

Notice of Annual General Meeting

DCM LIMITED

Registered Office: Vikrant Tower, 4, Rajendra Place, New Delhi - 110008

CIN: L74899DL1889PLC000004

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Notice is hereby given that the 129th Annual General Meeting of DCM Limited ('the Company') will be held on Monday, September 30, 2019 at 11:00 A.M. at MPCU Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, New Delhi - 110054 for transacting the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the audited standalone financial statements of the Company for the financial year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon; and
 - b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 together with Report of Auditors thereon.
2. To appoint a director in place of Dr. Vinay Bharat Ram, (DIN 00052826), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

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

"RESOLVED THAT Mr. Sumant Bharat Ram (DIN 00052833), who was appointed by the Board of Directors as an Additional Director of the Company on the recommendations of Nomination & Remuneration Committee, with effect from April 1, 2019 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

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."

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 and Regulations 17(1A), 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr. Jitendra Tuli, (DIN: 00272930), aged around 79 years, whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing with effect from August 12, 2019 upto August 11, 2024, not liable to retire by rotation.

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."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 and Regulations 17(1A), 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr. Ravi Vira Gupta, (DIN: 00017410), aged around 81 years, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing with effect from August 4, 2019 upto August 3, 2024, not liable to retire by rotation.

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."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 and Regulations 17(1A), 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr. Bipin Maira, (DIN: 05127804), aged around 79 years, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing with effect from August 4, 2019 upto August 3, 2024, not liable to retire by rotation.

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."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 and Regulations 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr. Sudhir Kumar Jain, (DIN: 06419514), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing with effect from August 4, 2019 upto August 3, 2024, not liable to retire by rotation.

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.”

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 and Regulations 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Dr. Meenakshi Nayar, (DIN: 06866256), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Woman Director of the Company for a second term with effect from August 4, 2019 upto August 6, 2019, not liable to retire by rotation.

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.”

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** subject to approval of shareholders of the Company to the resolution no. 2 for appointment of Dr. Vinay Bharat Ram (DIN 00052826), as a director of the Company liable to retire by rotation, of this notice of the 129th Annual General Meeting of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, approval of the Company be and is hereby accorded for continuation of the appointment of Dr. Vinay Bharat Ram (DIN 00052826), aged around 83 years, as a Director of the Company, (whose office of director is liable to retire by rotation and whose continuation in office with effect from September 27, 2019, requires approval of shareholders by way of special resolution), for his remaining term of office with effect from September 27, 2019 upto the period till he retires by rotation or ceases to be director of the company.

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.”

10. To consider and if thought fit, to pass with or without modification(s), 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 reappointment of Mr. Sushil Kapoor (DIN: 02481289), as Whole-Time Director of the Company designated as Executive Director (Engineering Business) w.e.f. January 15, 2019 for a period of three (3) years from January 15, 2019

upto January 14, 2022 on the remuneration and terms and conditions as given below:

Sl. No.	Particulars	Amount in Rs. (Per Month)	Amount in Rs. (Per Annum)
1	Salary	8,55,000	1,02,60,000
2	Car Allowance	60,000	7,20,000
	Total	9,15,000	1,09,80,000

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. 1,00,000/- per month or Rs. 12,00,000/- per annum, at each occasion of the annual increment.

He shall also be entitled to following:

- Performance Bonus linked to the achievement of targets, as may be defined by the Board of Directors of the Company and/or its committee(s), subject to maximum limit of Rs. 50 lacs per annum.
- Telephone expenses

He shall not be entitled to any retirement benefits like Gratuity, Provident Fund, Superannuation and Leave Encashment etc.

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. Sushil Kapoor shall report to and derive his authorities and functional responsibilities from the Chairman and Managing Director and/or Board of Directors of the Company.
- Subject to overall superintendence, direction and control of the Board of Directors, Mr. Sushil Kapoor shall look after the working of and shall manage the day to day affairs of the ‘DCM Engineering Product’, a Unit of DCM Limited (referred as ‘Engineering Division’) situated at Village Asron, Tehsil Balachur, District Shaheed Bhagat Singh Nagar, Punjab.
- Either party may terminate the appointment by giving to the other, 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 Companies Act, 2013.
- Remuneration for a part of the year shall be computed on a pro-rata basis.
- 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 pursuant to provisions of Section 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules issued there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, the remuneration as set out above, be paid as minimum remuneration to Mr. Sushil Kapoor, Whole-Time Director, designated as Executive Director (Engineering Business) of the Company, subject to such approvals as may be necessary, notwithstanding that in any relevant financial year(s) of the Company during his tenure as Whole-Time Director, the Company has no profit or its profits are inadequate under Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors (constituted or to be constituted) or Director(s) or officer(s) or any other person(s) to give effect to the aforesaid resolution.”

11. 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 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 1,25,000/- (Rupees one lac and twenty five thousand only) plus GST & out-of-pocket expenses, if any, payable to M/s V Kumar & Associates, Cost Accountants (Firm Registration Number 100137), as Cost Auditors, for financial year 2019-20, for audit of the Cost Accounts pertaining to Cast Iron Unit of the Company namely ‘DCM Engineering Products’ located at Shaheed Bhagat Singh Nagar, Punjab, be and is hereby ratified and confirmed.

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.”

12. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), the enabling provisions in the Memorandum of Association and Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to all such other approvals, sanctions, consents and permissions, to the extent applicable and necessary, approval and consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall include a Committee constituted by the Board to exercise the powers conferred on the Board by this Resolution), to sell, transfer, hive-off and/or otherwise dispose of as a going concern by way of slump sale (as defined in Section 2 (42C) of Income Tax Act 1961), Engineering Business conducted by the Company under the undertaking, namely, ‘DCM Engineering Products’ located at Village Arson, Shaheed Bhagat Singh Nagar, Punjab-140001, together with all assets, whether tangible or intangible, moveable or immovable, licenses, rights, titles, interests, permits, consents, approvals, privileges, claims, resources, debts, liabilities, encumbrances/mortgages and obligations of every nature related to said undertaking (“Business Undertaking”) including employees engaged therein to DCM Tools & Dyes Limited (hereinafter referred to as the “Buyer”), a wholly owned subsidiary of the Company, for such consideration and on such terms and conditions and in such manner as may be decided by the Board, with effect from such date and in such manner as the Board deems appropriate with power to the Board of Directors to finalise the terms and conditions as well as the means, methods or modes in respect thereof and to finalise and execute all the required documents, memoranda, deeds of assignment/conveyance and other incidental transactional documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and / or expedient in its discretion for completion of the transaction as aforesaid in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised and empowered to execute the documents, deeds or writings required to be executed in relation to the transfer and vesting of the Business Undertaking and other incidental documents, make applications to regulatory and governmental authorities for the purposes of obtaining all approvals, consents, permissions and sanctions required by the Company and to do all acts and deeds as may be necessary, proper, desirable and / or expedient to give effect to this resolution, to settle any questions, difficulties or doubts that may arise in regard to such sale/disposal and transfer of the Business Undertaking as they may in their absolute discretion deem fit.”

13. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013, if any, and the relevant rules made thereunder (including any amendment thereto or re-enactment thereof), the Memorandum and Articles of Association of the Company, and subject to all such approvals, consents, sanctions and permissions, to the extent applicable and necessary, consent and approval of the members of the Company be and are hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall include a Committee constituted by the Board to exercise the powers conferred on the Board by this Resolution) for sale/transfer/disposal of more than 50% of its shareholding in its wholly owned subsidiary, DCM Tools & Dyes Limited (hereinafter referred to as ‘DTDL’) and/or dilution of the shareholding in DTDL on account of further issue of shares by DTDL to the prospective strategic/financial partner(s) in the business of DTDL, resulting in reduction of shareholding of the Company in DTDL to less than 50% or cease the exercise of control of the company over DTDL for such consideration and on such other terms and conditions as may be agreed by the Board of Directors of the Company with the strategic partner while granting their consent.

RESOLVED FURTHER THAT pursuant to Regulation 24(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013, if any, and the relevant rules made thereunder (including any amendment thereto or re-enactment thereof), the Memorandum and Articles of Association of the Company, and subject to all such approvals, consents, sanctions and permissions, to the extent applicable and necessary, consent and approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall include a Committee constituted by the Board to exercise the powers conferred on the Board by this Resolution) for sell, transfer, dispose of assets and/or the whole or substantially the whole of the undertaking or one or more undertakings of DTDL as a going concern for such consideration and on such other terms and conditions as may be agreed by the Board of Directors of both DCM Limited and DTDL.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions the Board of Directors of the Company, be and are hereby authorized to take such actions and to give all such directions as may be necessary or desirable and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith.”

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

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

Place : New Delhi
Date : August 12, 2019

**Sd/-
Yadvinder Goyal
Company Secretary**

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item nos. 3 to 13 under Special Business of this Notice is annexed hereto.
2. M/s B S R & 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 for a period of 5 years from the conclusion of 125th AGM held on August 18, 2015 to hold office till conclusion of 130th AGM of the Company subject to ratification of their appointment by the members at every intermittent AGM of the Company. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at this 129th AGM of the Company.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
Pursuant to the provisions of Section 105 of the Companies Act, 2013 and rules made thereunder, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies etc. must be supported by an appropriate resolution / authority, as applicable.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, September 24, 2019 to Monday, September 30, 2019 (both days inclusive).
5. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing them to attend and vote on their behalf at the AGM.
6. For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated through Attendance Slip. Members, Proxies and Authorised representatives are requested to bring the duly completed & signed Attendance Slip enclose herewith to attend the AGM.
7. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or MCS, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
8. 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.
9. Members are requested to bring their copy of Annual Report.
10. Members who are holding Company's shares in dematerialized form are requested to bring details of their Depository Account Number for identification.
11. The members intending to seek any information on Annual Accounts at the meeting are requested to kindly inform the Company at least 7 days before the date of the meeting.
12. Notice of the 129th AGM along with the Annual Report 2018-19 is being sent by electronic mode to those members whose email addresses are registered with the company / Depositories. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode. Members may note that the Notice and Annual Report 2018-19 will also be available on the Company's website www.dcm.in and on the website(s) of (<https://www.bseindia.com>) BSE, (<https://www.nseindia.com>) NSE and (<https://www.evoting.nsdl.com>) NSDL.
13. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ('SEBI Listing Regulations'), securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members are requested to get in touch with any Depository Participant ("DPs") having registration with SEBI to open a Demat account or alternatively, contact the Company or Company's Registrars and Transfer Agents, MCS Share Transfer Agents Limited (MCS) for assistance in this regard. You may visit website of depositories viz., NSDL or CDSL or websites of stock exchanges for further understanding about the demat procedure.
14. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with MCS in case the shares are held by them in physical form.
15. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agents, M/s MCS Share Transfer Agent Limited.
16. As per SEBI Listing Regulations, for securities market transactions and/or for off-market or private transactions involving transfer of shares in physical form, the transferee(s) as well as transferor(s) (including joint holders) shall furnish copy of PAN card to the Company for registration of such transfer of securities. Accordingly, all the shareholders/ transferor(s) / transferee(s) of shares (including joint holders) in physical form are requested to furnish a certified copy of their PAN Card to the Company/ RTA while transacting in the securities market including transfer, transmission or any other corporate action.
17. As per SEBI Listing Regulations, it is mandatory for the Company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/update your correct bank account details with the Company/ RTA/ DPs, as the case may be.
18. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to MCS in case the shares are held in physical form.
19. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.dcm.in. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to MCS in case the shares are held in physical form.

20. All unclaimed/unencashed dividend, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed/unencashed for a period of seven years from the date they became due for payment, have been/will be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government, from time to time, in accordance with applicable provisions of the Companies Act, 1956 and / or the Companies Act, 2013.
21. Also, in terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.
22. Any person whose shares, unclaimed/un-encashed dividend, matured deposits, matured debentures, or interest thereon, have been transferred to the IEPFA, can claim back the shares or apply for refund from IEPFA, as the case may be, by making an application to the IEPFA, in Form No. IEPF-5 available on www.iepf.gov.in. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. Therefore, it is in the interest of deposit-holders/debenture-holders/ shareholders to claim the unclaimed / un-encashed amount of dividend, matured deposits, matured debentures or interest thereon with in scheduled time.
23. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays & Public Holidays) during 11.00 a.m. to 2.00 p.m. up to one day prior to date of the Meeting.
24. The relevant details as required under Regulations 26(4) and 36(3) of SEBI Listing Regulations, 2015 and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), in respect of directors seeking appointment /re-appointment at this 129th AGM under Item No. 2, 3-10 of Notice of this 129th AGM, are provided at page nos. 13-15 of the Annual Report.
25. The route map to the venue of the 129th AGM is given at page no. 16 of this Annual Report.

26. Voting through electronic means

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules made thereunder and the Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The instructions for remote e-voting are as under:
- II. Mrs. Pragnya Parimita Pradhan, Company Secretary in whole-time practice, Proprietor of M/s Pragnya Pradhan & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the voting at AGM in a fair and transparent manner.
- III. The facility for voting through polling paper shall also be made available at the AGM and Members attending the AGM who have

not already cast their vote by remote e-voting shall be able to vote at the AGM.

