjab at a remuneration of Rs. 1,25,000/- (Rupees one lac and twenty five thousand only) plus service tax & out-of-pocket expenses, if any; and
- iii. M/s V Kumar & Associates, Cost Accountants (Firm Registration Number 100137), as Lead Cost Auditors, for financial year 2016-17, for consolidation of the Cost Audit Report etc. of the Company, at a remuneration of Rs. 60,000/- (Rupees sixty thousand only) plus service tax & out-of-pocket expenses, if any.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rules issued thereunder, the remuneration payable to the Cost Auditors as stated above has to be ratified by members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for financial year 2016-17.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 9 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 9 of this Notice for approval of the members of the Company.

Registered Office

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

Place: New Delhi

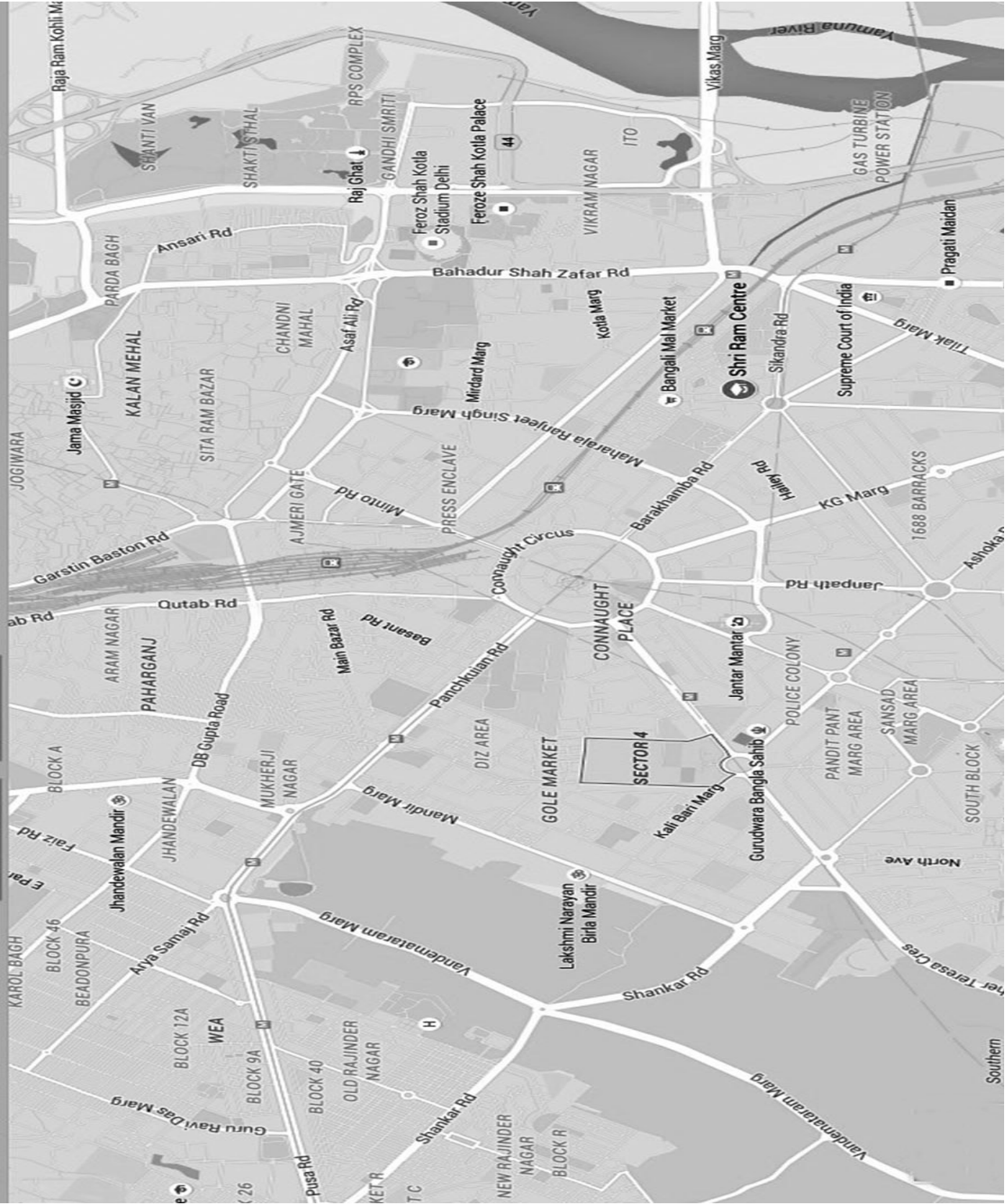
Date: May 30, 2016

**By the order of the Board
For DCM Limited**

Sd/-

Yadvinder Goyal
Company Secretary

Route map for Venue 126th of Annual General Meeting of the Company





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

PROXY FORM

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

126TH ANNUAL GENERAL MEETING - SEPTEMBER 14, 2016

Name of the Member(s):

Three stacked rectangular boxes for entering the name of the member(s).

Registered address:

Two stacked rectangular boxes for entering the registered address.

Email:

One rectangular box for entering the email address.

Folio No. / Client ID:

DP ID:

I/ We, being the member(s) of shares of the DCM Limited, hereby appoint;

Name : Email :

Address :

..... Signature :

or failing him/ her;

Name : Email :

Address :

..... Signature :

or failing him/ her;

Name : Email :

Address :

..... Signature :

as my / our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the 126th Annual General Meeting of the Company, to be held on Wednesday, September 14, 2016, at 11:00 a.m. at the Shankar Lal Murli Dhar Auditorium (Shri Ram Centre-Auditorium), 4, Safdar Hashmi Marg, Mandi House, New Delhi-110 001, and at any adjournment thereof in respect of such resolutions as are indicated below:



Cut Here

Resolution Number	Resolutions	Vote (Optional see Note 4)	
		For	Against
Ordinary Business			
1	Adoption of: a. the audited standalone financial statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon; and b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2016 together with Report of Auditors thereon		
