

Notice of Annual General Meeting

DCM LIMITED

Registered Office: Unit Nos. 2050 to 2052, 2nd Floor, Plaza - II, Central Square, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi – 110006

CIN: L74899DL1889PLC000004

e-mail: investors@dcm.in, website: www.dcm.in, Ph: 011-41539170

Notice is hereby given that the 135th Annual General Meeting ('AGM') of the Members of DCM Limited ('the Company') will be held on **Tuesday, September 30, 2025 at 12:30 P.M.** (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), to transact the following businesses:

ORDINARY BUSINESS

ITEM NO. 1

Adoption of Audited Financial Statements (Standalone & Consolidated)

To receive, consider and adopt:

- the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with the Report of the Auditors thereon.

ITEM NO. 2

Re-appointment of Mr. Jitendra Tuli (DIN: 00272930) as a Director, retiring by rotation

To re-appoint Mr. Jitendra Tuli as a Director, who retires by rotation, and being eligible, offers himself for re-appointment.

ITEM NO. 3

Re-appointment of Mr. Sumant Bharat Ram (DIN: 00052833) as a Director, retiring by rotation

To re-appoint Mr. Sumant Bharat Ram as a Director, who retires by rotation, and being eligible, offers himself for re-appointment.

ITEM NO. 4

Re-appointment of M/s. S S Kothari Mehta & Co. LLP, Chartered Accountants (Firm Registration No. 000756N/N500441) as Statutory Auditors of the Company and to fix their remuneration

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. S S Kothari Mehta & Co. LLP, Chartered Accountants, (Firm Registration No. 000756N/N500441) be and are hereby re-appointed as the Statutory Auditors of the Company for a second term to hold office for a period of five consecutive years from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the 140th AGM of the Company to be held in the year 2030 at a remuneration to be decided by the Board of Directors (including its Committees thereof), as detailed in explanatory statement annexed hereto.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem

necessary; proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of Members of the Company; or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

SPECIAL BUSINESS

ITEM NO. 5

Appointment of M/s. Pragnya Pradhan & Associates, Company Secretaries (Firm Registration No. S2013DE213400) as Secretarial Auditors of the Company and to fix their remuneration

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules made thereunder and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Pragnya Pradhan & Associates, Company Secretaries (Firm Registration No. S2013DE213400) be and are hereby appointed as the Secretarial Auditors of the Company for a term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30 at a remuneration to be decided by the Board of Directors (including its Committees thereof), as detailed in explanatory statement annexed hereto.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary; proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of Members of the Company; or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

ITEM NO. 6

Revision in remuneration of Mr. Vinay Sharma (DIN: 08977564), Managing Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, of the Companies Act, 2013 ('Act'), if any, read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable rules made thereunder and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Article of Association of the Company and pursuant to the recommendations of the Nomination and Remuneration Committee and the

Notice of Annual General Meeting continued

Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for payment of following remuneration to Mr. Vinay Sharma, Managing Director of the Company (who was appointed at the Annual General Meeting of the Company held on September 30, 2024 for a period of 3 years w.e.f. August 04, 2024) during the remaining period of his present tenure i.e. w.e.f. August 15, 2025 to August 03, 2027:

Sr. No.	Particulars	Amount in Rs. (Per month)	Amount in Rs. (Per Annum)
1	SALARY AND ALLOWANCES		
	Basic Salary	70,000	8,40,000
	House Rent Allowance	35,000	4,20,000
	Special Allowance	1,30,000	15,60,000
	Car Allowance	20,000	2,40,000
	Total	2,55,000	30,60,000

He shall also be entitled to telephone facility necessary for the purposes of business, which will not be considered as perquisites.

He shall be entitled for annual increase in his aforesaid remuneration as may be decided by the Board of Directors of the Company on recommendations of the Nomination and Remuneration Committee, from time to time, however the same shall not exceed Rs. 3,50,000/- per annum, at each occasion of the annual increment.

Other Terms and Conditions:

- The Board may in its discretion pay to him lower remuneration than the maximum remuneration stipulated hereinabove and revise it from time to time within the limits stipulated herein or if it exceeds, then with the necessary approvals, if any, at the appropriate point of time.
- For the discharge of duties, Mr. Vinay Sharma shall report to and derive his authorities and functional responsibilities from the Board of Directors of the Company, from time to time.
- Either party may terminate the appointment by giving to the other, three (3) calendar months' notice in writing.
- In the event of termination of appointment by the Company, he shall not be entitled to receive compensation in accordance with the provisions of the Act, as amended from time to time.
- Encashment of leave at the end of tenure will not be included in the computation of the ceiling on perquisites.
- Remuneration for a part of the year shall be computed on a prorata basis.
- Perquisites shall be evaluated at actual cost or if the cost is not ascertainable the same shall be valued as per Income Tax Rules.
- He shall not be entitled to any sitting fees for attending the meeting(s) of Board of Directors or Committee(s) thereof of the Company.

