



**T.R.RAMAMURTHY**

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**RAMAMURTHY ASSOCIATES**

Company Secretaries

G-156/F-2, I Floor, Dilshad Colony, Delhi-110 095

12<sup>th</sup> April, 2014

To  
The Board of Directors,  
**DCM Limited,**  
Vikrant Tower, 4 Rajendra Place, New Delhi -110008  
Gentlemen,

**Subject : Report of the Scrutineer with respect to Postal Ballot circulated by the company**

With reference to the letter of the company dated the 13<sup>th</sup> February, 2014, I am furnishing the following report in respect of the postal ballot conducted by the company.

Pursuant to the provisions of section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and applicable provisions, if any, of the Companies Act 2013, the company circulated resolution(s) in draft vide postal ballot notice dated the 12<sup>th</sup> February, 2014 and the same was dispatched in various tranches starting with 7<sup>th</sup> March, 2014 and ending by 12<sup>th</sup> March, 2014 to 45,273 equity share holders. The subject matter of the resolution is contained in the specimen of the notice circulated by the company a copy of which is annexed hereto. The postal ballot related to the consent of the share holders by special resolutions for the purpose of the following:

1. Authorising the Board of Directors to Borrow in excess of the aggregate of the paid up capital and free reserves subject to a maximum amount of Rs 600.00 crores, pursuant to Section 180(1)(c) of Companies Act, 2013;
2. Authorising the Board of Directors to create security by way of mortgage and/or charge on assets of the Company to secure any loan upto Rs 600.00 crores, pursuant to Section 180(1)(a) of Companies Act, 2013;
3. Alteration of Articles of Association of Company by inserting the new Article 12A and 12B for buy back of shares or other specified securities pursuant to



Section 31 of the Companies Act, 1956 and Section 14 of the Companies Act, 2013, and

4. Authorising the Board of Directors to create mortgage/pledge/hypothecate and / or create charge on land of the company at Bara Hindu Rao/ KishanGanj, Delhi to secure loan upto Rs 300.00 crores to be borrowed by M/s. Purearth Infrastructure Limited, pursuant to Section 180(1)(a) of Companies Act, 2013 and Section 372A of the Companies Act, 1956

The Postal ballots were received on a day to day basis from post office from the equity share holders and entered in a diary register. At the end of the prescribed period, that is, at the close of business hours on 11<sup>th</sup> April, 2014 all the ballots were opened and entered in a computer system for purpose of analysis and issue of report.

Based on my scrutiny, the following is the result of the postal ballot based on the summary of the ballot sheets prepared and scrutinized :

Total no. of fully paid up equity shares : 1,73,79,037  
 Total no. of Ballots received back : 898  
 Total number of Valid Ballots received : 891  
 Number of shares covered in valid ballots : 95,14,288  
 Invalid ballots received : 7  
 Number of shares covered in invalid ballots : 2,404

Sl. No.	Particulars	Special Resolution No. 1	Special Resolution No. 2	Special Resolution No. 3	Special Resolution No. 4
1	Total votes in favour	93,74,954	93,72,577	93,94,557	93,93,132
2	Total votes against	36,809	37,164	15,081	16,482
3	Votes not cast in either way	1,02,525	1,04,547	1,04,650	1,04,674
4	Votes in favour as percentage of total votes polled	99.60%	99.60%	99.83%	99.82%
5	Votes in favour as percentage of total share capital	53.94%	53.93%	54.06%	54.05%

The values have been reckoned based on the equity shares held in the company as on 21<sup>st</sup> February, 2014.



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I would like to express gratitude to the management of **M/s. DCM Limited** for having evinced confidence in me.

With regards.

Yours faithfully,



**(T.R. Ramamurthy)**  
**PRACTISING COMPANY SECRETARY**  
FCS 3191 CP 2528  
Encl: Specimen of ballot paper.

