

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 resolution stated below be passed by the Members through Postal Ballot / electronic voting (e-voting). The explanatory statement pertaining to the said resolution 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 Mr. Kapoor Chand Garg, Company Secretary in Whole- Time Practice, Proprietor of M/s KCG & Associates, Company Secretaries, 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.

The voting including e-voting will commence on Sunday, August 27, 2017 (9.00 a.m. IST) and will end on Monday, September 25, 2017 (5.00 p.m. IST). 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 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 Monday, September 25, 2017 (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 his report addressed to the Chairman 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 Wednesday, September 27, 2017, 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 of the Company) and shall also be displayed on the website of the Company i.e. <u>www.dcm.in</u>.

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

RESOLUTION

Item No. 1 : Special Resolution authorising the Board of Directors of the Company or any committee constituted by Board (hereinafter referred to as 'the Board') to mortgage/pledge/hypothecate and/or create charge etc. on whole or part of land of the Company including the land converted /to be converted into freehold from leasehold at Bara Hindu Rao/ Kishan Ganj, Delhi ('Project Land') to secure any loan raised/to be raised by Purearth Infrastructure Ltd. (PIL) and/or other company /firm and/or body corporate engaged /to be engaged in joint development of Real Estate Project at Project Land along with PIL, not exceeding Rs. 1000 Crores (Rupees one thousand Crores).

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

"RESOLVED THAT in supercession of all /any of the earlier resolution(s) passed in this regard, the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) & 186 of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or Section 188 of the Companies Act, 2013 as applicable and the Rules made thereunder (including any statutory modifications), 2015 and/or Section 188 of the Companies Act, 2013 as applicable and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), to the Board of Directors of the Company or any committee constituted by Board (hereinafter referred to as 'the Board') to mortgage/pledge/ hypothecate and/ or create charge etc. on whole or part of its land including the land converted /to be converted into freehold from leasehold situated at Bara Hindu Rao/ Kishan Ganj at Delhi ('Project Land') in one or more tranches and/or conferring power to enter upon and take possession of the assets of the company in certain events to or in favour of any of the financial institution(s), bank(s), body(ies) corporate, lending institution(s) or person(s) to secure term loan whether in India or abroad and other loans/debentures raised/to be % Infrastructure Ltd (PLL) {formerly known as DCM Estates & Infrastructure Limited (DEIL)} a joint venture company promoted by the

Company, in connection with development of the Real Estate Project at Project Land, and/or other company /firm and/or body corporate engaged /to be engaged in joint development of Real Estate Project at Project Land along with PIL from such financial institution(s), bank(s), body(ies) corporate, lending institution(s) or person(s) together with interest at the respective agreed rates, compound/additional interest, commitment charge, premia on prepayment or on redemption, costs, charges, expenses and all other moneys payable by PIL and/or other company /firm and/or body corporate engaged /to be engaged in joint development of Real Estate Project at Project Land along with PIL to the financial institution(s), bank(s), body(ies) corporate, lending institution(s) or person(s) in terms of their respective loan agreements/heads of agreement/ letters of sanction / memorandum of terms and conditions, entered into/ to be entered into by PIL and/or other company /firm and/or body(ies) corporate engaged / to be engaged in joint development of Real Estate Project at Project Land along with PIL in respect of the said term loans/ debentures at any time not exceeding Rs. 1000 Crores (Rupees One Thousand Crores).

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

Registered Office Vikrant Tower,	By Order of the Board of Directors
Vikrant Tower,	For DCM Limited
4, Rajendra Place, New Delhi – 110008	

Place: New Delhi Date : August 9, 2017 -/-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 resolution.

- 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. Physical copies of the Postal Ballot Notice are being sent to all the members, by Registered Post/ Speed 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 July 28, 2017. 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 (INSDL), 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.
- shall also be displayed on the website of the Company i.e. www.dcm.in.
 4. The Company has appointed Mr. Kapoor Chand Garg, Company Secretary in Whole- Time Practice, Proprietor of M/s KCG & Associates, Company Secretaries, as the Scrutinizer, to conduct the Postal Ballot and e-voting process in a fair and transparent manner.
- One equity share of the Company represent one vote. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the shareholders as on July 28, 2017.
- 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 be treated as valid 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.
- 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. The vote in this Postal Ballot cannot be exercised through proxy.
- 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.
- 11. 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 Depositary 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.
- 12. 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
- (xii) 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 kapoorgarg.cs@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:
- 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	
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No.(xii) above, to cast vote.
- C. Other Instructions:
- 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 Sunday, August 27, 2017 (9.00 a.m. IST) and will end on Monday, September 25, 2017 (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 July 28, 2017, 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.
- 13. The Scrutinizer will submit his 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 Wednesday, September 27, 2017, 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.
- 14. 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.
- 15. 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.
- 16. 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 this Postal Ballot Notice till September 25, 2017 (except Saturdays, Sundays and Public Holidays).

Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 $\underline{Item~No.~1}$

A Special resolution under section 180(1)(a), 186 & 188 and other applicable provisions, if any, of the Companies Act, 2013, was passed by the shareholders through postal ballot/e-voting process, the results of which were declared on March 26, 2015, to authorise Board of Directors to mortgage/pledge/ hypothecate and/ or create charge on whole or part of its land including the land converted /to be converted into freehold from leasehold at Bara Hindu Rao/ Kishan Ganj at Delhi ('Project Land') in one or more tranches in favour of any of the financial institution(s), bank(s), body corporate, lending institution(s) or person(s) to secure term loan/debentures raised/to be raised for the development of Real Estate Project at Project land by Purearth Infrastructure Ltd. (PILI){(a joint venture company promoted by the Company) and/or any other Company/firm and/or Body(ies) corporate engaged/to be engaged in joint development of Real Estate Project at Project land along with PIL, not exceeding Rs. 600 Crores at any time.