RESOLVED FURTHER THAT in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to Mr. Vinay Sharma, Managing Director of the Company, subject to such other approvals as may be necessary.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary; proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of Members of the Company; or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

ITEM NO. 7

Ratification of the remuneration to be paid to M/s. V Kumar & Associates, Cost Accountants (Firm Registration No.100137) for the Financial Year 2025-26

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, of the Companies Act, 2013 if any, read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), remuneration of Rs. 5,000/- (Rupees Five Thousand only), plus GST & out-of-pocket expenses, if any, payable to M/s. V Kumar & Associates, Cost Accountants (Firm Registration No. 100137), who have been appointed as Cost Auditors by the Board of Directors on the recommendation of the Audit Committee, to conduct audit of the Cost Accounts pertaining to Cast Iron Unit of the Company namely 'DCM Engineering Products' located at village Asron, district Shaheed Bhagat Singh Nagar, Punjab - 144533 for the financial year 2025-26, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary; proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of Members of the Company; or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Registered Office

Unit Nos. 2050 to 2052,
2nd Floor, Plaza - II, Central Square,
20, Manohar Lal Khurana Marg,
Bara Hindu Rao, Delhi – 110006

By order of the Board of Directors
For DCM Limited

Place : Delhi

Date : August 14, 2025

Notes:

- Pursuant to recent circular dated September 19, 2024 issued by the Ministry of Corporate Affairs ('MCA Circular') and circular dated October 03, 2024 issued by the Securities and Exchange Board of India ('SEBI Circular') and in compliance with the provisions of the Companies Act, 2013 ('Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the 135th Annual General Meeting ('AGM') of the Company is being conducted through VC/OAVM facility, which does not require physical presence of Members at the venue of the AGM. Registered Office of the Company shall be deemed to be the venue of this AGM.
- Since the ensuing AGM is being held pursuant to the MCA and SEBI Circulars through VC/OAVM which does not require physical attendance of Members at the AGM, the facility to appoint proxy by the Members will not be available for this AGM and therefore, Proxy Form and Attendance Slip are not annexed to this Notice.
- Since AGM will be held through VC/ OAVM, the Route Map is not required and hence, not annexed to this Notice.
- The Explanatory Statement pursuant to Section 102 of the Act, is annexed hereto setting out material facts and reasons.

DCM

Notice of Annual General Meeting continued

5. Members are requested to carefully read **‘The instructions for Members for remote e-voting and joining Annual General Meeting’** given below in this Notice.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/ OAVM facility. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a certified scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote via. **e-voting during the meeting (venue voting)**. The said resolution/authorization together with attested specimen signature(s) of the duly authorized representative(s), shall be sent by e-mail to the Scrutinizer at e-mail id: pragnyap.pradhan@gmail.com with a copy marked to evoting@nsdl.com. Institutional/Corporate Shareholders can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on ‘Upload Board Resolution / Authority Letter’ displayed under ‘e-voting’ tab in their login.
8. Pursuant to the provisions of Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, details of Directors seeking re-appointment at this AGM, is given as **Annexure A** to this notice.
9. All investor related communication may be addressed to MCS Share Transfer Agent Limited (‘MCS’/ ‘RTA’) at the following address:
MCS Share Transfer Agent Limited
Unit: DCM Limited
179-180, DSIDC Shed, 3rd Floor,
Okhla Industrial Area,
Phase – 1, New Delhi – 110020
Email: helpdeskdelhi@mcsregistrars.com
Telephone Nos.: 011-41406149-51
Website: www.mcsregistrars.com
10. In compliance with above mentioned MCA and SEBI circulars, the Notice calling this AGM along with the Annual Report for FY-25 is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Depository Participants (‘DPs’) or the Company’s RTA as on **Monday, September 01, 2025**. Additionally, hard copies of Notice and Annual Report for FY-25 are also being sent to only those Members who have requested for the same. Members may kindly note that the Notice of AGM and Annual Report for FY-25 will also be available on the Company’s website viz. www.dcm.in and website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited (<https://www.bseindia.com/> and <https://www.nseindia.com/>) respectively and the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.
The Company is also sending a physical communication to the Members whose email addresses are not updated with the Company/RTA/DPs, which contains the exact link and the path of the Company’s website to access the Notice, Annual Report for FY-25 and other relevant documents.
11. Members holding shares in physical form can avail the facility of nomination on their shareholding pursuant to the provisions of Section 72 of the Act and for the same, they are advised to send their nomination in the prescribed Form No. SH-13 to MCS at the above-mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility. The Members may also visit Company’s website viz. <https://dcm.in/forms/> and website of RTA viz. <https://www.mcsregistrars.com/downloads.php> for downloading Form SH-13 and other Nomination and KYC related documents.
12. SEBI, vide its Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/ CIR/2025/91 dated June 23, 2025, prescribes common and simplified norms for processing investor service requests by RTA and norms for furnishing PAN, KYC (contact details, bank details and specimen signature) and nomination details. As per the said circular, it is mandatory for the members holding shares in physical form to, inter-alia, furnish PAN, KYC details etc. Members holding shares in physical mode who have not registered the said details, would be eligible for lodging grievance or service request only after registering the said details.
Further, any payments including dividend in respect of all physical folio in which PAN and KYC details (including contact details, bank details and specimen signature etc.) are not updated, shall only be made electronically upon registering the required details. Therefore, all such Members holding shares of the Company in physical mode are requested to submit the pending details in duly executed prescribe forms to MCS through post or in-person verification mode to MCS, or by sending e-signed Forms on helpdeskdelhi@mcsregistrars.com through registered email id. Members holding shares in dematerialised form are requested to register/ update their e-mail addresses with their respective DPs.
13. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 (later subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/ POD-1/P/ CIR/2024/37 dated May 07, 2024) has mandated the listed companies to issue securities in demat form only, while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form No. ISR-4, the format of which is available on the Company’s website at <https://dcm.in/forms/> and on the website of the Company’s RTA at <https://www.mcsregistrars.com/downloads.php>. It may be noted that any service request can be processed only after the folio is KYC compliant.
14. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/ CIR/2025/97 dated July 02, 2025, the Company is pleased to offer an one-time special window for physical shareholders to submit re-lodgement requests for the transfer of shares. This special window is open from July 07, 2025 to January 06, 2026, and is only applicable to cases which were lodged prior to deadline of April 01, 2019 and the original share transfer were rejected/returned/not attended due to deficiencies in documentation, or were not processed due to any other reason. The shares re-lodged for transfer will be processed only in dematerialized form during this window. Eligible shareholders may submit their transfer request along with the requisite documents to the Company’s RTA at MCS Share Transfer Agent Limited, Unit: DCM Limited, 179-180, DSIDC Shed, 3rd Floor, Okhla Industrial Area, Phase-1, New Delhi-110020.
15. The Members of the Company are hereby informed that as per directions of Investor Education and Protection Fund Authority (‘IEPFA’) the Company has initiated the 100 Days’ Campaign “SAKSHAM NIVESHAK” from July 28, 2025 to November 6, 2025, targeting Members whose dividends have remained unpaid/unclaimed. The Members may note that this campaign has been initiated specifically to reach out to the Members to update their Know Your Client (KYC) & nomination details. The Members are requested to update their details and claim unpaid/unclaimed dividend. All the Members who have unpaid/unclaimed dividend or those who are required to update their KYC & nominee details or have any issues/ queries related to unpaid/ unclaimed dividend and shares, are requested to write to the Company’s RTA at MCS Share Transfer Agent Limited, Unit: DCM Limited, 179-180, DSIDC Shed, 3rd Floor, Okhla Industrial Area, Phase-1, New Delhi-110020 or email at helpdeskdelhi@mcsregistrars.com. Members are requested to download the KYC updation forms from the Company’s website at <https://dcm.in/forms/>.
16. Members holding shares in physical form are requested to convert their holdings to dematerialized form. Members are requested to get in touch with any DPs having registration with SEBI to open a demat account or alternatively, contact the Company or Company’s RTA for assistance in this regard.

17. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
18. Securities Exchange Board of India ("SEBI") has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. However, Members holding shares in physical mode can submit their PAN to the Company/MCS.
19. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or RTA, details of such folios together with the share certificates and KYC proof(s) viz. PAN, Aadhar etc. for consolidating their holding in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
20. Members are requested to send their queries, if any, on the financial statements/operations of the Company, via e-mail to the Company Secretary at investors@dcm.in, at least 7 days before the AGM, so that the information can be compiled in advance.
21. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/Folio no, No. of shares, PAN, Mobile Number at investors@dcm.in on or before **Tuesday, September 23, 2025**. Those Members, who have registered themselves as a speaker will only be allowed to express their view, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.
22. The documents referred to in this Notice are available for inspection electronically without any fee by the Members on all business days (except Saturday, Sunday and Public Holidays) upto the date of AGM. The Register of Directors, Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements, in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection electronically by the members during the AGM. Members seeking to inspect such documents may send request from their e-mail id registered with the Company/RTA, to the Company at investors@dcm.in.
23. Pursuant to the provisions of Section 108 of the Act read with the Rule 20 of the Companies(Management and Administration) Rules, 2014 & the MCA Circulars and Regulation 44 of SEBI Listing Regulations, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
24. **The remote e-voting facility will be available during the following period:**

Commencement of remote e-voting	From 9:00 A.M. (IST) on Friday, September 26, 2025
End of remote e-voting	up to 5:00 P.M. (IST) on Monday, September 29, 2025

Remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by NSDL upon expiry of aforesaid period.
25. Persons whose name appears in the Register of Member/list of Beneficial Owners as on **Monday, September 22, 2025** (Cut-off date) shall be entitled to cast their vote by remote e-voting on the resolutions set forth in this Notice or participating at the AGM and venue voting. Any person who is not a Member as on the Cut-off date should treat this Notice for information purpose only. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company.
26. The Members, who will be participating in the AGM through VC/ OAVM facility and have not casted their vote on the resolutions through e-voting prior to AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
27. The Members who have casted their vote by remote e-voting prior to the AGM may also attend and participate in the AGM through VC/ OAVM means, but shall not be entitled to cast their e-vote again.
28. The Board of Directors has appointed M/s. Pragnya Pradhan & Associates, Company Secretaries (Firm Registration No. S2013DE213400) as Scrutinizer to scrutinize the remote e-voting and venue voting process in a fair and transparent manner and they have communicated their willingness to get appointed and will be available for the said purpose.
29. After conclusion of e-voting at the AGM, Scrutinizer will scrutinize the votes cast during remote e-voting and venue voting, and make a consolidated Scrutinizer's Report for submission to the Chairman or any other person authorized by him.
30. The result of e-voting (remote e-voting and venue voting) will be declared within two working days of the conclusion of AGM and the same, along with the consolidated Scrutinizer's Report, will be placed on Company's website viz. www.dcm.in and on the website of NSDL viz. <https://www.evoting.nsdl.com/>. The result will be simultaneously communicated to the stock exchanges viz. BSE Limited, National Stock Exchange of India Limited, NSDL and Central Depository Services (India) Limited. The Company will also display the result at its Registered Office.
31. The resolutions as set out in the notice of AGM shall be deemed to be passed on the date of AGM, subject to receipt of requisite number of votes in favour of the resolution(s).
32. Any person holding shares in physical form, and non-individual Members who acquire shares of the Company and become Members of the Company after the Notice is sent and holding shares as of the cut-off date, i.e. **Monday, September 22, 2025**, may obtain the login ID and password by sending a request at <https://www.evoting.nsdl.com/>. However, if he / she is already registered for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote. In case of individual Members holding securities in demat mode, who acquire shares of the Company and become Members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. **Monday, September 22, 2025**, may follow steps as below.
33. The Members/Claimants whose shares, unclaimed dividend and debenture interest and interest on deposits as well as the principal amount of debentures and deposits have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in the prescribed Form.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:


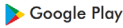


The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

The login method for Individual Members holding securities in demat mode for e-Voting and joining virtual meeting is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing 'IDeAS' user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Alternatively, the user can visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> </p> <p> </p>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website(s).

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-099-11

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

The login method for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode for e-voting and joining virtual meeting is given below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or

folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password.
2. 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 download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com.

Process for those Members whose e-mail ids are not registered with the depositories/RTA for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. Members holding shares in physical form and who have not registered/ updated their KYC details including e-mail id with the Company or RTA, may register/update such details by downloading the relevant forms from the said link <https://www.mcsregistrars.com/downloads.php> and sending the same physically along with the request letter duly filled with the details therein and attaching such documents as required in the forms to MCS Share Transfer Agent Limited, Unit: DCM Limited, 179-180, DSIDC Shed, 3rd Floor, Okhla Industrial Area, Phase-1, New Delhi-110020.
2. Members holding shares in dematerialized mode and have not registered/ updated their e-mail address, can register/update their email address with the Depository Participants where they maintain their demat accounts.

If you are an Individual Members holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)** i.e. **Login method for e-voting and joining virtual meeting for Individual Members holding securities in demat mode.**
3. Alternatively, Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-voting on the day of the AGM is explained at **Step 1** i.e. **Access to NSDL e-voting system.**
2. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM are given below:

Ms. Pallavi Mhatre, Senior Manager (NSDL)
Address: National Securities Depository Limited,
301, 3rd Floor, Naman Chambers,
G Block, Plot No- C-32, Bandra Kurla Complex,
Bandra East, Mumbai- 400051
E-mail id: evoting@nsdl.com
Contact No.: 022 - 4886 7000

THE INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/ OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY/ SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

In terms of the provisions of Section 139 of the Companies Act, 2013 ('Act'), M/s. S S Kothari Mehta & Co. LLP, Chartered Accountants, (Firm Registration No. 000756N/N500441) ('S S Kothari & Co.') were appointed as the Statutory Auditors of the Company at the Annual General Meeting ('AGM') held in the year 2020 for a period of five years to hold office up to the conclusion of the 135th AGM to be held in the year 2025. Accordingly, the first term of S S Kothari & Co. will end at the conclusion of this AGM.

The Board of Directors of the Company, at their meeting held on May 27, 2025, based on recommendation of the Audit Committee and after evaluating various factors such as their independence, industry experience, competency of the audit team, efficiency in auditing, their geographical presence and capability to serve the Company and its subsidiary, has recommended the re-appointment of S S Kothari & Co. as the Statutory Auditors of the Company for a second term to hold office for a period of five consecutive years from the conclusion of this AGM till the conclusion of the 140th AGM of the Company to be held in the year 2030, for approval by the members of the Company.

S S Kothari & Co. has provided its consent for re-appointment as the Statutory Auditors of the Company and confirmed that the appointment, if made, would be within the limits specified under Section 141 of the Act.

They have further confirmed that they are not disqualified to be re-appointed as the Statutory Auditors as per the provisions of Section 139 and Section 141 of the Act and the Companies (Audit and Auditors) Rules, 2014, as applicable. S S Kothari & Co. would audit the financial statements of the Company on a standalone and consolidated basis under IND AS and would also audit the financial statements of material unlisted subsidiary company i.e. DCM Infotech Limited.