- IV. The Members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- V. A Member can vote either by remote e-voting or at the AGM. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.
- VI. The details of the process and the manner for remote e-voting are explained herein below:

A. In case a Member receives an email from NSDL:

- i. Open the PDF file 'DCM remote e-Voting.pdf' attached to the e-mail, using your client ID / Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
- ii. Launch an internet browser and open <https://www.evoting.nsd.com/>
- iii. Click on Shareholder - Login.
- iv. Insert 'User ID' and 'Initial Password' as 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. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
- vi. Home page of e-voting will open. Click on remote e-Voting –Active Voting Cycles.
- vii. Select 'EVEN' (i.e. Remote e-voting Event Number) 111547 of DCM Limited.
- viii. Now you are ready for remote e-voting as 'Cast Vote' page opens.
- ix. Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
- x. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- xi. Once you have confirmed your vote on the resolution, you cannot 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, along with attested specimen signature of the duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at 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 AGM:

- i. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM, in the manner as stated below:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/ PIN
-	-	-

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

C. General Guidelines for members:

- 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
- 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. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or contact NSDL at toll free no. 1800- 222-990. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.

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.).

- VII. The remote e-voting period commences on Friday, September 27, 2019 (9.00 a.m. IST) and ends on Sunday, September 29, 2019 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Monday, September 23, 2019 i.e. cut-off date, 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 Member, he / she shall not be allowed to change it subsequently or cast vote again.
- VIII. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories, as on Monday, September 23, 2019 i.e. cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at AGM through polling paper.
- IX. The Scrutinizer shall, after the conclusion of voting at the Annual General Meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall counter sign the same.
- X. The result shall be declared not later than 48 hours from conclusion of this Annual General Meeting. The result declared 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
- XI. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on date of Annual General Meeting i.e. September 30, 2019.

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

The Board of Directors of the Company have appointed Mr. Sumant Bharat Ram as an Additional Director of the Company with effect from April 1, 2019, in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company. Further, in terms of the aforesaid provisions, he would hold office as such up to the date of forthcoming Annual General Meeting of the Company.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member signifying his intention to propose the candidature of Mr. Sumant Bharat Ram for the office of director of the Company.

Keeping in view his experience and knowledge, it will be in the interest of the Company that Mr. Sumant Bharat Ram is appointed as Director of the Company, liable to retire by rotation.

Mr. Suman Bharat Ram is son of Dr. Vinay Bharat Ram, Chairman & Managing Director and Promoter of the Company. He also forms part of Promoter Group of the Company and holds (90,66,584 equity shares) 48.54% of paid up share capital of the Company through himself and his relatives. Other than Mr. Sumant Bharat Ram and Dr. Vinay Bharat Ram and their relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the proposed Ordinary Resolution as set out at Item No. 3 of this Notice.

Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 3 of this Notice for approval of the members of the Company.

Item No. 4

Mr. Jitendra Tuli, aged 79 years (date of birth 20th September, 1939) was appointed as Non-Executive Director of the Company under Section 149 and 152 of the Companies Act, 2013 and Rules made there under, liable to retire by rotation.

Pursuant to recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on August 12, 2019 have appointed Mr. Jitendra Tuli as Independent Director of the Company for a term of 5 (five) consecutive years with effect from August 12, 2019 upto August 11, 2024 subject to approval by the members of the Company.

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as 'SEBI Listing Regulations'), with effect from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. Jitendra Tuli is more than 75 years of age as on date of this notice of 129th Annual General Meeting i.e. August 12, 2019 Accordingly as per Regulation 17(1A) of SEBI Listing Regulations, appointment of Mr. Jitendra Tuli, as Non-Executive Independent Director of the Company with effect from August 12, 2019 shall also require approval of shareholders by way of special resolution under Regulation 17(1A) of SEBI Listing Regulations.

Pursuant to Regulation 17(1A) of SEBI Listing Regulations, brief justification for appointment of Mr. Jitendra Tuli, as Non-Executive Independent Director on the Board of the Company with effect from August 12, 2019 is as under:

Mr. Jitendra Tuli obtained his Post Graduate Diploma from London School of Journalism and attended the School of Public Relations and Communications at Boston University, USA. Mr. Jitendra Tuli is an editorial and communications consultant with World Health Organization, regional office for South East Asia, where he served as the Public Information Officer for 19 years till 1996. 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. Jitendra Tuli was Chairman of the Company for the period from December 20, 2011, to January 29, 2016, and has also served as Managing Director of the Company for the period from December 20, 2012 to January 29, 2016. His track record of managing the Company is also a plus for the Board.

Mr. Jitendra Tuli has around 55 years of vast experience in communications, external relations, media management and social responsibility. Due to his long association with the Company including in his capacity as Chairman & Managing Director of the Company in the past, he has ample experience and understanding of the business of the Company. In view of Board, the presence of Mr. Jitendra Tuli on the Board further enhances the diversity of the Board in terms of its composition.

The Board, based on the recommendation of Nomination and Remuneration Committee, considered that given his background, experience and contribution, the continued association of Mr. Jitendra Tuli would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director of the Company.

The Company has received declaration from Mr. Jitendra Tuli to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, Mr. Jitendra Tuli fulfills the conditions specified in the Companies Act, 2013 and SEBI Listing Regulations for his appointment as Independent Director and is independent of the management of the Company.

In terms of Section 160 of the Companies Act, 2013, The Company has received a notice in writing from a member signifying his intention to propose the candidature of Mr. Jitendra Tuli for the office of director of the Company.

Mr. Jitendra Tuli is not related to any of the Directors or Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013.

Other than Mr. Jitendra Tuli, his relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the Special Resolution as set out in Item No. 4 of this Notice.

Accordingly, the Board recommends the Special Resolution as set out at Item No. 4 of this Notice for approval of the members of the Company.

Item Nos. 5 & 6

Mr. Ravi Vira Gupta and Mr. Bipin Maira were appointed as Independent Directors of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from August 4, 2014 upto August 3, 2019.

Pursuant to performance evaluation and recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on May 29, 2019 have re-appointed Mr. Ravi Vira Gupta and Mr. Bipin Maira as Independent Director(s) of the Company for second term of 5 (five) consecutive years with effect from August 4, 2019 upto August 3, 2024 subject to approval by the members by Special Resolution in the ensuing Annual General Meeting of the Company.

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as 'SEBI Listing Regulations'), with effect from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. Ravi Vira Gupta, aged 81 years (date of birth 19th November, 1937) and Mr. Bipin Maira aged 79 years (date of birth 7th November, 1939) are more than 75 years of age as on date, Accordingly as per Regulation 17(1A) of SEBI Listing Regulations, re-appointment of Mr. Ravi Vira Gupta and Mr. Bipin Maira, as Non-Executive Independent Directors of the Company with effect from August 4, 2019 shall also require approval of shareholders by way of special resolution under Regulation 17(1A) of SEBI Listing regulations.

