

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time]

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 (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, as amended from time to time, that the resolutions stated below be passed by the Members through Postal Ballot/ Electronic voting (E-voting). The explanatory statement pertaining to the said resolutions 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 in its meeting held on October 21, 2019 have appointed Mrs. Pragnya Parimita Pradhan, Company Secretary in whole-time practice, Proprietor of M/s Pragnya Pradhan & Associates, Company Secretaries, having CP No. 12030 as Scrutinizer, for conducting the Postal Ballot and E-voting process in a fair and transparent manner. Further, the Company has engaged National Securities Depository Limited (NSDL) to provide e-voting facility.

The voting including e-voting will commence on November 27, 2019 (9:00 a.m. IST) and will end on December 26, 2019 (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 December 26, 2019 (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 Dr. Vinay Bharat Ram, Director of the Company or to any other person duly authorized by the him after completion of the scrutiny of the Postal Ballot Forms and e-votes, within 2 day 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 December 28, 2019 at 4:00 P.M. 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.

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

RESOLUTIONS:

ITEM NO. 1

SPECIAL RESOLUTION FOR THE APPOINTMENT OF MR. JITENDRA TULI (DIN 00272930) AS MANAGING DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 and Schedule-V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and other applicable provisions, if any, of the Companies Act, 2013 and Article of Association of the Company, approval of the members of the Company be and is hereby accorded to the appointment of Mr. JitendraTuli (DIN 00272930), as Managing Director of the Company, with effect from 01.10.2019 without payment of salary and perquisites but with sitting fees as paid to other directors, for a period of three (3) years, which is extendable for further period(s) not exceeding three (3) years, on each occasion from time to time at the discretion of the Board.

RESOLVED FURTHER THAT Mr. Jitendra Tuli, Managing Director shall be entitled to reimbursement of all expenses incurred in the course of business of the Company on actual basis.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

ITEM NO. 2

ORDINARY RESOLUTION FOR THE APPOINTMENT OF M/S SS KOTHARI MEHTA & COMPANY, CHARTERED ACCOUNTANT, AS STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 139(8) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, M/s. SS Kothari Mehta & Company, Chartered Accountants, (Firm Registration No.000756N) be and are hereby appointed as the Statutory Auditors of the Company on such remuneration and out of pocket expenses as may be determined by the Board as per recommendation of Audit Committee, to fill the casual vacancy in the office of Company’s Statutory Auditor caused due to casual vacancy arisen on account of resignation of the existing Statutory Auditors M/s BSR & Co., LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) and they shall hold the office until the conclusion of the ensuing Annual General Meeting of the Company to be held for the financial year ending on 31st March, 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things which may be deemed necessary and expedient to give effect to this resolution.”

Registered Office
Vikrant Tower,
4, Rajendra Place,
New Delhi – 110008

**By order of the Board of Directors
For DCM Limited**

Sd/-
Vimal Prasad Gupta
**Company Secretary &
Compliance Officer**
FCS 6380

Date : November 18, 2019
Place: New Delhi

Notes:

1. Consideration and approval of the Shareholders of the Company by Postal Ballot and e-voting is sought for the above resolutions.
2. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, as amended from time to time, 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 the members whose email Id is not registered with Registrar & Share Transfer Agent and/or National Securities Depository Limited (NSDL) and/or Central Depository Services (India) Limited (CDSL), by Registered Post/ Speed Post/Courier whose names appear in the Register of Members and list of Beneficial Owner as provided by NSDL and CDSL as on November 15, 2019. 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. The Postal Ballot Notice 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.

4. The Company has appointed Mrs. Pragnya Parimita Pradhan, Company Secretary, in whole-time practice, Proprietor of M/s Pragnya Pradhan & Associates, Company Secretaries, having CP No. 12030 as Scrutinizer, to conduct the Postal Ballot and e-voting process in a fair and transparent manner.
5. 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 November 15, 2019.
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.
8. 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.
10. 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 defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - (xi) Member has made any amendment to the resolutions 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 Depository 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, as amended from time to time, 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 taken 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 Postal 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 pragnyap.pradhan@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:

- (i) Initial password is provided at the Postal Ballot Form, in the manner as stated below:

EVEN(E Voting Event Number)	User Id	Password/Pin

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No.(xii) mentioned above under point A, to cast vote.

C. Other Instructions:

- (i) 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. or call on toll free no.: 1800-222-990.
- (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 Wednesday, November 27, 2019 (9:00 a.m. IST) and will end on Thursday, December 26, 2019 (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 November 15, 2019 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.

Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DP ID + Client ID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No. + Folio No.).

13. The Scrutinizer will submit his report addressed to the Chairman Dr. Vinay Bharat Ram, Director of the Company or to any other person duly authorized by the him after completion of the scrutiny of the Postal Ballot Forms and e-votes within 2 day 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 December 28, 2019, 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. (IST) till 5:00 p.m. (IST) on all working days from the date of dispatch of this Postal Ballot Notice till December 26, 2019 (except Saturdays, Sundays and Public Holidays).

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013

Item No. 1

Dr. Vinay Bharat Ram, Chairman and Managing Director of the Company has resigned from the positions of Managing Director of the Company and requested the Board of Directors of the Company to relieve him from his duties as Managing Director of the Company by close of business hours of September 30, 2019. The Board of Director, on the recommendations of Nomination & Remuneration Committee, have accepted the resignation of Dr. Vinay Bharat Ram and relieved him from his duties as Managing Director by close of business hours of September 30, 2019. Dr. Vinay Bharat Ram will however continue on the Board of the Company in his capacity as non-executive Director as well as Chairman of the Board.

Further, on the recommendations of Nomination & Remuneration Committee, The Board of Directors of the Company (the 'Board'), at its meeting held on September 30, 2019 have, subject to the approval of members, appointed Mr. Jitendra Tuli, as Managing Director of the Company, w.e.f. October 1, 2019, without payment of salary and perquisites but with sitting fees as paid to other directors, for a period of three (3) year which is extendable for further period not exceeding three (3) years, on each occasion from time to time at the discretion of the Board.

Since Mr. Jitendra Tuli has attained the age of more than 70 years, it is proposed to seek the members' approval for the appointment of Mr. Jitendra Tuli, as Managing Director of the Company, by way of Special Resolution, as required under Part-I of Schedule V and sub-section (3) of Section 196 of the Companies Act, 2013.

Mr. Jitendra Tuli has been on Board of the Company since December 20, 2005. He was also appointed previously as Chairman and Managing Director of the Company w.e.f. December 20, 2012 to January 29, 2016. He continued to be member of various Committee(s) of the Board from time to time. Keeping in view of his long association as member of the Board/Committee(s) and his experience and knowledge, it will be in the interest of the

Company to appoint Mr. Jitendra Tuli as Managing Director of the Company.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Jitendra Tuli under Section 190 of the Companies Act, 2013.

Brief resume of Mr. Jitendra Tuli, nature of his expertise in specific functional areas, names of listed companies (other than DCM Ltd.) in which he holds directorships and committee memberships, his shareholding in the Company, relationships amongst directors inter-se as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, is given as follows:

Name of the Director	Mr. Jitendra Tuli
Date of Birth	20.09.1939
Date of Appointment	20.12.2005
Qualification	B. Com. (Hon.). Post Graduate Diploma from London School of Journalism. Attended the School of Public Relations and communications at Boston University, USA.
Nature of Expertise in Specific functional area	General Management, Corporate Communication and Social Activities.
Profile of the Director	Mr. Jitendra Tuli was an editorial and communications consultant with World Health Organisation, regional office for South East Asia, where he served as the Public Information Officer for Nineteen years. He has written for leading Newspapers and Magazines. He is deeply involved in the work for the less privileged ones, as trustee of Amarjyoti Charitable Trust and as founder member of Cancer Sehyog.
Names of listed companies (other than DCM Ltd.) in which he holds directorship and committee membership	Directorship: DCM Nouvelle Limited. Chairmanship of Committees of the Board: NIL Membership of Committees of the Board: Stakeholder Relationship Committee of DCM Nouvelle Limited.
Shareholding in the Company	NIL
Relationship between directors inter-se	NIL

Further, the information necessarily required to be disclosed in the explanatory statement to the Postal Ballot Notice as per item (iv) to third proviso of Section II of Part II of Schedule V of the Companies Act, 2013 is detailed below:

I. GENERAL INFORMATION :

1	Nature of Industry	The Company is primarily engaged in the business of manufacturing and supply of castings across all segments in automotive market: car, multi-utility vehicle, tractor, light commercial vehicle, heavy commercial vehicle and earth moving equipment etc. and Real Estate activities.
2	Date of or expected date of commencement of commercial production :	DCM Limited established in 1889 has been engaged in diversified business over the years. Presently, the Company is engaged inter alia in the manufacturing and supply of castings across all segments in automotive market and Real Estate activities.
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Not Applicable