The proposed remuneration to be paid to S S Kothari & Co. for the financial year 2025-26 is Rs. 11,10,000, including audit fees, fees for the limited review report, and other certifications, plus applicable GST and out-of-pocket expenses and thereafter, on payment of such remuneration and reimbursement of expenses for the FY 2026-27 to FY 2029-30 as may be mutually agreed between the Company and the said Statutory Auditors. The proposed remuneration for FY 2025-26 is as per the fees already paid to the Statutory Auditors for the FY 2024-25.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

Brief profile of S S Kothari & Co. is as under:

S S Kothari & Co. is one of the renowned CA Firms with over 50 years of multi industry experience. S S Kothari & Co. are Statutory Auditors to large number of listed companies. They possess strong Domestic Network of Branches in Kolkata, Chandigarh & Mumbai amongst other states and has PAN India presence through network of associates.

S S Kothari & Co. also provide specialist services in the field of corporate financing, corporate restructuring, statutory audit & assurance, risk & management assurance division, direct taxes & indirect taxes, audit and management audit etc., through about its 150 Chartered Accountants in employments

S S Kothari & Co. have Statutory and Management Audit experience in various business sectors, in India & abroad and handled large multi-locational assignments of various large manufacturing Companies.

Pursuant to the provisions of Sections 139, 141, 142 and any other applicable provisions, if any, of the Act and the rules made thereunder, approval of the members of the Company is hereby sought for re-appointment of S S Kothari &

Co. as the Statutory Auditors of the Company for a second term to hold office for a period of five consecutive years from the conclusion of this AGM till the conclusion of the 140th AGM of the Company to be held in the year 2030.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends the resolution as set out at Item No. 4 for approval of the Members to be passed as an Ordinary Resolution.

Item No. 5

The Board of Directors of the Company, at their meeting held on August 14, 2025, based on recommendation of the Audit Committee and after evaluating various factors including independence, the audit team's competency and efficiency in audit conduct has recommended the appointment of M/s. Pragnya Pradhan & Associates, Company Secretaries (Firm Registration No. S2013DE213400) ('Pragnya Pradhan & Associates') as the Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, for approval by the members of the Company.

Pragnya Pradhan & Associates has provided its consent for appointment as the Secretarial Auditors of the Company.

Pragnya Pradhan & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as the Secretarial Auditors in terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) ('SEBI Listing Regulations'). The services to be rendered by Pragnya Pradhan & Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed remuneration for Secretarial Audit to be paid to Pragnya Pradhan & Associates for the financial year 2025-26 is Rs. 50,000 plus applicable GST and out-of-pocket expenses and thereafter, on payment of such remuneration and reimbursement of expenses, as may be mutually agreed between the Company and the said Secretarial Auditors. The proposed remuneration for FY 2025-26 is as per the fees paid to the Secretarial Auditors for the FY 2024-25.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

Brief Profile of Pragnya Pradhan & Associates is as under:

Pragnya Pradhan & Associates is primarily engaged in providing professional services for more than a decade, in the area of Secretarial Audit, Due Diligence and other assurance services. It has a valid peer review certificate. The firm specializes in the matters of Secretarial Audits, SEBI Regulations, RBI Guidelines in the matters of NBFC's, CICs, FDIs, Issue of Securities, establishing W.O.S. & JVs, establishment of place of business in India by Foreign Organizations, attending compounding and other corporate legal matters etc. The firm also acts as Secretarial Auditor for reputed listed entities.

Pursuant to the provisions of Section 204 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and amended Regulation 24A of the SEBI Listing Regulations, approval of the members of the Company is hereby sought for appointment of Pragnya Pradhan & Associates as the Secretarial Auditors of the Company, for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends the resolution as set out at Item No. 5 for approval of the Members to be passed as an Ordinary Resolution.

Item No. 6

The members in 134th Annual General Meeting (AGM) of the Company held on September 30, 2024, had approved the appointment and remuneration of Mr. Vinay Sharma (DIN: 08977564) as a Managing Director of the Company for a period of three years w.e.f. August 4, 2024 up to August 3, 2027.

Mr. Vinay Sharma, Managing Director of the Company has reached the superannuation age as per Company's policy on April 30, 2025.

Pursuant to the above, the Board of Directors at their meeting held on May 27, 2025, has revised his remuneration w.e.f. May 01, 2025 by excluding all his retirement benefits, including Provident Fund and gratuity etc.

Mr. Vinay Sharma, Managing Director of the Company, is presently based at the Engineering Business unit of the Company situated in Shaheed Bhagat Singh Nagar, Punjab. The Board of Directors on the basis of the recommendation of the Nomination & Remuneration Committee of the Company, has approved the proposal to increase the remuneration on account of relocation of Mr. Vinay Sharma to Delhi w.e.f. August 15, 2025 for strategic and overall needs of the Company. Therefore, the proposal to revise remuneration of Mr. Vinay Sharma to cover his additional cost for relocating to Delhi is hereby sought from the Members of the Company.

The remuneration proposed to be paid to Mr. Vinay Sharma is in line with the remuneration being paid to Managing Directors in the Industry for similar sized companies. Further, the educational background, experience and job profile of Mr. Vinay Sharma justify his entitlement to the proposed remuneration.