Pursuant to Regulation 17(1A) of SEBI Listing Regulations, brief justification for re-appointment of Mr. Ravi Vira Gupta and Mr. Bipin Maira as Non-Executive Independent Directors on the Board of the Company with effect from August 4, 2019 is as under:

Mr. Ravi Vira Gupta joined the Indian Administrative Service in 1962. He had worked in various states and held challenging assignment at the field. He was associated with various aspects of cooperatives as well as agriculture. He was Registrar of Cooperatives as well as Managing Director of National Cooperative Development Corporation. In Madhya Pradesh, he was the Managing Director of the MP Federation of Dairy Cooperatives for over three years. Between 1991 and 1998, he was closely associated with the economic reforms at the level of Additional Secretary / Secretary in the Government of India in the Ministries of Fertilizer, Food as well as Finance. He was also Deputy Governor of the Reserve Bank of India for about three years. He was associated with many committees over the years including at Reserve Bank Committee on agricultural credit.

Mr. Ravi Vira Gupta possess rich and diverse experience. His professional profile and proven experience in business domain is a valuable asset to the Company which adds diversity and enriched points of view in the Board's discussions. He has all round experience in various functions of managing business enterprises.

Mr. Bipin Maira has around 54 years of industry experience. He started his career with Delhi Cloth & General Mills Co. Ltd. as Senior Management Trainee in 1962 & grew to the position of General Manager of DCM before leaving in 1982. He has served for seven years with the renowned Kewalram Chanrai Group as Chief Executive for their Nigerian manufacturing operations, including one of the largest textile complexes in Africa. He was associated for thirteen years as director & Partner with Resource Management Associates overseeing the International assignments in Management Consultation & H R. Currently since 2007, as Group H R Advisor, to the Singapore-based Kewalram Chennai Group.

Mr. Bipin Maira's judgment and commercial knowledge of industry and manufacturing operations are very important element in the debates and business decisions adopted by the Board of Directors. Mr. Bipin Maira inspire great confidence to the Board.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considered that given their background, experience and contribution, the continued association of Mr. Ravi Vira Gupta and Mr. Bipin Maira would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors of the Company.

The Company has received declaration(s) from Mr. Ravi Vira Gupta and Mr. Bipin Maira to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1) (b) of the SEBI Listing Regulations. In terms of regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

In the opinion of the Board, Mr. Ravi Vira Gupta and Mr. Bipin Maira fulfill the conditions specified in the Companies Act, 2013 and SEBI Listing Regulations for appointment as Independent Directors and are independent of the management of the Company.

In terms of Section 160 of the Companies Act, 2013, The Company has received notices in writing from a member signifying his intention to propose the candidature of Mr. Ravi Vira Gupta and Mr. Bipin Maira for the office of directors of the Company.

The said Independent Directors are not related to any of the Directors or Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013.

Other than Mr. Ravi Vira Gupta and Mr. Bipin Maira, their respective relatives, for their respective appointments, none of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested, financially or otherwise, in their respective Special Resolutions as set out in Item Nos. 5 & 6 of this Notice.

Accordingly, the Board recommends the Special Resolutions as set out at Item Nos. 5 & 6 of this Notice for approval of the members of the Company.

Item Nos. 7 & 8

Mr. Sudhir Kumar Jain and Dr. Meenakshi Nayar were appointed as Independent Directors of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from August 4, 2014 upto August 3, 2019.

Pursuant to performance evaluation and recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on May 29, 2019 have re-appointed Mr. Sudhir Kumar Jain and Dr. Meenakshi Nayar as Independent Director(s) of the Company for second term of 5 (five) consecutive years with effect from August 4, 2019 upto August 3, 2024 subject to approval by the members by Special Resolution in the ensuing Annual General Meeting of the Company.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considered that given their background, experience and contribution, the continued association of Mr. Sudhir Kumar Jain and Dr. Meenakshi Nayar would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors of the Company.

The Company has received declaration(s) from Mr. Sudhir Kumar Jain and Dr. Meenakshi Nayar to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In

terms of regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

In the opinion of the Board, Mr. Sudhir Kumar Jain and Dr. Meenakshi Nayar fulfill the conditions specified in the Companies Act, 2013 and SEBI Listing Regulations for appointment as Independent Directors and are independent of the management of the Company.

However, subsequently Dr. Meenakshi Nayar has resigned and ceased to be Independent Director of the Company w.e.f. August 6, 2019. Accordingly members approval is sought for re-appointment of Dr. Meenakshi Nayar as Independent Director of Company only for the period from August 4, 2019 to August 6, 2019.

The said Independent Directors are not related to any of the Directors or Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013.

Other than Mr. Sudhir Kumar Jain and Dr. Meenakshi Nayar, their respective relatives, for their respective appointments, none of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested, financially or otherwise, in their respective Special Resolutions as set out in Item Nos. 7 & 8 of this Notice.

Accordingly, the Board recommends the Special Resolutions as set out at Item Nos. 7 & 8 of this Notice for approval of the members of the Company.

Item No. 9

Dr. Vinay Bharat Ram, retires by rotation at this 129th Annual General Meeting of the Company and being eligible offers himself for re-appointment as a director of the Company. Accordingly, an ordinary resolution as set out at Item No. 2 for his appointment as a director of the Company, liable to retire by rotation, forms part of this Notice of 129th Annual General Meeting of the Company, for seeking approval of members of the Company.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as 'SEBI Listing Regulations'), with effect from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Dr. Vinay Bharat Ram, aged 83 years (date of birth 18th February, 1936) is more than 75 years of age as on date of this notice of 129th Annual General Meeting i.e. August 12, 2019 and accordingly as per Regulation 17(1A) of SEBI Listing Regulations, his continuation in his capacity as a Director of the Company, liable to retire by rotation, with effect from September 27, 2019 shall require approval of shareholders by way of special resolution.

Pursuant to Regulation 17(1A) of SEBI Listing Regulations, brief justification for his continuation as Director of the Company, liable to retire by rotation, with effect from September 27, 2019 is as under:

Dr. Vinay Bharat Ram is educated from the University of Delhi (BA), Michigan University (MBA) and Harvard Business School (MDP) and holds Ph. D in Economics from the University of Delhi. He has wide industry experience of around 53 years. He was Chief Executive Officer of the Company. Thereafter, he is acting as Managing Director of the Company with effect from January 30, 2016.

Dr. Vinay Bharat Ram has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time. He has outstanding knowledge/ vast experience in the industry. The Board of Directors are of the opinion that in view of his educational background, role & responsibilities undertaken by him and in order to have his continuous guidance & leadership in the business of the Company, he shall continue in his capacity as a Director of the Company, liable to retire by rotation.

