

September 25, 2018

BSE Limited

Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 National Stock Exchange of India Ltd.

Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051

Sub: 128th Annual General Meeting ('AGM') and voting results Scrip Code: 502820 / DCM

Dear Sir,

In terms of relevant provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, this is to inform you that 128th Annual General Meeting ('AGM') of the Company was held on Monday, September 24, 2018 at 11.30 A.M., at MPCU Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, New Delhi - 110054 and the businesses mentioned in the Notice dated August 10, 2018 were transacted thereat.

In this connection, Please find enclose herewith the following:

- Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure - I.
- (2) Consolidated Results of 'Remote e-voting' and 'Poll conducted at the 128th AGM' of the Company as Annexure-II.
- (3) Report of Scrutinizer dated September 24, 2018, on 'Remote e-voting' and 'Poll conducted at 128th AGM' as Annexure III.

We request you to take the same on record and acknowledge the receipt of this letter.

Thanking you,

Yours truly,

Yadvinder Goyal Company Secretary

For DCM Limited

Encl: As above

Registered Office:

Vikrant Tower, 4, Rajendra Place, New Delhi-110008 Phone: (011) 25719967 Fax: (011) 25765214

CIN: L74899DL1889PLC000004 Website: www.dcm.in E-mail: dcmltd@dcm.in

e-mail id: investors@dcm.in



128th Annual General Meeting (AGM) Voting Results Disclosure as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of Company : DCM Limited, (Stock Code - 502820/DCM)

Date of AGM: September 24, 2018

Total number of shareholders on record date (i.e. on September 17, 2018):

Nn. of shareholders present in the meeting either in person or through proxy: 77

Public

Promoters and Promoter Group 73

No. of Shareholders attended the meeting through Video Conferencing : Not Applicable

Promoters and Promoter Group

Agenda Item No. 1 – Adoption of (a) the audited standalone financial statements of the Company for the financial year anded March 31, 2018, the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 together with Report of Auditors thereon

Resolution	n required: (Ordinary/ Special	)		Ordinary				
	romoter/ promoter group are solution?	interested in the		No				
Category	Mode of Voting	Mode of Voting neid polled outstanding in layour shares		No, of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled		
		*	2	(3)=[(2)/(1)]* 100	'4	5	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*100
Promoter	Remote E-Voting		9051732	99.9465	9061732	0	100,00000	0.000
and Promoter p	Postal Ballot	9065584						
	Poll							
	Total	9066584	9051732	99.9465	9061732	0	100:00000	0.000
122007234	Remote E-Voting		0	0.0000	0	0	0.0000	0,000
Public-	Postal Ballot	1245895						
institutio	Poll		0	0.0000	0.000	Ü	0.000	0.000
AS	Total	1245695	-0	0.0000	0	8	0.0000	9,000
Public-	Remote E-Voting		201833	2.41269	200433	1400	99.30636	13.69364
Non	Postal Ballot	8365470	2.0011.102					
Institutio	Poll		660	0.00789	660	.0	100:00000	0.00000
ns	Total	8365470	202493	2.42058	201093	1400	99.30862	0.69136
Total		18677749	9264225	49,6003	9262825	1400	99,98489	0.01511

FOR DOM LIMITED

Agenda Item No. 2 – Appointment of a director in place of Mr. Jitendra Yuli (DIN 00272930), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution	required: (Ordinary/ Special	)		Ordinary				
Whether p	romoter/ promoter group are solution?	interested in the		No				
Category	Mode of Voting	No. of shares hald	No. of votes polled	% of Votes Poiled 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	6	(6)=[(4)/(2)]* 100	(7)=[(6]/(2)]*100
Promoter	Remote E-Voting		9081732	99.9465	9061732	.0	00000 00F	0.000
Promoter	Postal Ballot	9066584						
	Poll							
Group	Total	9066584	9061732	99.9485	9081732	- 0	100,00000	0.000
Man A Charles	Remote E-Voting		1148512	92,1985	1148512	.0	100,0000	0.000
Public-	Postal Ballot	1245695						
Institutio	Poll							
, 12.0	Total	1245695	1148512	92.1985	1148512	0	100.0000	0.000
Public-	Remote E-Voting		201833	2.41269	200433	1400	09.30636	0.69364
Non	Postal Ballot	8385470						
Institutio	Poll		660	0.00789	680	D	100.00000	0.00000
กร	Total	9365470	202493	2,42058	201093	1400	99.30862	0.69138
Total		18677749	10412737	55.7494	10411337	1400	99.98655	0.01345

For DCM LIMITED

Agenda Item No. 3 – Approval for continuation of appointment of Mr. Ravi Vira Gupta (DIN 69917419), as a Non-Executive Independent Director of the Company with effect from 1st April, 2019 upto August 3, 2019

Resolution	required: (Ordinary/ Special	)		Special				
Whether p	romoter/ promoter group are solution?	interested in the		No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polied on outstanding shares	No. of Votes in favour	No of Votes - against	% of Votes In favour on yours polled	To of Votes against on votes polled
	Pamota & Volino	14	2	(3)=[(2)/(1)]*	4	5.	(6)=[(4)/(2)]*	(7)=((5)/(2)]*100
Promoter	Remote E-Voting		9061732	99.9465	9061732	- 0	100.00300	0.000
and	Postal Ballot	9056584						
Promoter	Poll							
Group	Total	9068584	9061732	99,9465	9001732	- 0	100:00000	0.000
Public-	Remote E-Voting		1148512	92.1965	1148512	D	100,0000	0.000
Institutio	Postal Bailot	1245695						
115	Poll							
110	Total	1245695	1148512	92.1985	1148512	(1)	100,0000	0.000
Public-	Remote E-Voting		201833	2,41269	200433	1400	59-20535	0.199364
	Postal Ballot	8365470						
Institutio	Poll		660	0.00789	850	- 4	100.00000	0.00000
ns	Total	8365470	202493	2,42058	201093	1400	99,30862	0.69138
Total		18677749	10412737	55.7494	10411337	1400	99.98655	0.01345