The remuneration as specified in resolution no. 6 will be paid as minimum remuneration to Mr. Vinay Sharma, as the Company has inadequate profits as per section 198 of the Companies Act, 2013 ('Act'). Therefore revision in remuneration will be subject to the approval of members of the Company by Ordinary Resolution in terms of provision of section 197 of the Act and by giving the necessary information and disclosure as specified in Schedule V and section 200 of the Act. Further, the remuneration of Mr. Vinay Sharma is within the limit specified in Schedule V of the Act.

This explanatory statement along with resolution no. 6 shall be construed to be memorandum setting out the terms of the appointment of Mr. Vinay Sharma as Managing Director of the Company as specified under Section 190 of the Act.

None of the directors and Key Managerial Personnel and their relatives except Mr. Vinay Sharma and his relatives are interested or concerned, financially or otherwise, in this resolution.

The Board of Directors recommends the resolution as set out at Item No. 6 for approval of the Members to be passed as an Ordinary Resolution.

As the Company has inadequate profits as per section 198 of the Act, accordingly the disclosures as required under the Section II of Part II of Schedule V and Section 200 of the Act, are given herein 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 and Real Estate & IT 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 & IT Infrastructure services. The Company is engaged in the business of providing IT Infrastructure services specializing in networking, analytics, cloud and digital technologies through its material wholly owned subsidiary namely DCM Infotech Limited.
(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	Financial year 2024-25	Financial year 2023-24	Financial year 2022-23
Revenue from operations	26.80	357.78	6.00
Other income	1,348.91	1,012.53	1,087.66
Total Income	1,375.71	1,370.31	1,093.66
Other Expenditure	722.91	848.90	867.81
Finance Costs	170.74	198.49	211.49
Depreciation and amortisation	330.43	390.82	630.32
Profit /(Loss) before tax	151.63	(67.90)	(616.26)
Less : Provision for taxation (including deferred taxes)	-	-	-
Profit / Loss after tax	151.63	(67.90)	(616.26)

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

II) INFORMATION ABOUT THE APPOINTEE

(1) Background Details	<p>Mr. Vinay Sharma joined DCM Engineering Product, Engineering Division of the Company in 2011 as Senior Manager (Costing and MIS) and was promoted to the position of DGM Finance & Accounts in 2017. He was appointed as Whole-Time Director designated as Executive Director (Business Operations) of the Company for a period of three (3) years from September 1, 2022 up to August 31, 2025. Thereafter he was appointed as a Managing Director of the Company for a period of three (3) years from August 4, 2024 up to August 3, 2027.</p> <p>He did his B. Com in the year 1987 from Punjab University. He passed ICWAI (Inter). He did his MBA in Finance in 2004. He is having more than 30 years of experience in various industries i.e. Foundry, Automotive Component Industry, Life Style Products Industries, Textile and Cycle Industries. Before joining DCM Engineering, he worked with reputed companies like Jindal Stainless Steel Limited, Vardhman Textile, Mannesmann Sachs India Limited and Atlas Cycles Industries Limited.</p>		
(2) Past Remuneration	(Rs. in Lacs)		
	FY 2024-25	FY 2023-24	FY 2022-23
	19.74	19.74	11.51
(3) Recognition or Awards	Nil		
(4) Job Profile and his Suitability	Please refer point no. 1 above (i.e. Background details).		
(5) Proposed Remuneration	As set out in the Resolution no. 6 above.		
(6) Comparative Remuneration	The remuneration proposed to be paid to Mr. Vinay Sharma is in line with the remuneration paid to the Managing Directors of the similar sized companies in the Industry.		
(7) Pecuniary Relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director; if any	<p>Mr. Vinay Sharma holds Nil equity shares in the Company.</p> <p>Mr. Vinay Sharma does not have any relationship financial or otherwise with the managerial personnel and the Board of Directors of the Company.</p>		