Dr. Vinay Bharat Ram is father of Mr. Suman Bharat Ram, director of the Company. He is also Promoter of the Company and holds (90,66,584 equity shares) 48.54% of paid up share capital of the Company through himself and his relatives. Other than Dr. Vinay Bharat Ram and Mr. Sumant Bharat Ram and their relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the aforesaid Special Resolution as set out at Item No. 9 of this Notice.

Further, the Special Resolution as set out at Item No. 9 of this Notice of 129th Annual General Meeting of the Company, for approval of the members of the Company, is subject to approval of ordinary resolution as set out at Item No. 2 of this Notice of 129th Annual General Meeting of the Company, by members of the Company.

Accordingly, the Board recommends the Special Resolution as set out at Item No. 9 of this Notice for approval of the members of the Company.

Item No. 10

The Board of Directors of the Company, on the recommendations of Nomination & Remuneration Committee, have re-appointed Mr. Sushil Kapoor as Whole-time director designated as Executive Director (Engineering Business) of the Company for a period of three (3) years with effect from January 15, 2019 upto January 14, 2022, subject to the approval of members, on payment of remuneration and on such terms and conditions as stated in the resolution.

It is proposed to seek the members' approval for the re-appointment of Mr. Sushil Kapoor, as Whole-time director designated as Executive Director (Engineering Business) of the Company, by way of Special Resolution, as required under Schedule V and sub-section (3) of Section 196 of the Companies Act, 2013.

Keeping in view that Mr. Sushil Kapoor has rich and varied experience in the Industry, it would be in the interest of the Company to re-appoint Mr. Sushil Kapoor as Whole-time director designated as Executive Director (Engineering Business) of the Company.

The proposed remuneration is in line with the remuneration being paid to the Whole Time Directors in the Industry for similar sized Companies. Further, the educational background, experience and job profile of Mr. Sushil Kapoor justify his entitlement to the remuneration proposed as above in resolution no.10.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Board of Directors recommends the resolution as set out under item no. 10 of this Notice for the approval of members of the Company.

None of the directors and Key Managerial Personnel and their relatives except Mr. Sushil Kapoor and his relatives are interested or concerned, financially or otherwise, in the aforesaid resolution as set out under item no. 10.

The information required to be disclosed in the explanatory statement to the 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 production / sale of Grey Iron Castings, Cotton Textile Yarn, and IT Infrastructure Services.
(2)	Date of or expected date of commencement of commercial production :	<p>DCM Limited established in 1889 has been engaged in diversified business over the years. Presently, the Company is in following businesses:</p> <p>a. Engineering Business: DCM Engineering Products (Division of the Company) is primarily engaged inter alia in the 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. The plant is located at Shaheed Bhagat Singh Nagar, Punjab with capacity of 72,000 MT per annum. It is associated with top automotive players and specializes in the manufacture of Cylinder Heads, Cylinder Blocks and Housings.</p> <p>b. IT Business: The IT Division of the Company is an established service provider for managed IT Services globally. The Division has over a decade's experience in IT Infrastructure services specializing in networking, analytics, cloud, and digital technologies.</p> <p>c. Textile Business: DCM Textile (Division of the Company) is engaged in production / sale of Cotton Textile Yarn having an installed capacity of 1,14,096 spindles. The plant is located at Hisar, Haryana. Textile division is highly focused on exports with around 50% turnover in export market.</p> <p>Hon'ble National Company Law Tribunal, Principal Bench, New Delhi vide its Order dated May 01, 2019 has sanctioned the Scheme of Arrangement between the Company and DCM Nouvelle Limited ('Resulting Company'), for the demerger of the cotton textile business undertaking of DCM Limited and vesting of the same with Resulting Company, on a going concern basis with effect from appointed date of April 1, 2019. The said scheme has become effective on May 13, 2019. Accordingly, the cotton textile business undertaking of the Company stand transferred and vested in the Resulting Company with effect from April 1, 2019.</p>
(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. 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 ('Resulting Company') 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	<p>Mr. Sushil Kapoor is B. Tech in Mechanical Engineering from IIT, Delhi and has also completed Professional course on Strategy & Organization from Stanford University.</p> <p>Mr. Sushil Kapoor had joined DCM Group as Management Trainee in 1982 and has work experience of over 35 years at various positions with the SRF Limited across Engineering, Chemical and Textiles business segments.</p> <p>Mr. Sushil Kapoor was CEO of Technical Textiles Business of SRF Ltd. from June 2005 till Sep 2017, comprising of 6 business segments, 7/8 manufacturing units, 3500 employees with a revenue in the range of 2000-2200 crores.</p> <p>He has well-rounded experience with:</p> <ul style="list-style-type: none"> Multiple function exposure (purchasing, marketing, plant operations, projects etc.); Expertise in growing business segments organically and inorganically; Successful track record of turning around acquisitions, in India and overseas; Experience in running plants across multiple geographies (India, Dubai, South Africa, and Thailand); End to end experience of setting up plants, running them, acquiring them and turning them around, Profit Generation and Relocation etc. <p>Mr. Sushil Kapoor was appointed as Whole-Time Director of the Company and designated as Executive Director (Engineering Business) for a period of one year with effect from January 15, 2018. His said term as Whole-Time Director of the Company and designated as Executive Director (Engineering Business) of the Company has completed on January 14, 2019.</p>
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(2)	Past Remuneration	N.A.
(3)	Recognition or Awards	DEMING APPLICATION PRIZE in 2004 for the global Tyre cord business for its TQM practices
(4)	Job Profile and his suitability	His 36 years of experience in multiple functions across Engineering, Chemical and textile business segments makes him suitable for re-appointment as Whole-time director designated as Executive Director (Engineering Business) of the Company. [Please refer point no. 1 above (i.e. Background details)].
(5)	Proposed Remuneration	As set out in the Special Resolution above relating to his re-appointment as Whole-Time Director, designated at Executive Director (Engineering Business) of the Company
(6)	Comparative Remuneration	The remuneration proposed to be paid to Mr. Sushil Kapoor is in line with the remuneration paid to the Whole-Time Directors of the similar sized companies in the Industry.
(7)	Pecuniary Relationship directly or indirectly with the company, or relationship with the managerial personnel; if any	Mr. Sushil Kapoor holds NIL equity shares in the Company. Mr. Sushil Kapoor does not have any relationship financial or otherwise with managerial personal and the Board of Directors of the Company.

III OTHER INFORMATION

(1)	Reasons of loss or inadequate profits	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. During the year 2018-19, the performance of the Textile Division has improved with higher profitability. However, the Engineering Division continue to make losses because of lower volume due to production constraints, primarily on account of IR issues, low demand in the last quarter of the year, decline in margin due to higher rejection, increase in cost and under recovery of fixed overheads.
(2)	Steps taken or proposed to be taken for improvement	<p>The steps taken or proposed to be taken to improve the profitability inter-alia includes:</p> <ul style="list-style-type: none"> Focus on employee engagement activities and one to one informal interaction with workers at shop floor level to improve the morale of the workmen and cordial relations with them. Continued focus to achieve improved quality standard, skill set improvement and enhancement of machine efficiencies for better productivity and cost effectiveness across all areas of operations. Better product mix /development of new items to match with the increased market dynamics to further increase the market share and better realization. Implementation of new TQM modules to further improve the overall efficiency and cost effectiveness in the system.