2	Confirmation of interim dividend, already declared and paid during the financial year 2015-16, for the financial year ended March 31, 2016, as dividend for financial year 2015-16.		
3	Appointment of a director in place of Mr. Jitendra Tuli, who retires by rotation and being eligible, offers himself for re- appointment		
4	Ratification of appointment of M/s BSR & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration		
Special Business			
5	Appointment of Mr. L. Lakshman as an Independent Director of the Company		
6	Appointment of Dr. Raghupati Singhania as an Independent Director of the Company		
7.	Appointment of Mr. Chandra Mohan as an Independent Director of the Company		
8	Approval for ratification of remuneration payable to the Cost Auditors for financial year 2015-16		
9	Approval for ratification of remuneration payable to the Cost Auditors for financial year 2016-17		

Signed this day of 2016

.....
Signature of the member

Affix revenue stamp of not Less than Rs. 0.15

.....
Signature of the first proxy holder Signature of the second proxy holder Signature of the third proxy holder

Notes:

- This form of proxy in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.**
- A Proxy need not be a member of the Company.**
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- It is optional to indicate your preference. Please put '√' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.

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**ATTENDANCE SLIP****126TH ANNUAL GENERAL MEETING - SEPTEMBER 14, 2016**

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 126th Annual General Meeting of the Company at the Shankar Lal Murli Dhar Auditorium (Shri Ram Centre-Auditorium), 4, Safdar Hashmi Marg, Mandi House, New Delhi-110 001, on Wednesday, September 14, 2016, at 11:00 A.M......
Member's Folio/DP. ID - Client ID No......
Name of the member / proxy
(in BLOCK letters).....
Signature of the member / proxy**Note :** 1. Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

2. No bags, briefcases, drinks and eatables will be allowed to be carried inside the auditorium.

**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**REMOTE E - VOTING PARTICULARS**

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

Note: Please read instructions given at Note Nos. 17 to 21 of the Notice of the 126th Annual General Meeting carefully before voting electronically.