III) OTHER INFORMATION

(1)	Reasons of loss or inadequate profits	The Engineering Division continue to make losses because of lower productivity and production constraints, primarily on account of industrial unrest at the Engineering Division. Due to continued situation of labour unrest, the Company was forced to declare a lockout of its Engineering operation w.e.f October 22, 2019, which remain continues as on date.
(2)	Steps taken or proposed to be taken for improvement	In order to post sustainable profitability and implement the sound operational model: <ol style="list-style-type: none"> 1. The Company is evaluating and pursuing various options concerning its Engineering business/ operations. As and when anything is finalized, it shall seek requisite approvals from the Board and other stakeholders. In the interim, the Company is continuing with its endeavors to upkeep the factory and to rationalize the workmen force. 2. The Company had signed a Joint Development Agreement (“JDA”) for the development of its 68.35 acres of land situated in the revenue state of Village Bir Hisar, Sector-23, Hisar, Haryana (referred as “Hisar land” or “Project Land”) on August 11, 2022 with a party subject to fulfillment of certain terms and conditions by the said party as well as receipt of regulatory approvals. In this connection, the Company had received a license no.179 of 2022 for joint development with the said party on November 10,2022 in respect of 67.275 acres of said Hisar land under Regulation of Urban Area Act, 1975 for setting-up of affordable residential plotted colony under Deen Dayal Jan Awas Yojana-2016 (referred as “Project”). <p>The Director General, Town and Country Planning, Haryana however suspended the said licensee no.179 of 2022 in April 2023 taking a note that an enquiry has been initiated against the Company by Deputy Commissioner in respect of the Company’s land at Hisar. The Company along with the Developer is putting-in earnest efforts to take up the matter of revocation of said suspension order with the concerned authorities. However, the said matter remained pending as on the date.</p> <p>The Company as well as the Developer are hopeful that the requested revocation of the suspension order of License No.179 of 2022 will be acceded to by the authorities and that the development work on the land shall start soon thereafter and both parties are making endeavors to have this matter resolved at the earliest.</p> <p>The Board believes that with the revocation of said suspension order of license no. 179 of 2022 and infusion of liquidity by focusing/ managing of its real estate operations and /or the Company’s plans of restructuring of its Engineering Business Undertaking as well as other interim measure to improve liquidity, the company will be able to improve its performance.</p>
(3)	Expected increase in productivity and profits in measurable terms	The series of steps taken/to be taken for improvement by the Company would help to enlarge business operations and increase in productivity.
(4)	Disclosures	The information, as required, is provided in Annual Report. The remuneration package proposed to be given to Mr. Vinay Sharma is as per details given in the resolution. The Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of managerial personnel.

Other parameters under Section 200 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

(1)	Financial and operating performance of the Company during the three preceding financial years	Details provided in para (I)(4) above.
(2)	Remuneration or commission drawn by individual concerned in any other capacity from the Company	No Managerial Personnel has drawn remuneration or commission in any other capacity from the Company.
(3)	Remuneration or Commission drawn by Managerial Personnel from any other Company	Nil
(4)	Professional qualification and experience	Please refer para (II)(1) above.

Notice of Annual General Meeting continued

(5)	Relationship between remuneration and performance	Mr. Vinay Sharma is responsible for the day to day affairs of the Company, subject to overall superintendence, direction and control of the Board of Directors of the Company. The remuneration proposed to be paid to Mr. Vinay Sharma is in line with the remuneration being paid to Managing Directors in the Industry for similar sized companies. Further, the educational background, experience and job profile of Mr. Vinay Sharma justify his entitlement to the proposed remuneration.
(6)	The principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receive remuneration and employees or executives of the company	Your Company has a performance management culture. Every employee undergoes evaluation of his or her performance against the goals and objectives for the year, and increase in compensation is linked to the evaluation of individual's performance. All employees of the Company, including Managing Director, are governed by the Company's Performance Management System, in addition to the Board approved Nomination and Remuneration Policy. Additionally, industry benchmarks are used to determine the appropriate level of remuneration, from time to time.
(7)	Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference	Your Company has a clearly laid out Board approved Nomination and Remuneration Policy. This policy outlines, inter alia, separate remuneration parameters for: <ul style="list-style-type: none"> • Managing Director & Whole-time Director; • KMP and Senior Management; and • Other Employees. The principles of remuneration including 'reward for performance' are broadly uniform for all three categories mentioned above.
(8)	Securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year	Please refer the details outlined in the table appearing at the end of this Notice giving details of Directors pursuant to the provisions of SEBI Listing Regulations & Secretarial Standards on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India.

Item No. 7

The Board of Directors of the Company, at their meeting held on May 27, 2025, based on recommendation of the Audit Committee, have approved the appointment of M/s. V Kumar & Associates, Cost Accountants (Firm Registration No. 100137), as Cost Auditors, for the financial year 2025-26, for audit of Cost Accounts pertaining to Cast Iron Unit of the Company namely 'DCM Engineering Products' located at village Ason, district Shaheed Bhagat Singh Nagar, Punjab -144533 at a fees of upto Rs. 5,000/- (Rupees Five Thousand only) plus GST and out of pocket expenses, if any.

In terms of the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor shall be ratified by the Members of the Company. Accordingly, approval of the Members is hereby sought for ratification of the above remuneration payable to the Cost Auditor.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends the resolution as set out at Item No. 7 for approval of the Members to be passed as an Ordinary Resolution.

Registered Office

Unit Nos. 2050 to 2052,
2nd Floor, Plaza - II, Central Square,
20, Manohar Lal Khurana Marg,
Bara Hindu Rao, Delhi – 110006

Place : Delhi

Date : August 14, 2025

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

**Sd/-
Arjit Gupta
Company Secretary**

DCM

Annexure A (Annexure to Item No. 2, 3 & 6)

Details of the Directors pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, as applicable