(3)	Expected increase in productivity and profits in measurable terms	The series of steps taken/to be taken by the company would increase productivity and profits. With these measures the company would expect increase in sales as well as cash accruals.
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'undertaking' is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180(1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' in any financial year, shall be twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

IV) DISCLOSURES:

The following disclosures are 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.

The Company has identified its business undertaking, namely, 'DCM Engineering Products' as 'substantial' in terms of Section 180(1)(a) of the Companies Act, 2013 and therefore requires members' approval by way of 'Special Resolution' for disposal of the said business undertaking.

The Board of Directors of the Company in their meeting held on May 29, 2019 noted that the Company has been running and operating following separate and independent business undertakings viz. (i) Engineering business undertaking namely, 'DCM Engineering Products', (ii) IT Business undertaking namely, 'DCM Data Products' and (iii) Real Estate Development. The Board further noted that Engineering business undertaking of the Company is uniquely positioned to be run as a dedicated entity targeted towards supplies to original equipment manufacturers (OEM) in automotive markets. In order to unlock value for business of manufacturing and supply of grey iron castings and also to explore opportunities to attract "capital plus technology" type of strategic partnership for said business of manufacturing and supply of grey iron castings, it was considered prudent by the Board that the Company should transfer Engineering business undertaking namely, 'DCM Engineering Products' to DCM Tools & Dyes Limited, (Buyer), a wholly owned subsidiary of the Company, on a going concern basis, by way of slump sale, and continue to run and operate the IT Business and Real Estate Development Business.

Item No. 11

After the demerger of Textile Division of the Company with effect from appointed date of April 1, 2019, the Company is required to appoint cost Auditor for financial year 2019-20 only in respect of Cast Iron Unit of the Company namely 'DCM Engineering Products' located at Shaheed Bhagat Singh Nagar, Punjab.

The Board of Directors of the Company at their meeting held on August 12, 2019 on the recommendation of the Audit Committee, have approved the appointment of M/s. V Kumar & Associates, Cost Accountants (Firm Registration Number 100137), as Cost Auditors, for financial year 2019-20, for audit of Cost Accounts pertaining to Cast Iron Unit of the Company namely 'DCM Engineering Products' located at Shaheed Bhagat Singh Nagar, Punjab at a remuneration of Rs. 1,25,000/- (Rupees one lac and twenty five thousand only) plus GST and out of pocket expenses, if any.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rules issued thereunder, the remuneration payable to the Cost Auditor, as stated above, has to be ratified by members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 11 of the Notice for ratification of the remuneration payable to the Cost Auditors for financial year 2019-20.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 11 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 11 of this Notice for approval of the members of the Company.

Item No. 12

Members of the Company are requested to note that Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. Explanation (i) to Section 180(1)(a) of the Companies Act, 2013 states that the meaning of an

Accordingly, the Board, subject to approval of shareholders of the company, given its consent to sell, transfer, hive-off and/or otherwise dispose of as a going concern by way of slump sale (as defined in Section 2 (42C) of Income Tax Act 1961), the undertaking, namely, 'DCM Engineering Products' together with all assets, whether tangible or intangible, licenses, rights, titles, interests, permits, consents, approvals, privileges, claims, resources, debts, liabilities, encumbrances/ mortgages and obligations of every nature related to said undertaking ("Business Undertaking") including employees engaged therein to M/s DCM Tools & Dyes Limited (hereinafter referred to as the "Buyer"), a wholly owned subsidiary of the Company.

Under the provisions of Section 180(1)(a) of the Companies Act, 2013, members of the Company by way of a Special Resolution is required for sale or disposal of one or more undertakings of the Company.

Except in their capacity as shareholder of the Company, none of the directors, key managerial personnel or their relatives, have any concern or interest, financial or otherwise, in the said resolution no. - 12.

The Board recommends the Special Resolution as set out at Item No. 12 of this Notice for approval of the members of the Company.

Item No. 13

DCM Tools & Dyes Limited (hereinafter referred to as 'DTDL') is a wholly owned subsidiary of the Company.

On completion of proposed slump sale of company's business undertaking, namely, 'DCM Engineering Products' to DTDL, DTDL's income or net worth is expected to exceed 20% of the consolidated income or net worth of

the Company. Accordingly, in terms of Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, DTDL will become material subsidiary of the Company.

The Company will explore opportunities to attract “capital plus technology” type of strategic partnership for said business of manufacturing and supply of grey iron castings and for that purpose it may have to:

- i. sell/transfer/dispose of more than 50% of its shareholding in said prospective material subsidiary, DTDL and / or dilution of the shareholding in DTDL on account of further issue of shares by DTDL to the prospective strategic partner(s) in the business of DTDL; and /or
- ii. to sell, transfer, dispose of assets and/or, the whole or substantially the whole of the undertaking or one or more undertakings of DTDL.

In view of the above, it was decided by the Board of Directors of the Company to sell, transfer or otherwise dispose of its existing / prospective shareholding in the said prospective material subsidiary and/or to sell, transfer, dispose of asset(s) and/or, the whole or substantially the whole of the undertaking or one or more undertakings of DTDL after completion of slump sale of the undertaking of the Company, namely, ‘DCM Engineering Products’ to DTDL.

Regulation 24(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, provides that no company shall dispose-off shares in its material subsidiary which would reduce its shareholding to less than 50% or cease to exercise of control over the subsidiary without passing a special resolution in its general meeting, except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/ National Company Law Tribunal.

Further, Regulation 24(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, provides that selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of shareholders by way of special resolution unless

the sale / disposal / lease is made under a scheme of arrangement duly approved by Court / National Company Law Tribunal.

Pursuant to aforementioned Regulation 24, sale, transfer or disposal and / or dilution of the shareholding of the Company in its material subsidiary (i.e. DTDL) or sale, transfer, disposal of assets and/or the whole or substantially the whole of the undertaking or one or more undertakings of DTDL shall require approval of the shareholders of the Company through a special resolution.

Further pursuant to Section 180(1)(a) of the Companies Act, 2013 shareholders’ approval is required by a Company to sell or otherwise dispose off the whole or substantially the whole of the undertaking of the Company. An undertaking is defined to mean an undertaking in which the investment of a Company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of a Company during the previous financial year. As a matter of abundant caution the Company proposes the special resolution set out under items no 13 pursuant to Section 180(1)(a) of the Companies Act, 2013.

