



March 31, 2017

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

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

Sub: Outcome of Board Meeting held on March 31, 2017 - Disclosure under Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Scrip Code: DCM / 502820)

Dear Sir,

We wish to inform you that the Board of Directors of the Company at their meeting held today, i.e. March 31, 2017 considered and approved the following Scheme subject to approval of stock exchange(s), shareholders, creditors, National Company Law Tribunal, Delhi Bench and other regulatory agencies, as applicable.

Scheme of Amalgamation of Crescita Enterprises Private Limited ("Crescita"), ("Transferor Company"), ("A Promoter Group Company" of DCM Limited) and DCM Limited ("DCM"), ("Transferee Company") and their respective shareholders and creditors (hereinafter referred to as "Scheme") under sections 230 to 232 and other relevant provisions of the Companies Act, 2013, as may be applicable, for the Amalgamation of Crescita Enterprises Private Limited into DCM Limited.

The Audit Committee of Transferee Company has furnished its report to the Board of Directors of the Transferee Company recommending the aforesaid Scheme.

The details as required under Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. – CIR/CFD/CMD/04/2015 dated September 9, 2015 in respect of aforesaid Scheme are enclosed herewith as Annexure - 1 for the Scheme.

You are requested to kindly take the same on record.

Thanking you,

Yours truly,
For DCM Limited



Yadvinder Goyal
Company Secretary

Encl. - As above

e) **In case of cash consideration - amount or otherwise share exchange ratio;**

There is no cash consideration proposed in the Scheme. Share exchange ratio approved in the Scheme are as under:

Upon the Scheme coming into effect and in consideration of the amalgamation of the Transferor Company into the Transferee Company pursuant to this Scheme, the Transferee Company shall, without any further act or deed and without any further consideration (cash or non-cash), issue and allot equity shares to each shareholder of the Transferor Company whose name is recorded in the register of shareholders of the Transferor Company as on the Record Date in the following manner:

"90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid up Equity Shares of the face value of Rs.10 (Rupees Ten) each of DCM against 90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid-up equity shares of Rs. 10 (Ten) each held by Crescita in DCM as on March 31, 2017 shall be issued and allotted to the equity shareholders of Crescita in proportion to their shareholding in Crescita"

"In the event Crescita holds more than 90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid-up equity shares of DCM without incurring any additional liability, such additional number of equity shares of DCM (if any) as may be held by Crescita in DCM in addition to 90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid up equity shares held by Crescita in DCM as on March 31, 2017 shall also be issued and allotted to the equity shareholders of Crescita, in proportion of their holdings in Crescita"

f) **Brief details of change in shareholding pattern (if any) of listed entity:**

DCM Limited: There is no change in shareholding pattern of DCM Limited pursuant to the Scheme.