Name of Director	Mr. Sumant Bharat Ram (Non-Executive Director)	Mr. Jitendra Tuli (Chairman - Non-Executive Director)	Mr. Vinay Sharma (Managing Director)
Director Identification Number (DIN)	00052833	00272930	08977564
Date of Birth	13.04.1967	20.09.1939	24.04.1967
Age	58 years	85 years	58 years
Date of initial appointment on the Board	01.09.2022	20.12.2014	15.12.2020
Qualification	Bachelor Degree in Economics (Hons.) from Delhi University and Masters Degree from the University of Michigan, Ann Arbor, USA.	B.Com (Hons.), Post Graduate Diploma from London School of Journalism. Attended the School of Public Relations and communications at Boston University, USA.	B.com, MBA in Finance and ICWAI (Inter)
Experience and Expertise in specific functional area	He is having experience of more than 33 years in management of Finance, Legal and Corporate Affairs and business operation.	He has around 60+ years of vast experience in Communications, external relations, media management and social responsibility.	He has more than 30 years of experience in various industries i.e. Foundry, Automotive Component Industry, Life Style Products Industries, Textile and Cycle Industries.
Profile of Director	Mr. Sumant Bharat Ram hails from pioneering Industrialist family of Lala Shri Ram. Before joining DCM Limited he worked with Toyota Motor Corporation, Japan and SRF Limited. He also worked as Executive Vice Chairman & Managing Director of erstwhile DCM Engineering Limited. At present he is working as Whole-Time Director of Purearth Infrastructure Limited, a Joint Venture of the Company engaged in the business of Real Estate development. He also holds Directorship in DCM Infotech Limited, material unlisted subsidiary of the Company.	Mr. Jitendra Tuli was an editorial and communications consultant with World Health Organization, Regional Office for South East Asia for over 25 years, where he earlier served as the Public Information Officer for 19 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.	Mr. Vinay Sharma did B. Com in the year 1987 from Punjab University. He qualified ICWAI (Inter) and MBA in Finance. He is having more than 30 years of working experience in various industries i.e. Foundry, Automotive Component Industry, Life Style Products Industries, Textile and Cycle Industries.
Terms and Conditions of appointment/ re-appointment along with details of remuneration sought to be paid	Mr. Sumant Bharat Ram, Director of the Company liable to retire by rotation and being eligible, offer himself for re-appointment at the ensuing Annual General Meeting of the Company. He is not entitled to any remuneration except payment by way of sitting fee for attending meetings of Board of Directors and Committees thereof.	Mr. Jitendra Tuli, Director of the Company liable to retire by rotation and being eligible, offer himself for re-appointment at the ensuing Annual General Meeting of the Company. He is not entitled to any remuneration except payment by way of sitting fee for attending meetings of Board of Directors and Committees thereof.	Please refer resolution no. 6 for terms and conditions of his appointment.
Sitting fee paid during FY-25 for attending Board/Committee meetings	Rs. 60,000	Rs. 1,15,000	Nil
Shareholding in the Company as on March 31, 2025	53,21,382 equity shares of Rs. 10 each	Nil	Nil

Notice of Annual General Meeting continued

Name of Director	Mr. Sumant Bharat Ram (Non-Executive Director)	Mr. Jitendra Tuli (Chairman - Non-Executive Director)	Mr. Vinay Sharma (Managing Director)
Relationship with other Directors and KMPs of the Company	He is father of Mr. Yuv Bharat Ram and Mr. Rahil Bharat Ram, Directors of the Company. Except above, he is not related to any other Directors and KMPs of the Company.	He is not related to any other Directors and KMPs of the Company	He is not related to any other Directors and KMPs of the Company.
No. of Meetings of the Board attended during the Financial year 2024-25	4	5	5
List of Company in which outside directorship held [#]	<ul style="list-style-type: none"> i. DCM Infotech Limited ii. Purearth Infrastructure Limited iii. Juhi Developers Private Limited iv. Shreshtha Real Estates Private Limited v. Primal Gray Private Limited vi. Kamakshi Realty Private Limited vii. Kamayani Properties Private Limited viii. Vighanharta Estates Private Limited ix. Kalptru Realty Private Limited x. Kamayani Facility Management Private Limited xi. Calipro Real Estates Private Limited xii. Aggresar Leasing and Finance Private Limited xiii. Strategic Image Management Limited 	<ul style="list-style-type: none"> i. DCM Nouvelle Limited ii. DCM Nouvelle Specialty Chemicals Limited 	Nil
Chairman/ Member of committees of Board of Directors of Indian Companies [#]	<p>DCM Infotech Limited</p> <ul style="list-style-type: none"> i. Member of Corporate Social Responsibility Committee 	<p>DCM Limited</p> <ul style="list-style-type: none"> i. Chairman of Share Transfer, Finance Facilities & Stakeholders' Relationship Committee ii. Member of Nomination & Remuneration Committee iii. Chairman of Corporate Social Responsibility Committee <p>DCM Nouvelle Limited</p> <ul style="list-style-type: none"> i. Chairman of Stakeholders' Relationship Committee ii. Member of Nomination & Remuneration Committee <p>DCM Nouvelle Specialty Chemicals Limited</p> <ul style="list-style-type: none"> i. Member of Stakeholders' Relationship Committee ii. Member of Nomination & Remuneration Committee 	<p>DCM Limited</p> <ul style="list-style-type: none"> i. Member of Audit Committee
Name of listed entities from which the person has resigned in the past three years [#]	Nil	Nil	Nil

[#]As per latest disclosure received from the Directors