FOR DCM LIMITED

Agenda item No. 4 – Approval for continuation of appointment of Mr. Sipin Maira, (DIN 95127894), as a Non-Executive Independent Director of the Company with effect from 1st. April, 2019 upto August 3, 2019

Resolution	required: (Ordinary/ Special	)		Special				
Whether p	romoter/ promoter group are solution?	interested in the		No				
Catagory	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes -	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	Remote E-Voting		9061732	99.9465	9061732	0	100.00000	0.000
and Promoter	Postal Ballot	9066584						
	Poli							
Group	Total	9066584	9061732	99.9465	9061732	0	100.00000	5.000
	Remote E-Voting		1148512	92,1985	1148512	0	9000.0000	0.000
Public- Institutio	Postal Ballot	1245695						
-DS	Poll							
110	Total	1245695	1148512	92,1985	1148512	ű	100,0000	0.000
Public-	Remote E-Voting		201833	2.41269	200433	1400	99:30636	0.69364
Non	Postal Ballot	8385470						
Institutio	Poli		660	0.00789	660	10	100.00000	0.00000
135	Total	8365470	202493	2.42058	201093	1400	99,30862	0.69138
Total		18677749	10412737	55.7494	10411337	1400	99,98655	0.01345

For DCM LIMITED
Chairman & Managing Director

Agenda Item No. 5 - Approval for continuation of appointment of Mr. Jitendra Tuli (DIN 00272930), as a Director of the Company. Ilabie to retire by rotation, for his remaining term of office with effect from 1st April, 2019 upto the period he retires by rotation or ceases to be director of the company.

Resolution	required: (Ordinary/ Special	)		Special						
Whether p agendaire:	romoter/ promoter group are solution?	interested in the		No						
Category	Mode of Voting	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 fayour on votes polled	% of Votes against on votes polled		
Promoter R			2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]* 100	(7)=[(5]/(2)]*198		
Promoter	Remote E-Voting		9061732	99,9465	9961732	Ü	100,00000	0.000		
	Postal Ballot	9066584								
Promoter	Poll									
Group	Total	9068584	9061732	99.9485	9081732	0	100.00000	0.000		
100.000	Remote E-Voting		1148512	92.1985	1148512	0	100.0000	0.000		
Public- Institutio	Postal Ballot	1245695								
nistituto	Poll									
189	Total	1245695	1148512	92.1985	1148512	0	100.0000	0.000		
Public-	Remote E-Voting		201833	2.41269	200433	1400	99.30636	0.69364		
	Postal Ballot	8365470								
Institutio	Poll		860	0.00789	680	0	100,00000	0.00000		
ns	Total	8365470	202483	2.42058	201093	1400	99:30862	0.69138		
Total		18677749	10412737	55.7494	10411337	1400	99.98655	0.01345		

For DCM LIMITED

Agenda Item No. 5 - Approval for continuation of appointment of Dr. Vinay Bharat Ram (DIN 00952826), as a Director of the Company, liable to ratire by rotation, for his remaining term of office with effect from 1st. April, 2019 upto the period he retires by rotation or cases to be director of the company.

Resolution	required: (Ordinary/ Special	)		Special				
Whether pagenda/re	romoter/ gromoter group are solution?	Interested in the		Yes				
Category	Mode of Voting	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
		3.	2	(3)=[(2)/(1)]* 100		8	(8)=[(4)/(2)]* 100	(7)=[(5)/(2)]*100
Promoter	Remote E-Voting		9061732	99.9465	9061732	-0	100.00000	0.000
Promoter	Postal Ballot	9066584						
	Poli							
Group	Total	9066584	9061732	99.9465	9061732	- 0	100,000,001	0.000
6.00	Remote E-Voting		1148512	92.1985	1148512		100,000	0.000
Public- Institutio	Postal Ballot	1245695						
nstitutio	Pall							
110	Total	1245695	1148512	92.1985	1148512	. 0	100.0000	0.000
Public-	Remote E-Voting		201811	2.41243	200411	1400	50 30628	0.69372
Non	Postal Ballot	8365470						
Institutio	Poli		660	0.00789	(860)		100.00000	0.00000
ns	Total	8265470	202471	2.42032	201071	1400	99.30654	0.69146
Total		18877749	10412715	55.7493	10411315	1400	99.98655	0.01345

For DCM LIMITED

Agenda Rem No. 7 - Approval of appointment of Dr. Vinay Bharat Rem as Managing Director of the Company, for a pariod of three years w.e.f.