Pursuant to said shareholders special resolution, the Company has been creating mortgage on Project land in favour of lenders of PIL and Basant Project Ltd (a company of Unity group –hereinafter referred as 'Unity') developing the Residential Project on Project land at Kishan Ganj, Delhi under Joint Development Agreement entered with PIL during the month of December 2011. As on date the total amount against which Project land has been mortgaged in favour of lenders of PIL and Unity is Rs. 288 crores which includes loan amount of Rs. 245 crores and loan amount converted to rights in property of Rs. 43 crores, but as per the understanding, mortgage on property will continue till constructed property is delivered in respect of said loan of Rs.43 corers.

During the current period, the construction work on Project land is gaining momentum and as a result, funds requirement for the development of Project and/or other corporate requirement(s) have substantially gone up.

Pursuant to increased funds requirement in connection with the development activities on Project land, it is proposed to increase the said limits to mortgage/ pledge/hypothecate and/ or create charge on whole or part of the Project land in one or more tranches in favour of any of the financial institution(s), bank(s), body(ies) corporate, lending institution(s) or person(s) to secure term loan/ debentures raised/to be raised in connection with the development of Project land by PIL and/or any other Company/firm and/or Body corporate engaged/to be engaged in joint development of Project land along with PIL, from Rs. 600 Crores to Rs. 1000 Crores.

None of the directors of the Company and their relatives are interested or concerned, financially or otherwise, in the aforesaid resolution. However, Dr. Vinay Bharat Ram, Chairman & Managing Director of the Company and Mr. Sumant Bharat Ram, CE&FO of the Company, being Whole-Time Key Managerial Personnel of the Company are interested in PIL as directors and have 29.10% shareholding interest through promoter holding companies. PIL is a joint venture company promoted by DCM Limited. The Company directly holds 16.56% in PIL. The said Whole-time Key Managerial Personnel are promoters of the Company and holding 48.54% in this Company through themselves and promoters' holding companies. Mr. Hemant Bharat Ram, President (Textiles), being relative of said key managerial personnel is also interested in the said resolution. Except as stated above, no other Key Managerial Personnel is interested or concerned, financially or otherwise in the aforesaid resolution as set out under item no.-1.

As per provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or Section 188 of the Companies Act, 2013, none of the Related Party will vote on the aforesaid resolution.

The Board of Directors recommends the Special resolution as set out under item no.-1 of this postal ballot notice for approval of members of the Company.

Registered Office : Vikrant Tower, 4, Rajendra Place, New Delhi – 110008 By Order of the Board of Directors For DCM Limited

Place : New Delhi Date : August 9, 2017 -/Sd Yadvinder Goyal Company Secretary

	<u>Registered Office:</u> Vikrant Tower, 4, Rajendra Place, New Delhi - 110008					
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4. No. of equity shares held :				TED OCM LIMITE		
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Sl. No. Brief Description	LIMITED DCM LIMIT LIMITED DCM LIMIT LIMITED DCM LIMIT		Number of equity shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)	
1. Special Resolution authorising the Board of D committee constituted by Board (hereinafter referre pledge/hypothecate and/or create charge etc. o Company including the land converted /to be leasehold at Bara Hindu Rao/ Kishan Ganj, Delhi raised/to be raised by Purearth Infrastructure I firm and/or body corporate engaged /to be er a Estate Project at Project Land along with PIL, r one thousand Crores).	ed to as 'the Bo to on who' or part la e cop erted into t ef ("roject Land") to secur d. (PIL) and/or other c	company / nt of Real	IITED DCM LIMI IITED DCM LIMI IITED DCM LIMI IITED DCM LIMI IITED DCM LIMI IITED DCM LIMI IITED DCM LIMI	T ED DCM LIMITE T ED DCM LIMITE	D DCM LIMITED D DCM LIMITED D DCM LIMITED D DCM LIMITED D DCM LIMITED D DCM LIMITED D DCM LIMITED	
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The e-voting facility is avai.able at the link://www.ev			ting particulars a	re set out as follow		
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The e-voting particulars are set out as follows:	LIMITED DCM LIMIT		ITED DCM LIMI	TED DCM LIMITE	D DCM LIMITED	
Commencement of e-voting						
Sunday, August 27, 2017 (9.00 a.m. IST) Monday, September 25, 2017 (5.00 p.m. IST)						
 Notes: Please read the instructions printed overleaf carefu voting through electronic means provided in the P. The last date for the receipt of Postal Ballot Forms 	ostal Ballot Notice ser	nt herewith.	ITED DCM LIM	TED DCM LIMITE	e instructions for	

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, Mr. Kapoor Chand Garg, Proprietor of M/s KCG & Associates, 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 Depositary 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.
- 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 Monday, September 25, 2017 (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 Society / Trust / Body Corporate etc, 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. One Equity Shares of the Company represent one vote. 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. July 28, 2017.
- 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 Sunday, August 27, 2017 (9.00 a.m. IST) and will end on Monday, September 25, 2017 (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 will be paid by addressee B.R. Permit No. BR-D (C) 343(17-18 Patel Nagar Post Office New Delhi - 110 008

To,

MR. KAPOOR CHAND GARG The Scrutinizer DCM Limited 6th Floor, Vikrant Tower, 4, Rajendra Place, New Delhi-110008