(4) Financial Performance based on the given indicators:

(Rs. in Lacs)

Particulars	FY 2018-19 *	FY 2017-18	FY 2016-17
Revenue from operations	1,10,004.08	97,058.03	99,020.49
Other income	1,134.06	896.46	1,564.92
Total Income	1,11,138.14	97,954.49	100,585.41
Other expenditure	1,04,658.94	95,272.14	94,167.45
Finance costs	2,755.20	2,613.03	3,017.85
Depreciation and Amortisation	3,443.82	3,624.32	3,637.19
Profit/ (loss) before tax	280.18	(3,555.00)	(237.08)
Provision for taxation (including deferred taxes)	80.55	(0.74)	13.50
Profit/ (loss) after tax	199.63	(3,554.26)	(250.58)

* includes financial figures of cotton textile business undertaking of the Company which stand transferred and vested into DCM Nouvelle Limited w.e.f. appointed date of 01.04.2019 pursuant to sanction of Scheme of Arrangement between the Company and DCM Nouvelle Limited by Hon'ble National Company Law Tribunal, Principal Bench, New Delhi vide its Order dated May 01, 2019.

(5) Foreign investments or collaborators, if any: NIL

II) INFORMATION ABOUT THE APPOINTEE

(1)	Background Details	Mr. Jitendra Tuli is a B.Com. (Hon.) and hold Post Graduate Diploma from London School of Journalism. He also Attended the School of Public Relations and communications at Boston University, USA. Prior to his current appointment as Managing Director of the Company, he was non- executive Director of the Company. He was previously hold the position of Chairman & Managing Director of the Company during the period from December 20, 2012 to January 29, 2016.
(2)	Past Remuneration	N.A. (He was paid sitting fees for attending the meeting of Board & Committee of Board of Directors)
(3)	Recognition or Awards	N.A.
(4)	Job Profile and his suitability	Prior to his current appointment as Managing Director of the Company w.e.f. October 1, 2019, he served the Company in the capacity of Chairman & Managing Director of the Company during the period from December 20, 2012 to January 29, 2016. After his resignation from the position of Chairman & Managing Director of the Company he continue with the Company in the Capacity of Non-Executive Director of the Company. He continued to be member of various Committee(s) of the Board from time to time. He has vast knowledge and experience in industry. Pursuant to the role & responsibilities discharged by him during his previous tenure as Managing Director of the Company, makes him most suitable as Managing Director of the Company.
(5)	Proposed Remuneration	N.A. (He will be entitled for sitting fee paid to him for attending the meeting of Board & Committee of Board of Directors).
(6)	Comparative Remuneration	N.A.
(7)	Pecuniary Relationship directly or indirectly with the company, or relationship with the managerial personnel; if any.	Mr. Jitendra Tuli holds NIL equity shares in the Company. Mr. Jitendra Tuli does not have any relationship financial or otherwise with managerial personal and with the Board of Directors of the Company.

III OTHER INFORMATION

(1)	Reasons of loss or inadequate profits	<p>The Company has recorded net profit after tax of Rs. 2.28 Crores during the Financial Year 2018-19 against the net losses of Rs. 35.08 Crores during the financial year 2017-18, as per the last audited accounts of the Company. During the year 2018-19, the performance of the Textile Business* had improved with higher profitability. However, the Engineering Division continue to make losses because of lower productivity and production constraints, primarily on account of IR issues, low demand in the last quarter of 2018-19, decline in margin due to higher rejection, increase in cost and under recovery of fixed overheads.</p> <p><i>*Textile business undertaking of the Company stand transferred and vested into DCM Nouvelle Limited w.e.f. appointed date of 01.04.2019 pursuant to sanction of Scheme of Arrangement between the Company and DCM Nouvelle Limited by Hon'ble National Company Law Tribunal, Principal Bench, New Delhi vide its Order dated May 01, 2019.</i></p>
(2)	Steps taken or proposed to be taken for improvement	<p>The Company proposes to continue the steps taken / to be taken to increase the profitability of its Engineering business by following a multi-prong approach viz. rationalisation of the workforce including infusion of right talent to improve productivity, infusion of technology to improve product quality and reliability and portfolio rationalisation. It is also proposed to bring in a strategic partner who will provide the resources for “capital and technology” in the Engineering business which would help to sustain business operations and its growth.</p>
(3)	Expected increase in productivity and profits in measurable terms	<p>The series of steps taken/to be taken for improvement by the Company would help to increase productivity and profits. With these measures the company would expect increase in sales as well as cash accruals.</p>

IV) DISCLOSURES:

The following disclosures shall be mentioned in the Board of Directors' Report and Corporate Governance Report, attached to the financial statement:

- (i) All elements of remuneration package such as salary, benefits and perquisites etc. of all the directors;
- (ii) Details of fixed component and performance linked incentives alongwith the performance criteria;
- (iii) Service contracts, notice period, severance fees;
- (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

Other than Mr. Jitendra Tuli and his relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the proposed Special Resolution set out at Item No. 1 of this Postal Ballot Notice which pertains to his appointment as Managing Director of the Company.

