

March 26, 2015

<b>BSE Limited</b> Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001	<b>National Stock Exchange of India Ltd.</b> Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051
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Scrip Code: 502820 / DCM

Dear Sir,

**Subject: Clause 35A of the Listing Agreement – Details of Results of Postal Ballot**

This has reference to our letter dated February 18, 2015, enclosing the Postal Ballot Notice along with Explanatory Statement seeking the consent of members of the Company by way of Special Resolution through Postal Ballot and E-voting process in respect of following item of business :

*Item No. -1 – Special Resolution authorising the Board of Directors to mortgage/ pledge/ hypothecate and/or create charge 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. 600 Crores (Rupees Six Hundred Crores)*

In this connection we would like to inform you that the Special Resolution, in respect of aforesaid business item, as stated in the aforesaid Postal Ballot Notice has been passed by members of the Company by requisite majority. The approval to said Special Resolution is deemed to have been received on March 26, 2015.


Further, pursuant to Clause 35A of the listing agreement, we enclose herewith the following documents:

1. Results of the Postal Ballot as per the prescribed format (as per Annexure-A)
2. Scrutinizer's Report on Postal Ballot Forms and e-Voting (as per Annexure-B)

The above are also being updated on Company's website at [www.dcm.in](http://www.dcm.in)

We request you to note the above and acknowledge the receipt of this letter.

Thanking you,  
Yours truly,  
For DCM Limited

  
Yadvinder Goyal  
Company Secretary



Encl: As above

## DCM Limited

## Details of Voting Results as per Clause 35A of the Listing Agreement

**Details of Agenda: Item No. 1 - Special Resolution** authorising the Board of Directors to mortgage/ pledge/ hypothecate and/or create charge 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. 600 Crores (Rupees Six Hundred Crores).

Mode of Voting: (Show of hands/Poll/Postal ballot/E-voting): **POSTAL BALLOT FORMS AND E-VOTING**  
Resolution required (Ordinary/Special): **SPECIAL RESOLUTION**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	7767882	0	0	0	0	0	0
Public – Institutional holders	1629934	1567444	96.1661%	1567444	0	100.00%	0
Public –Others	7981221	439089	5.5015%	437824	1265	99.7119%	0.2881%
<b>Total</b>	<b>17379037</b>	<b>2006533</b>	<b>11.5457%</b>	<b>2005268</b>	<b>1265</b>	<b>99.9370%</b>	<b>0.0630%</b>

For DCM Limited

  
Yadvinder Goyal  
(Company Secretary)



Date : 26.03.2015

Place : New Delhi

**PRAGNYA PRADHAN & ASSOCIATES**

PRACTICING COMPANY SECRETARIES

Deliver the best at the earliest

**Report of Scrutinizer**

[Pursuant to Section 108 & 110 of the Companies Act, 2013 and the Companies  
(Management and Administration) Rules, 2014]

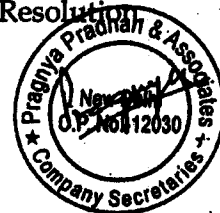
To,

**Mr. Jitendra Tuli,**  
**Chairman and Managing Director**  
**DCM Limited,**  
**Vikrant Tower, 4,**  
**Rajendra Place,**  
**New Delhi - 110008**

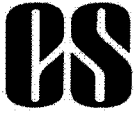
Dear Sir,

I, **Pragnya Parimita Pradhan, Company Secretary in Whole Time Practice,** having office at WZ-189, Hari Bhawan, Khampur, Opp. West Patel Nagar, New Delhi - 110008, have been appointed as the Scrutinizer by the Board of Directors of DCM Limited pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the Postal Ballot and e-voting Process in a fair and transparent manner in respect of the Special Resolution stated in the Notice of the Postal Ballot dated January 15, 2015 proposed to be passed by equity shareholders of the Company, submit my report as under :

1. The Notice of the Postal Ballot dated January 15, 2015 along with Postal Ballot Form and postage-prepaid self-addressed Business Reply Envelope was sent to all the members of the Company, dispatch of which was completed on February 21, 2015, for seeking their approval on the Special Resolution as set out in said Postal ballot Notice through Postal Ballot and E-voting process.
2. The Company has provided the e-voting facility to the Members to exercise their votes electronically on said Special Resolution through the e-voting service facility arranged by National Securities Depository Limited (NSDL).
3. The members of the Company holding shares as on the "Cut-off" date of February 6, 2015, were entitled to vote on the said Special Resolution.