Resolution	n required: (Ordinary/ Special	1		Special				
	romoter promoter group are solution?	interested in the		Yes				
Category	Mode of Voting	Mode of Voting No. of shares held	No, of votes polled	% of Votes Poiled 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
			2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]=100
Promoter	Remote E-Voting		9061732	99,9465	9081732	D	100.00000	(1.000
and	Postal Ballot	9065584						
Promoter	Poll							
Group	Total	9086584	9061732	99,9465	9061732	D	100.00000	0.000
2 76	Remote E-Voting		1148512	92.1985	1148512	.0	100.0000	0.000
Public-	Postal Ballot	1245695						
ns.	Poll							
	Total	1245695	1148512	92,1985	1148512	0	100.0000	0.000
Public-	Remote E-Voting		201833	2.41269	200433	1400	99.30636	0.69364
	Postal Ballot	8385470						
	Poll		660	0.00789	560	- (1	100,00000	0.00000
135	Total	8365470	202493	2.42058	201093	1400	95.30862	0.69138
Total		18677749	10412737	55,7494	10411337	1400	99,98656	0.01345

For DCM LIMITED

Agenda Item No. 8 - Approval of appointment of Mr. Dinesh Dhiman (DIN 08021624), as a Director of the Company, liable to ratire by rotation

Resolution	required: [Ordinary/ Special	)		Ordinary				
Whether pagenda/rea	romoter/ promoter group are solution?	interested in the		No.   No. of Votes   No. of Votes				
Category	Mode of Voting	No. of shares held.	No. of votes polled	Polled on outstanding	,	Votes -	In Tayour on	against on votes
			2	100	á	5		(7)=[(5)/(2)]*100
Promoter	Remote E-Voting		9061732	99.9465	9061732	0	100.00000	0.000
and Promoter	Postal Ballot	9066584						
	Poll							
Group	Total	9066584	9061732	99,9465	9061732	.0	100.00000	0.000
W-1535	Remote E-Voting		1148512	92.1985	1148512	0	100.0000	0.000
Public- Institutio	Postal Ballot	1245695						
ue ue ue e e e e e e e e e e e e e e e	Poli							
1196	Total	1245695	1148512	92.1985	1148512	-0	100,0000	0.006
Public-	Remote E-Voting		201833	2.41269	200433	12(8)	99.30636	0,69364
CONTRACT NO.	Postal Ballot	8365470						
Institutio	Poll		560	0.00789	660	10	100 00000	0.00000
ns	Total	8365470	202493	2.42058	201093	1400	99:30862	0.69138
Total		13577749	10412737	55.7494	10411337	1400	99.98655	0.01345

For DCM LIMITED

Chairman & Managing Director

Agenda Item No. 9 - Approval of appointment of Mr. Dinesh Dhiman (DIN 08021624) as Whole-Time Director designated as Executive Director (Engineering Operation) of the Company, for a period of three years w.e.f. December 13, 2017

Resolution	required: (Ordinary/ Special	)		Ordinary				
	romoter/ promoter group are solution?	interested in the		No   No   No   Of Votes   No   Of Votes   No   Of Votes   No   Of Votes   O				
Category	Mode of Voting	No. of shares held	No. of votes polled	Polled on outstanding	The state of the s	Votes -	In favour on	against on votes
Promoter			2	100	4			(7)=[(5)/(2)]*100
Promoter	Remote E-Voting		9061732	99.9465	9061732	- 0	100:00000	0.600
Promoter	Postal Ballot	9066584						
	Poll							
Group	Total	9066584	9061732	99.9465	9061732	0	100.00000	0.000
WOMAN.	Remote E-Voting		1148512	92.1985	1148512	0	100:0000	.0:000
Public- Institutio	Postal Ballot	1245695						
nautuud	Poll							
.119	Total	1245695	1148512	92,1985	1148512	.0	100.0000	0.000
Public-	Remote E-Voting		201833	2.41269	200433	1400	99.30636	0.59354
Non	Postal Ballot	8365470						
Institutio	Poll		660	0.00789	660	.0	100:00000	0.00000
175	Total	8365470	202493	2,42058	201093	1400	99.30862	0.69138
Total		18677749	10412737	55.7494	10411337	1400	99.98655	0.01345

For DCM LIMITED

Agenda Item No. 10 - Approval of appointment of Mr. Sushii Kapoor (DIN 02481289) as a Director of the Company, liable to retire by rotation

Resolution	required, (Ordinary/ Special	1		Ordinary					
Whather p	romoter/ promoter group are solution?	interested in the		No					
Category	Mode of Voting	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	
Decomptee	5	3	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*100	
Promoter	Remote E-Voting		9001732	99.9465	9061732	D	100,000,000	0.000	
	Postal Ballot	9066584							
	Poll								
Group	Total	9088584	9061732	99,9465	9081732	0	100,00000	0.000	
W. 2000	Remote E-Voting		1148512	92.1985	1148512	- 0	100,0000	0.000	
Public- Institutio	Postal Ballot	1245595							
nsutuno	Poll								
110	Total	1245695	1148512	92 1985	1148512	.0	100,0000	0.000	
Public-	Remote E-Voting		201833	2,41269	200433	1400	99.30636	0.69364	
Non	Postal Ballot	8365470							
	Poll		660	0.00789	660	.0	100.0000	0.00000	
ns	Total	8365470	202493	2.42058	201093	1400	99.30862	0,89138	
Total		18677749	10412737	55.7494	10411337	1400	99.98655	0.01345	

For DCM LIMITED

Agenda from No. 11 – Approval for appointment of Mr. Sushii Kapoor (DIN 92481289) as Whole-Time Director designated as Executive Director (Engineering Business) of the Company, for a period of one year w.e.f. January 15, 2018

