



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



## Annexure - 1

- a) Name of the entity (ies) forming part of the amalgamation/ merger, details in brief such as, size, turnover etc.

Parties to the Scheme	Turnover	Net Worth
Crescita Enterprises Private Limited <sup>^</sup>	NIL <sup>#</sup>	Rs. 50,000
DCM Limited	Rs. 89954.30 Lakh*	Rs. 23765 lakhs*

<sup>^</sup> as on March 10, 2017

<sup>#</sup>the turnover of Crescita Enterprises Private Limited is Nil since the company is recently incorporated on March 9, 2017

\* as on March 31, 2016

- b) Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm length"

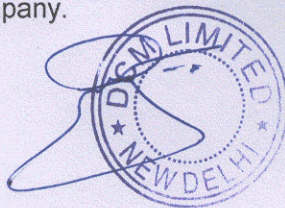
Transaction would fall within the definition of related party transactions. Consideration to the shareholders of amalgamating companies would be discharged at arm's length principle

- c) Area of business of the entity(ies)

- DCM Limited is currently engaged in four business segments, i.e. Textiles, Grey Iron Casting, Real Estate and IT Services. Its multiple businesses inter-alia includes manufacturing and/ or dealing in yarns, threads and various other textile and clothing related materials; manufacturing and supply of grey iron castings in automotive markets, real estate development; provision of services in IT Infrastructure management encompassing system administration, storage management, backup recovery, disaster management, databases, etc.
- Crescita Enterprises Private Limited was incorporated with the object of businesses in Textiles, Grey Iron Casting, Real Estate and IT Services

- d) Rationale for Scheme of Amalgamation

- Crescita Enterprises Private Limited holds 48.35% equity shareholding in DCM Limited as of March 31, 2017;
- The Transferor Company's equity share capital as of March 31, 2017 is substantially (99.99%) held by Promoter of Transferee Company i.e. Dr. Vinay Bharat Ram;
- The amalgamation of the Transferor Company into the Transferee Company is being undertaken to, inter alia, simplify the shareholding structure and reduce shareholding tiers, optimize administrative costs, demonstrate the promoter group's direct commitment to and engagement with Transferee Company and to hold equity shares directly in the Transferee Company.





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.