Except in their capacity as shareholder of the Company, none of the directors, key managerial personnel or their relatives, have any concern or interest, financial or otherwise, in the said resolution no.13.

The Board recommends the Special Resolution as set out at Item No. 13 of this Notice for approval of the members of the Company.

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

Place : New Delhi
Date : August 12, 2019

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

**Sd/-
Yadvinder Goyal
Company Secretary**

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT 129TH ANNUAL GENERAL MEETING OF THE COMPANY

Name of the Director	Dr. Vinay Bharat Ram	Mr. Sumant Bharat Ram	Mr. Jitendra Tuli	Mr. Ravi Vira Gupta
Director Identification Number (DIN)	00052826	00052833	00272930	00017410
Date of Birth	18.02.1936	13.04.1967	20.09.1939	19.11.1937
Date of Appointment	Appointed as an Additional Director of the Company w.e.f.29.01.2016; Appointed as Managing Director of the Company w.e.f.30.01.2016; Re-appointed as Managing Director of the Company w.e.f.30.01.2019.	Appointed as an Additional Director on the Board of Directors of the Company w.e.f.01.04.2019.	20.12.2005 (Appointed as Additional Director of the Company) 12.08.2019 (Appointed as Independent Director of the Company)	27.05.2013 (Appointed as Additional Director of the Company) 04.08.2014 (Appointed as Independent Director of the Company) 04.08.2019 (Re-appointed as Independent Director of the Company)
Qualification	B.A. (Hons.) Economics, University of Delhi, MBA, Michigan University (Ann Arbor), Management Development Programme, Harvard University, Ph.D. in Economics from University of Delhi	Bachelor degree in Economics (Honors) from Delhi University. Master's Degree from the University of Michigan, Ann Arbor, USA	B.Com (Hon.), Post Graduate Diploma from London School of Journalism. Attended the School of Public Relations and communications at Boston University, USA	IAS (Retd.)
Experience & Expertise in specific functional area	Industry and Management experience of more than five decades	He is having experience of more than 27 years of overall management of Finance, Legal and Corporate Affairs	He has around 55 years of vast experience in Communications, external relations, media management and social responsibility	He has around 57 years of experience in Finance, Economics and Operations Management
Profile of the Director	Dr. Vinay Bharat Ram was Past President of the Manufacturers' Association of Information Technology. Ex member of International Council of the Asia Society, New York, U.S.A. He was honored and admired as Member of the Textile Association of India. He is the recipient of the National Citizen's Award 1990 for Entrepreneurship from the Prime Minister of India and National Excellence Award for Art & Culture for 1996-97 from T.P. Jhunjhunwala Foundation. He was nominated as Life Trustee of the Institute of Economic Growth, Delhi by the Ex-Prime Minister Dr. Manmohan Singh. He is also Chairman of the Governing Board of Population Foundation of India.	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.	Mr. Jitendra Tuli is an editorial and communications consultant with World Health Organization, 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 founder member of Cancer Sahyog.	Mr. Ravi Vira Gupta, joined the Indian Administrative Service in 1962. He had worked in various states and held challenging assignment at the field. He was associated with various aspects of cooperatives as well as agriculture. He was Registrar of Cooperatives as well as Managing Director of National Cooperative Development Corporation. In Madhya Pradesh, he was the Managing Director of the MP Federation of Dairy Cooperatives for over three years. Between 1991 and 1998, he was closely associated with the economic reforms at the level of Additional Secretary / Secretary in the Government of India in the Ministries of Fertilizer, Food as well as Finance. He was also Deputy Governor of the Reserve Bank of India for about three years. He was associated with many committees over the years including at Reserve Bank Committee on agricultural credit.
Terms & Conditions of re-appointment along with details of remuneration sought to be paid and last drawn by him	The resolution no.-2 of notice of this AGM is in respect of appointment of Dr. Vinay Bharat Ram as a director of the Company liable to retire by rotation and resolution no.-9 of notice of this AGM is in respect of continuation of his appointment as a director of the Company liable to retire by rotation in terms of Regulation 17(1A) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, as amended from time to time. Dr. Vinay Bharat Ram is also Chairman and Managing Director of the Company. Accordingly, please refer page no. 37 for details of remuneration paid to him in his capacity as Managing Director of the Company.	Please refer respective Resolution no. 3 and explanatory statement in respect of said resolution no. 3 for terms and conditions of his appointment. 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. 4 and explanatory statement in respect of said resolution no.-4 for terms and conditions of his appointment. 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. Ravi Vira Gupta is Non-Executive Independent Director of the Company. Please refer resolution no.-5 and explanatory statement in respect of Resolution No.-5 for terms and conditions of his appointment. He is not entitled to any remuneration except payment by way of sitting fee for attending meetings of Board of Directors and committees thereof.