Resolution	required: (Ordinary/ Special	)		Special					
Whether p agenda/rei	romoter/ promoter group are solution?	interested in the		No					
Category	Mode of Voting	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	Remote E-Voting		9061732	99,9465	9061732	0	100.00000	0.000	
Promoter	Postal Ballot	9066584							
	Poll								
Group	Total	9056584	9061732	99,9465	9081732	.0	100.00000	0.000	
	Remote E-Voting		1148512	92.1985	1148512	- 0	100.0000	0.000	
Public-	Postal Ballot	1245695							
Institutio	Poll								
110	Total	1245695	1148512	92,1985	1148512	13	100.0000	0.000,0	
Public-	Remote E-Voting		201833	2.41269	200433	1400	99.30636	0.69384	
	Postal Ballot	8365470							
Institutio	Poll	41,027	660	0.00789	690	0	100.00000	0.00000	
ris:	Total	8365470	202493	2.42058	201093	7400	99.30862	0.89138	
Total		18677749	10412737	55.7494	10411337	1400	99,98855	0,01345	

For DCM LIMITED

Agenda Item No. 12 - Approval of retification of remuneration payable to Cost Auditors for Financial Year 2018-19

Resolution	n required: (Ordinary/ Special	)		Ordinary				
Whether p agendalne	romoter/ promoter group are solution?	interested in the		No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Palled 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
			2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]* 100	(7)={(5)/(2)}*100
Promotor	Remote E-Voting		9061732	99.9465	9061732	0	100,00000	0.000
Promoter	Postal Ballot	9066584						
	Poll							
Group	Total	9066584	9061732	99,9465	9061732	.0	100.00000	0.000
60,000	Remote E-Voting		1148512	92 1985	1148512	9	100.0000	0.000.0
Public- Institutio	Postal Ballot	1245695						
TIN	Poll		0	0.0000	0.000	0	0.000	0.000
1100	Totai	1245695	1148512	92.1985	1148512	- 0	100.0000	0.000
Public-	Remote E-Voting		201833	2.41269	200433	1400	99,30636	0.69364
Non Institutio	Postal Ballot	8365470						
	Poll		660	0.00789	660	- 0	100.00000	0.00000
	Total	8365470	202493	2.42058	201093	1400	99.30862	0.69138
Total		18677749	10412737	55.7494	10411337	1400	98,98655	0.01345

For DCM LIMITED



RESULT OF VOTING (REMOTE E-VOTING AND POLL) CONDUCTED PURSUANT TO THE PROVISIONS OF SECTION 108 AND ALL OTHER APPLICABLE PROVISIONS 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) REGULATION, 2015 FOR THE 128<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF THE COMPANY HELD ON MONDAY, SEPTEMBER 24, 2018 AT 11.30 A.M., AT MPCU SHAH AUDITORIUM, SHREE DELHI GUJARATI SAMAJ MARG, CIVIL LINES, NEW DELHI - 110054

#### ORDINARY BUSINESS:

Ordinary Resolution at item No-1 - Adoption of:

- a. the audited standalone financial statements of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon; and
- b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2018, together with Report of Auditors thereon

Voting by	Valid votes in favour (No. of	Valid votes	Total	% of valid votes in favour of the resolution	votes	Votes
Voting through Polling paper (in person or by proxy)	660	0	660	100.0000	0.0000	0
Remote e-Voting	92,62,165	1,400	92,63,565	99.98489	0.01511	0
Total	92,62,825	1,400	92,64,225	99.98489	0,01511	0

Ordinary Resolution at item no-2- Appointment of a director in place of Mr. Jitendra Tuli (DIN

Based on the above, the Ordinary Resolution No. 1 has been passed with the requisite majority

00272930), who	retires by rotation	on and being elig	ible, offers him	self for re-appo	pintment	
1000	Valid votes in	Contract of the contract of th			% of valid votes against the resolution	Votes
Voting through Polling paper (in person or by proxy)	660	-0	660	100.0000	0.0000	0
Remote e-Voting	1,04,10,677	1,400	1,04,12,077	99.98655	0.01345	. 0
Total	1,04,11,337	1,400	1,04,12,737	99,98655	0.01345	0

Based on the above, the Ordinary Resolution No. 2 has been passed with the requisite majority

Registered Office:

Vikrant Tower, 4, Rajendra Place, New Delhi-110008 Phone: (011) 25719967 Fax: (011) 25765214

CIN: L74899DL1889PLC000004 Website: www.dcm.in E-mail: dcmltd@dem.

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Special Resolution at item no- 3- Approval for continuation of appointment of Mr. Ravi Vira Gupta (DIN 00017410), as a Non-Executive Independent Director of the Company with effect from 1st April, 2019 upto August 3, 2019

Voting by	Number of Valid votes in favour (No. of equity Shares)	Valid votes against (No. of	Total		% of valid votes against the resolution	Votes
Voting through Polling paper (in person or by proxy)	660	0	660	100.0000	0.0000	0
Remote ~Voting	1,04,10,677	1,400	1,04,12,077	99.98655	0.01345	0
Total	1,04,11,337	1,400	1,04,12,737	99.98655	0.01345	.0

Based on the above, the Special Resolution No. 3 has been passed with the requisite majority

#### SPECIAL BUSINESS

Special Resolution at item no.- 4- Approval for continuation of appointment of Mr. Bipin Maira, (DIN 05127804), as a Non-Executive Independent Director of the Company with effect from 1st April, 2019 upto August 3, 2019