Accordingly, the Board recommends the Special Resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the members of the Company.

Item No.2

M/s BSR & Co., LLP Chartered Accountants, (Firm Registration No. 101248W/W-100022) were appointed as Statutory Auditors of the Company at the 125th Annual General Meeting (AGM) held on August 18, 2015 to hold the office for a period of 5 years until the conclusion of 130th AGM of the Company subject to the ratification of their appointment by the members at every intermittent AGM of the Company.

However, BSR & Co. LLP, Chartered Accountant, Statutory Auditors has shown their inability to continue as Statutory Auditors of the Company for commercial considerations as they are not able to recover reasonable portion of their time cost and have tendered their resignation vide their resignation letter dated September 27, 2019, resulting into a casual vacancy in the office of Statutory Auditors of the company.

Pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, casual vacancy caused by the resignation of Auditors can be filled by the Board subject to the approval of the members.

Further, as per the recommendation of the Audit Committee, the Board proposes and recommends that M/s S S Kothari Mehta & Co., Chartered Accountants, (Firm Registration No. 000756N) be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s BSR & Co., LLP,

Chartered Accountants and shall hold office up to the conclusion of the ensuing Annual General Meeting of the Company.

M/s S S Kothari Mehta & Company, Chartered Accountants (Firm Registration No. 000756N), have conveyed their consent for the appointment as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Board recommends the ordinary resolution as set out at item no. 2 in this Notice for approval of the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives is interested, either financially or otherwise, in the resolution.

Registered Office
Vikrant Tower,
4, Rajendra Place,
New Delhi – 110008

Date : November 18, 2019
Place: New Delhi

**By order of the Board of Directors
For DCM Limited**

Sd/-
Vimal Prasad Gupta
Company Secretary &
Compliance Officer
FCS 6380



POSTAL BALLOT FORM
(Please read the instructions before filling this form)

Serial No. _____

1. Name(s) of Equity Shareholder(s)/
Beneficial Holder(s) : Including
joint-holders, if any (in block letters)
2. Registered Address of the Sole /
First named Equity Shareholder :
3. Folio No. /DP ID No./Client ID No.* :
(*Applicable to investors holding shares in demat form)
4. No. of equity shares held :

I/We hereby exercise my/our vote in respect of the resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated November 18, 2019 by sending my/our Assent (FOR) or dissent (AGAINST) to the said Resolutions by placing a tick mark (✓) at the appropriate box below:

Sl. No.	Brief Description	Number of equity shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution for the appointment of Mr. Jitendra Tuli (DIN 00272930) as Managing Director of the Company for a period of three (3) years.			
2.	Ordinary Resolution for the appointment of M/s SS Kothari Mehta & Company, Chartered Accountants, as Statutory Auditors of the Company to fill the casual vacancy.			

Date: _____

Place: _____

(Signature of Member)

✂ ----- Tear Here ----- ✂

Electronic voting particulars

The e-voting facility is available at the link://www.evoting.nsdl.com. The electronic voting particulars are set out as follows:

EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD

The e-voting particulars are set out as follows:

Commencement of e-voting	End of e-voting
Wednesday, November 27, 2019 (9:00 a.m. IST)	Thursday, December 26, 2019 (5:00 p.m. IST)

Notes:

1. Please read the instructions printed overleaf carefully before filling this Postal Ballot Form. For e-Voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is Thursday, December 26, 2019 (5:00 p.m. IST).

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, Mrs. Pragnya Parimita Pradhan, Company Secretary in whole-time practice, Proprietor of M/s Pragnya Pradhan & Associates, Company Secretaries 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 Depository 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.
8. 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 December 26, 2019.
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. November 15, 2019
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 at 9:00 a.m. (IST) on November 27, 2019 and ended at 5:00 p.m. (IST) on December 26, 2019.
17. Shareholders holding shares either in physical form or in dematerialized form may cast their vote electronically.