WZ-189, 2<sup>nd</sup> Floor, Hari Bhawan, Khampur, Opp. West Patel Nagar, New Delhi-110008  
Tel: 011-25701579, Mob: 9953457413 Email id: Pragnyap.pradhan@gmail.com



# PRAGNYA PRADHAN & ASSOCIATES

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4. The voting period for e-voting and Postal Ballot was commenced on February 22, 2015 (9.00 Hours IST). The voting period for e-voting was ended on March 23, 2015 (17.30 Hours IST) and the NSDL e - voting platform was blocked thereafter. The last date for the receipt of Postal Ballot Forms by the Scrutinizer was March 23, 2015.
5. The Postal ballot Register was prepared to record equity shareholder's Assent or Dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholder, number of shares held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of postal ballots which are received in defaced or mutilated form and postal ballot forms which are invalid.
6. The Ballot Papers received were scrutinized and reconciled with the records maintained by Registrar and Share Transfer Agent (RTA). The Postal Ballot Forms which were incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed have been rejected and treated as invalid.
7. The votes casted through e-voting were unblocked on March 23, 2015 around 5.35 p.m. in the presence of two witnesses, Ms Neeru Kataria (WZ-189, Hari Bhawan, Khampur, Opp. West Patel Nagar, New Delhi - 110008) and Ms Taruna Kataria (WZ-189, Hari Bhawan, Khampur, Opp. West Patel Nagar, New Delhi - 110008), who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

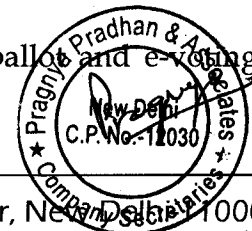
Signature: Neeru  
Name Neeru Kataria

Signature: Taruna Kataria  
Name Taruna Kataria

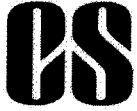
8. The votes casted were also scrutinized for the purpose of eliminating duplicate voting i.e. on e-voting and Postal Ballot Forms

I have scrutinized and reviewed the Postal ballot and e-voting process in a fair and transparent manner. Please note that one equity share of the Company represent one vote. Members' voting right is in proportion to his share in paid up capital of the Company.

I now submit my Report as under on the result of the Postal ballot and e-voting in respect of the following Resolution :



WZ-189, 2<sup>nd</sup> Floor, Hari Bhawan, Khampur, Opp. West Patel Nagar, New Delhi - 110008  
Tel: 011-25701579, Mob: 9953457413 Email id: Pragnyap.pradhan@gmail.com



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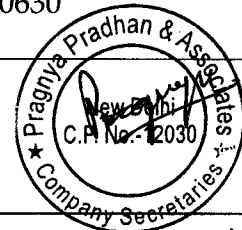
Item No. -1-Special Resolution authorising the Board of Directors to mortgage/pledge/ hypothecate and/or create charge on whole or part of land of the Company including the land converted /to be converted into freehold from leasehold at Bara Hindu Rao/ KishanGanj, Delhi ('Project Land') to secure any 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. 600 Crores (Rupees Six Hundred Crores).

(i) Voted in favour of the Special Resolution:

Particulars	Number of members	Number of votes cast by them	% of total number of valid votes cast
Voted By Physical Postal Ballot Forms	536	2,33,048	11.6145
Voted by E-voting	41	17,72,220	88.3225
<b>Total</b>	<b>577</b>	<b>20,05,268</b>	<b>99.9370</b>

(ii) Voted against the Special Resolution:

Particulars	Number of members	Number of votes cast by them	% of total number of valid votes cast
Voted By Physical Postal Ballot Forms	23	957	0.0477
Voted by E-voting	7	308	0.0153
<b>Total</b>	<b>30</b>	<b>1,265</b>	<b>0.0630</b>





**PRAGNYA PRADHAN & ASSOCIATES**  
PRACTICING COMPANY SECRETARIES

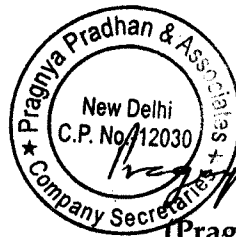
(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
65	1,780

9. A Compact Disc (CD) containing a list of equity shareholders who voted 'FOR', 'AGAINST' and those whose votes were declared invalid for each resolution is enclosed.
10. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,  
Yours faithfully,

For PRAGNYA PRADHAN & ASSOCIATES  
(Company Secretaries)



Date: 24-03-2015  
Place: New Delhi

*Pragnya Parimita Pradhan*  
(Pragnya Parimita Pradhan)  
Proprietor