Voting by	Valid votes in	Valid votes against (No. of	Total	votes in favour of the	% of valid votes against the resolution	Votes
Voting through Polling paper (in person or by proxy)	660	0	660	100.0000	0.0000	ı
Remote e-Voting	1,04,10,677	1,400	1,04,12,077	99,98655	0.01345	1
Total	1,04,11,337	1,400	1,04,12,737	99.98655	0.01345	

Based on the above, the Special Resolution No. 4 has been passed with the requisite majority



Special Resolution at item no.-5- Approval for continuation of appointment of Mr. Jitendra Tuli (DIN 00272930), as a Director of the Company, liable to retire by rotation, for his remaining term of office with effect from 1st April, 2019 upto the period he retires by rotation or ceases to be director of the company

Voting by	Valid votes in	Valid votes against (No. of	Total	% of valid votes in favour of the resolution	votes	Votes
Voting through Polling paper (in person or by proxy)	660	ğ	660	100.0000	0.0000	0
Remote e-Voting	1,04,10,677	1,400	1,04,12,077	99.98655	0.01345	0
Total	1,04,11,337	1,400	1,04,12,737	99.98655	0.01345	0

Based on the above, the Special Resolution No. 5 has been passed with the requisite majority

#### SPECIAL BUSINESS

Special Resolution at item no.-6- Approval for continuation of appointment of Dr. Vinay Bharat Ram (DIN 00052826), as a Director of the Company, liable to retire by rotation, for his remaining term of office with effect from 1st April, 2019 upto the period he retires by rotation or ceases to be director of the company

Voting by	Valid votes in favour (No. of	Valid votes	Total		% of valid votes against the resolution	Votes
Voting through Polling paper (in person or by proxy)	660	0	660	100.0000	0.0000	Ö
Remote e-Voting	1,04,10,655	1,400	1,04,12,055	99.98655	0.01345	0
Total	1,04,11,315	1,400	1,04,12,715	99.98655	0.01345	0

Based on the above, the Special Resolution No. 6 has been passed with the requisite majority

Special Resolution at item no.- 7- Approval of appointment of Dr. Vinay Bharat Ram as Managing Director of the Company, for a period of three years w.e.f. January 30, 2019

Voting by	Number of Valid votes in favour (No. of equity Shares)	Valid votes against (No. of	Total		% of valid votes against the resolution	Votes
Voting through Polling paper (in person or by proxy)	660	O	660	100.0000	0.0000	0
Remote ⊮Voting	1,04,10,677	1,400	1,04,12,077	99,98655	0.01345	0
Total	1,04,11,337	1,400	1,04,12,737	99.98655	0.01345	0

Based on the above, the Special Resolution No. 7 has been passed with the requisite majority

#### SPECIAL BUSINESS

Ordinary Resolution at item no.- 8- Approval of appointment of Mr. Dinesh Dhiman (DIN 08021624), as a Director of the Company, liable to retire by rotation

Voting by	Valid votes in	Valid votes against (No. of	Total	% of valid votes in favour of the resolution	votes	Votes
Voting through Polling paper (in person or by proxy)	660	Ó	660	100.0000	0.0000	
Remote e-Voting	1,04,10,677	1,400	1,04,12,077	99.98655	0.01345	
Total	1,04,11,337	1,400	1,04,12,737	99.98655	0.01345	

Based on the above, the Ordinary Resolution No. 8 has been passed with the requisite majority



Ordinary Resolution at item no.- 9- Approval of appointment of Mr. Dinesh Dhiman (DIN 08021624) as Whole-Time Director designated as Executive Director (Engineering Operation) of the Company, for a period of three years w.e.f. December 13, 2017

Voting by	Valid votes in	Valid votes against (No. of	Total		% of valid votes against the resolution	Votes
Voting through Polling paper (in person or by proxy)	660	, á	660	100.0000	0.0000	8
Remote e-Voting	1,04,10,677	1,400	1,04,12,077	99.98655	0.01345	
Total	1,04,11,337	1,400	1,04,12,737	99.98655	0.01345	

Based on the above, the Ordinary Resolution No. 9 has been passed with the requisite majority

#### SPECIAL BUSINESS

Ordinary Resolution at item no.- 10- Approval of appointment of Mr. Sushil Kapoor (DIN 02481289) as a Director of the Company, liable to retire by rotation

Voting by	Valid votes in favour (No. of	Valid votes	Total	% of valid votes in favour of the resolution	votes	Votes
Voting through Polling paper (in person or by proxy)	660	O	660	100.0000	0.0000	0
Remote e-Voting	1,04,10,677	1,400	1,04,12,077	99.98655	0.01345	O
Total	1,04,11,337	1,400	1,04,12,737	99.98655	0.01345	0

Based on the above, the Ordinary Resolution No. 10 has been passed with the requisite majority



Special Resolution at item no.- 11- Approval for appointment of Mr. Sushil Kapoor (DIN 02481289) as Whole-Time Director designated as Executive Director (Engineering Business) of the Company, for a period of one year w.e.f. January 15, 2018

Voting by	Number of Valid votes in favour (No. of equity Shares)	Valid votes against (No. of	Total		% of valid votes against the resolution	Votes
Voting through Polling paper (in person or by proxy)	660	0	660	100,0000	0.0000	0
Remote e-Voting	1,04,10,677	1,400	1,04,12,077	99,98655	0.01345	0
Total	1,04,11,337	1,400	1,04,12,737	99.98655	0.01345	0

Based on the above, the Special Resolution No. 11 has been passed with the requisite majority

#### SPECIAL BUSINESS

Ordinary Resolution at item no.- 12- Approval of ratification of remuneration payable to Cost Auditors for Financial Year 2018-19

burner for	Valid votes in	Valid votes against (No. of	Total		% of valid votes against the resolution	Votes
Voting through Polling paper (in person or by proxy)	660	0)	660	100,0000	0.0000	0
Remote e-Voting	1,04,10,677	1,400	1,04,12,077	99.98655	0.01345	.0
Total	1,04,11,337	1,400	1,04,12,737	99.98655	0.01345	, C

Based on the above, the Ordinary Resolution No. 12 has been passed with the requisite majority

For DCM Limited /

Vinay Bharat Ram

Chairman and Managing Dicetto E

Date: 25.09.2018 Place: New Delhi



# PRAGNYA PRADHAN & ASSOCIATES Annexure - III

PRACTICING COMPANY SECRETARIES

Deliver the best at the earliest

Consolidated Report of Scrutinizer on 'Remote e - voting' and voting through 'Polling Paper'

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Companies (Management and Administration) Amendment Rules, 2015, as amended from time to time]

To.

Dr. Vinay Bharat Ram, Chairman DCM Limited

128th Annual General Meeting of the Equity Shareholders of DCM Limited held on Monday, September 24, 2018 at 11.30 A.M., at MPCU Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, New Delhi - 110054

Dear Sir,

I, Pragnya Parimita Pradhan, Company Secretary in Whole Time Practice having office at WZ-189, Second Floor, Hari Bhawan, Khampur, Opposite West Patel Nagar, New Delhi – 110008 has been appointed by the Board of Directors of DCM Limited ("the Company"), as Scrutinizer for the purpose of scrutinizing the "Remote evoting process' and voting through 'Polling Paper' at the 128th Annual General Meeting (AGM) of the members of the Company, in a fair and transparent manner and ascertaining the requisite majority on 'Remote e-voting' and voting through 'Polling Paper' carried out, as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Companies (Management and Administration) Amendment Rules, 2015 and as amended from time to time, on the resolutions set out in the Notice dated August 10, 2018 of the 128th AGM of the members of DCM Limited, held on Monday, September 24, 2018 at 11.30 A.M., at MPCU Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, New Delhi - 110054.

Accordingly, I submit the Report, on completion of Remote e-voting process and voting through polling paper, as under:-

- The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorised Agency to provide secured system for Remote e-voting process.
- The Remote e-voting period remained open from Friday, September 21, 2018 (9.00 a.m. IST) and ends on Sunday, September 23, 2018 (5.00 p.m. IST).

- The cut- off date for the purpose of determining the entitlement for voting, through 'Remote e-voting' or 'Polling Paper', on the proposed resolutions was September 17, 2018.
- At the 128th AGM, after the declaration of Poll by the Chairman, two ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- 5. The locked ballot boxes were subsequently opened in my presence along with two witnesses (1) Mrs. Neeru (WZ 189, Hari Bhawan, Khampur, Opp. West Patel Nagar, Delhi 110008) and (2) Ms. Sonam (WZ- 189, Hari Bhawan, Khmapur, Opp. West Nagar, Delhi 110008) who are not in employment of the Company and poll papers were diligently scrutinized. The witnesses have signed below in confirmation of the Ballot Boxes being unblocked in their presence. The Poll papers were reconciled with the records maintained by the Registrar & Share Transfer Agents of the Company i.e M/s MCS Share Transfer Agent Limited ('MCS') and the authorisations / proxies lodged with the Company/ MCS.

Signature

Name

The polling papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

Sonom Chaudry

Some Ch

7. After counting the votes casted by the members and proxy holders present at the 128th AGM, through polling paper, the votes cast through Remote e-voting were unblocked on September 24, 2018 around 12.15 p.m. in the presence of two witnesses, Ms. Neeru and Ms. Sonam, who are not in the employment of the Company. They have signed below in confirmation of the remote e – votes being unblocked in their presence.

Noon

 Thereafter, the details containing, inter alia, the information about equity shareholders voting 'For' and 'Against' the Resolutions, were generated from NSDL's website i.e. www.evoting.nsdl.com.

- The votes cast were also scrutinized for the purpose of eliminating duplicate voting i.e. on 'Remote e-voting' and 'voting through Polling paper'.
- 10. I have scrutinized and reviewed the 'Remote e-voting process' and 'voting through Polling paper' 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 the paid up capital of the Company.

11. Based on reports generated from the NSDL's website i.e. www.evoting.nsdl.com and voting through polling paper at the 128th AGM, the consolidated report on the result of voting on each resolution is given hereunder:

#### ORDINARY BUSINESS

Ordinary Resolution at item No-1 - Adoption of:

- a) the audited standalone financial statements of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon;
- b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2018, together with Report of Auditors thereon

#### (i) Voted 'FOR' the resolution:

Mode of Voting	Number members voted	of	Number of Votes cast in 'Favour' of the resolution	The second secon
Voting through Polling paper (in person or by proxy)	.4	44	660	0.00712
Remote e-Voting	- 3	21	92,62,165	99.97776
Total	3	65	92,62,825	99.98489

#### (ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of Votes cast in 'Against' the resolution	% of total number of valid votes cast
Voting through Polling paper (in person or by proxy)		0	0.0000
Remote e-Voting	1	1,400	0.01511
Total	1	1,400	0.01511

Mode of Voting		Total number of votes casted by members whose votes were declared 'Invalid'
Voting through Polling paper (in person or by proxy)	0	70
Remote e-Voting	0	0
Total	0	0

Ordinary Resolution at item no-2- Appointment of a director in place of Mr. Jitendra Tuli (DIN 00272930), who retires by rotation and being eligible, offers himself for reappointment

## (i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of Votes cast in 'Favour' of the resolution	
Voting through Polling paper (in person or by proxy)	44	660	0.00634
Remote e-Voting	22	1,04,10,677	99,98022
Total	66	1,04,11,337	99,98655

## (ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of Votes cast in 'Against' the resolution	% of total number of valid votes cast
Voting through Polling paper (in person or by proxy)	. 0	0	0.0000
Remote e-Voting	1	1,400	0.01345
Total	1	1,400	0.01345

Mode of Voting	Total Number of members whose votes were declared 'Invalid'	Total number of votes casted by members whose votes were declared 'Invalid'
Voting through Polling paper (in person or by proxy)	0	Ū
Remote e-Voting	0	0
Total	0	0



Special Resolution at item no- 3- Approval for continuation of appointment of Mr. Ravi Vira Gupta (DIN 00017410), as a Non-Executive Independent Director of the Company with effect from 1st April, 2019 upto August 3, 2019

#### (i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of Votes cast in 'Favour' of the resolution	% of total number of valid votes cast
Voting through Polling paper (in person or by proxy)	44	660	0.00634
Remote e-Voting	22	1,04,10,677	99.98022
Total	66	1,04,11,337	99.98655

## (ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of Votes cast in 'Against' the resolution	% of total number of valid votes cast
Voting through Polling paper (in person or by proxy)	0	0	0.0000
Remote e-Voting	1:	1,400	0.01345
Total	1	1,400	0.01345

Mode of Voting		Total number of votes casted by members whose votes were declared 'Invalid'
Voting through Polling paper (in person or by proxy)	Ď.	0
Remote e-Voting	0	0
Total	0	0



Special Resolution at item no.- 4- Approval for continuation of appointment of Mr. Bipin Maira, (DIN 05127804), as a Non-Executive Independent Director of the Company with effect from 1st April, 2019 upto August 3, 2019

## (i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of Votes cast in 'Favour' of the resolution	
Voting through Polling paper (in person or by proxy)	44	660	0.00634
Remote e-Voting	22	1,04,10,677	99.98022
Total	66	1,04,11,337	99.98655

## (ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of Votes cast in 'Against' the resolution	% of total number of valid votes cast
Voting through Polling paper (in person or by proxy)	0	10	0.000.0
Remote e-Voting	1	1,400	0.01345
Total	1	1,400	0.01345

Mode of Voting	Total Number of members whose votes were declared 'Invalid'	Total number of votes casted by members whose votes were declared 'Invalid'
Voting through Polling paper (in person or by proxy)	0	0
Remote e-Voting	0	0
Total	0	Ů.



Special Resolution at item no.- 5- Approval for continuation of appointment of Mr. Jitendra Tuli (DIN 00272930), as a Director of the Company, liable to retire by rotation, for his remaining term of office with effect from 1st April, 2019 upto the period he retires by rotation or ceases to be director of the company

#### (i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of Votes cast in 'Favour' of the resolution	% of total number of valid votes cast
Voting through Polling paper (in person or by proxy)	44	660	0.00634
Remote e-Voting	22	1,04,10,677	99.98022
Total	66	1,04,11,337	99.98655

#### (ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of Votes cast in 'Against' the resolution	
Voting through Polling paper (in person or by proxy)	; C	0	0.0000
Remote e-Voting	1	1,400	0.01345
Total	1	1,400	0.01345

Mode of Voting	Total Number of members whose votes were declared 'Invalid'	Total number of votes casted by members whose votes were declared 'Invalid'
Voting through Polling paper (in person or by proxy)	0	0
Remote e-Voting	0	0
Total	0	0



Special Resolution at item no.- 6- Approval for continuation of appointment of Dr. Vinay Bharat Ram (DIN 00052826), as a Director of the Company, liable to retire by rotation, for his remaining term of office with effect from 1st April, 2019 upto the period he retires by rotation or ceases to be director of the company

## (i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of Votes cast in 'Favour' of the resolution	% of total number of valid votes cast
Voting through Polling paper (in person or by proxy)	44	660	0.00634
Remote e-Voting	21	1,04,10,655	99.98022
Total	65	1,04,11,315	99.98655

## (ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of Votes cast in 'Against' the resolution	% of total number of valid votes cast
Voting through Polling paper (in person or by proxy)	0	0	0.0000
Remote e-Voting	1	1,400	0.01345
Total	1	1,400	0.01345

Mode of Voting		Total number of votes casted by members whose votes were declared 'Invalid'
Voting through Polling paper (in person or by proxy)	0/4	0
Remote e-Voting	0	0
Total	0.	0



Special Resolution at item no.- 7- Approval of re-appointment of Dr. Vinay Bharat Ram as Managing Director of the Company, for a period of three years w.e.f. January 30, 2019

# (i) Voted 'FOR' the resolution:

Mode of Voting	Number members voted	of	Number of Votes cast in 'Favour' of the resolution	% of total number of valid votes cast
Voting through Polling paper (in person or by proxy)		44	660	0.00634
Remote e-Voting		22	1,04,10,677	99,98022
Total		66	1,04,11,337	99.98655

# (ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of Votes cast in 'Against' the resolution	
Voting through Polling paper (in person or by proxy)	O	0	0.0000
Remote e-Voting	1	1,400	0.01345
Total	1	1,400	0.01345

Mode of Voting	Total Number of members whose votes were declared 'Invalid'	Total number of votes casted by members whose votes were declared 'Invalid'
Voting through Polling paper (in person or by proxy)		0
Remote e-Voting	0	0
Total	0	0



Ordinary Resolution at item no.- 8- Approval of appointment of Mr. Dinesh Dhiman (DIN 08021624), as a Director of the Company, liable to retire by rotation

## (i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of Votes cast in 'Favour' of the resolution	
Voting through Polling paper (in person or by proxy)	44	660	0.00634
Remote e-Voting	22	1,04,10,677	99,98022
Total	66	1,04,11,337	99.98655

# (ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of Votes cast in 'Against' the resolution	% of total number of valid votes cast
Voting through Polling paper (in person or by proxy)	0	0	0,0000
Remote e-Voting	1	1,400	0.01345
Total	1	1,400	0.01345

Mode of Voting		Total number of votes casted by members whose votes were declared 'Invalid'
Voting through Polling paper (in person or by proxy)	0	0
Remote e-Voting	0	0
Total	Ü	0



Ordinary Resolution at item no.- 9- Approval of appointment of Mr. Dinesh Dhiman (DIN 08021624) as Whole-Time Director designated as Executive Director (Engineering Operation) of the Company, for a period of three years w.e.f. December 13, 2017

## (i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of Votes cast in 'Favour' of the resolution	% of total number of valid votes cast
Voting through Polling paper (in person or by proxy)	44	660	0.00634
Remote e-Voting	22	1,04,10,677	99.98022
Total	66	1,04,11,337	99.98655

# (ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of Votes cast in 'Against' the resolution	% of total number of valid votes cast
Voting through Polling paper (in person or by proxy)	0	0	0.0000
Remote e-Voting	1	1,400	0.01345
Total	1	1,400	0.01345

Mode of Voting		Total number of votes casted by members whose votes were declared 'Invalid'
Voting through Polling paper (in person or by proxy)	0,	0
Remote e-Voting	0	0
Total	0	0



Ordinary Resolution at item no.- 10- Approval of appointment of Mr. Sushil Kapoor (DIN 02481289) as a Director of the Company, liable to retire by rotation

## (i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of Votes cast in 'Favour' of the resolution	The same of the sa
Voting through Polling paper (in person or by proxy)	44	660	0.00634
Remote e-Voting	22	1,04,10,677	99.98022
Total	66	1,04,11,337	99.98655

# (ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of Votes cast in 'Against' the resolution	The profit to the second
Voting through Polling paper (in person or by proxy)	0	0	0.000.0
Remote e-Voting	4	1,400	0.01345
Total	1	1,400	0.01345

Mode of Voting	Little Control of the	Total number of votes casted by members whose votes were declared 'Invalid'
Voting through Polling paper (in person or by proxy)	0	0
Remote e-Voting	0	0
Total	0	0



Special Resolution at item no.- 11- Approval for appointment of Mr. Sushil Kapoor (DIN 02481289) as Whole-Time Director designated as Executive Director (Engineering Business) of the Company, for a period of one year w.e.f. January 15, 2018

#### (i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of Votes cast in 'Favour' of the resolution	
Voting through Polling paper (in person or by proxy)	44	660	0.00634
Remote e-Voting	22	1,04,10,677	99.98022
Total	66	1,04,11,337	99.98655

# (ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number o members voted	of	Number of Votes cast in 'Against' the resolution	% of total number of valid votes cast
Voting through Polling paper (in person or by proxy)		0	0	0.0000
Remote e-Voting		1	1,400	0.01345
Total		1	1,400	0.01345

Mode of Voting	Total Number of members whose votes were declared 'Invalid'	Total number of votes casted by members whose votes were declared 'Invalid'
Voting through Polling paper (in person or by proxy)	0	0
Remote e-Voting	0	0
Total	0	0



Ordinary Resolution at item no.- 12- Approval of ratification of remuneration payable to Cost Auditors for Financial Year 2018-19

# (i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of Votes cast in 'Favour' of the resolution	The second secon
Voting through Polling paper (in person or by proxy)	44	660	0.00634
Remote e-Voting	22	1,04,10,677	99.98022
Total	66	1,04,11,337	99.98655

# (ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of Votes cast in 'Against' the resolution	% of total number of valid votes cast
Voting through Polling paper (in person or by proxy)	0	0	0.0000
Remote e-Voting	1	1,400	0.01345
Total	1	1,400	0.01345

Mode of Voting	Total Number of members whose votes were declared 'Invalid'	Total number of votes casted by members whose votes were declared 'Invalid'
Voting through Polling paper (in person or by proxy)	0	0
Remote e-Voting	0	0
Total	0	0



- 12 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.
- 13 The Registrar, all other papers and relevant records relating to 'Remote e voting' and voting through polling paper at the 128th AGM shall remain in my safe custody until the chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping.

Danking You.

For Pragnya Pradhan & Associates

(Company Secretaries)

(Pragnya Parimita Pradhan)

Proprietor

(M. No.: ACS 32778, PCS No.: 12030)

Pragnya Paneta

Date: 24.09.2018 Place: New Delhi

Encl - As stated above

For DCM LIMITED