Shareholding in the Company as on 31.03.2019	90,43,126 Equity Shares	13,806 Equity Shares	Nil	Nil
Relationship with other directors and KMPs of the Company	He is father of Mr. Sumant Bharat Ram, Director of the Company.	He is son of Dr. Vinay Bharat Ram, Chairman & Managing Director and Promoter of the Company.	Nil	Nil
No. of Meetings of Board attended during the year	6 (for details please refer to the Corporate Governance Report, forming part of this Annual Report)	Nil	6 (for details please refer to the Corporate Governance Report, forming part of this Annual Report)	5 (for details please refer to the Corporate Governance Report, forming part of this Annual Report)
List of Companies in which outside directorship held	Purearth Infrastructure Ltd. Aggressar Leasing & Finance Pvt. Ltd.	Purearth Infrastructure Limited Strategic Image Management Ltd. DCM Data Systems Limited DCM Realty and Infrastructure Limited Aggressar Leasing & Finance Pvt. Ltd. Calpro Real Estate Pvt. Ltd. Kamayani Facility Management Pvt. Ltd. Vighanbara Estates Pvt. Ltd. Kamayani Properties Pvt. Ltd. Kamakshi Realty Pvt. Ltd. Kalparu Realty Pvt. Ltd.	DCM Nouvelle Limited	The Delhi Safe Deposit Company Limited DCM Nouvelle Limited True North Ventures Private Ltd.
Chairman/Member of the Committees of Board of Directors of Indian Companies	Chairmanship(s) of Committees of the Board DCM Limited - Corporate Social Responsibility Committee Membership(s) of Committees of the Board Nil	Chairmanship(s) of Committees of the Board Nil Membership(s) of Committees of the Board Purearth Infrastructure Limited - Nomination & Remuneration Committee - Corporate Social Responsibility Committee	Chairmanship(s) of Committees of the Board Nil Membership(s) of Committees of the Board DCM Limited - Corporate Social Responsibility Committee - Share Transfer, Finance Facilities and Stakeholders Relationship Committee DCM Nouvelle Limited - Stakeholder & Finance Facilitation Committee	Chairmanship(s) of Committees of the Board DCM Limited - Nomination & Remuneration Committee Membership(s) of Committees of the Board DCM Limited - Corporate Social Responsibility Committee - Audit Committee - Share Transfer, Finance Facilities and Stakeholders Relationship Committee DCM Nouvelle Limited - Nomination & Remuneration Committee
Name of the Director	Mr. Bipin Meira	Mr. Sudhir Kumar Jain	Dr. Meenakshi Nayyar	Mr. Sushil Kapoor
Director Identification Number (DIN)	05127804	06419514	06866236	02481289
Date of Birth	07.11.1939	21.09.1951	09/04.1953	11.09.1959
Date of Appointment	24.11.2011 (Appointed as Additional Director of the Company) 04.08.2014 (Appointed as Independent Director of the Company) 04.08.2019 (Re-appointed as Independent Director of the Company)	09.11.2012 (Appointed as Additional Director of the Company) 04.08.2014 (Appointed as Independent Director of the Company) 04.08.2019 (Re-appointed as Independent Director of the Company)	28.05.2014 (Appointed as Additional Director of the Company) 04.08.2014 (Appointed as Independent Director of the Company) 04.08.2019 (Re-appointed as Independent Director of the Company)	Appointed as an Additional Director on the Board of Directors of the Company w.e.f. 15.01.2018. Further, appointed as whole-time Director designated as Executive Director-Engineering business for 1 year w.e.f. 15.01.2018. Re-appointed as Whole-Time Director designated as Executive Director w.e.f. 15.01.2019 for a period of three years, subject to the approval of shareholders of the Company.
Qualification	Senior Cambridge from the Premier Public School Sherwood College, Nainital; B. Sc. - University of Agra; Business Management – DCM Senior Management Trainee Scheme.	Ph.D. from IIT Kanpur in Managerial Economics, Entrepreneurship Management and Intellectual Property Rights (IPR)	MA (Psychology) from M S University, Vadodara; PPM (Ph.D) from IIM Ahmedabad in Organizational Behaviour	B. Tech in Mechanical Engineering from IIT, Delhi and has also completed Professional course on Strategy & Organization from Stanford University
Experience & Expertise in specific functional area	He has around 54 years of experience in Textile Operations and Management Consultancy & HR	He has around 39 years of experience in the areas of Managerial Economics, Entrepreneurship Management and Intellectual Property Rights.	She has experience of over more than two decades years in Management of Social Enterprises and Human Resources	He has experience of over 36 years across Engineering, Chemical and Textiles Business segments.

<p>Profile of the Director</p>	<p>Mr. Bipin Maitra started his career with Delhi Cloth & General Mills Co. Ltd. as Senior Management Trainee in 1962 & grew to the position of General Manager of DCM before leaving in 1982. He has served for seven years with the renowned Kewalram Chanrai Group as Chief Executive for their Nigerian manufacturing operations, including one of the largest textile complexes in Africa. He was associated for thirteen years as director & Partner with Resource Management Associates overseeing the International assignments in Management Consultation & H R. Currently since 2007 as Group H R Advisor, to the Singapore-based Kewalram Chanrai Group.</p>	<p>Prof. Sudhir K. Jain is Professor, ABV School of Management & Entrepreneurship, Jawaharlal Nehru University and Former Head of the Department of Management Studies, I.I.T. Delhi. Other important positions he has held include: Executive Director (DG), National Institute for Entrepreneurship & Small Business Development (NIESBUD), Goa, and Vice Chancellor, Shri Mata Vaishno Devi University, Katra (J&K) during 2013-16.</p>	<p>Dr. Meenakshi Nayyar is the Founder Chairperson of ETASHA Society, a not-for-profit organization that skills low-income communities for employment & income generation, for which she has received several recognitions including the following:</p> <ul style="list-style-type: none"> Recognised on "World CSR Day" in February 2017 among "50 Most Impactful Social Innovators (Global Listing) Recognised by Niti Aayog & UNDP among 12 Women Transforming India in Sept. 2016 Recognised by the PVR Group in March, 2016 among five Women for Purpose for contribution & commitment towards creating real & lasting change & empowerment. Included in 40 extraordinary women from rural and urban India by Vodafone in a book showcasing stories of Women of Pure Strength in February 2015. <p>She is also the Founder- Partner of EduServe Consultants, which works with Adolescents in schools in the areas of Career Guidance, Life Skills Development and Sexuality Education. Prior to this, Dr. Meenakshi Nayyar had worked for more than two decades in Human Resource Management and Development in the corporate sector, and for 4 years in Training & Consultancy for Public sector organisations.</p>	<p>Mr. Sushil Kapoor had joined DCM Group as Management Trainee in 1982 and has work experience of over 35 years at various positions with the SRF Limited across Engineering, Chemical and Textiles business segments.</p> <p>Mr. Sushil Kapoor was CEO of Technical Textiles Business of SRF Ltd. from June 2005 till Sep 2017, comprising of 6 business segments, 7/8 manufacturing units, 3500 employees with a revenue in the range of 2000-2200 crores.</p> <p>He has well-rounded experience with:</p> <ul style="list-style-type: none"> Multiple function exposure (purchasing, marketing, plant operations, projects etc.); Expertise in growing business segments organically and inorganically; Successful track record of turning around acquirers, in India and overseas; Experience in running plants across multiple geographies (India, Dubai, South Africa, and Thailand); End to end experience of setting up plants, running them, acquiring them and turning them around, Profit Generation and Relocation etc. 	<p>Mr. Sushil Kapoor had joined DCM Group as Management Trainee in 1982 and has work experience of over 35 years at various positions with the SRF Limited across Engineering, Chemical and Textiles business segments.</p> <p>Mr. Sushil Kapoor was CEO of Technical Textiles Business of SRF Ltd. from June 2005 till Sep 2017, comprising of 6 business segments, 7/8 manufacturing units, 3500 employees with a revenue in the range of 2000-2200 crores.</p> <p>He has well-rounded experience with:</p> <ul style="list-style-type: none"> Multiple function exposure (purchasing, marketing, plant operations, projects etc.); Expertise in growing business segments organically and inorganically; Successful track record of turning around acquirers, in India and overseas; Experience in running plants across multiple geographies (India, Dubai, South Africa, and Thailand); End to end experience of setting up plants, running them, acquiring them and turning them around, Profit Generation and Relocation etc. 	<p>Mr. Sushil Kapoor had joined DCM Group as Management Trainee in 1982 and has work experience of over 35 years at various positions with the SRF Limited across Engineering, Chemical and Textiles business segments.</p> <p>Mr. Sushil Kapoor was CEO of Technical Textiles Business of SRF Ltd. from June 2005 till Sep 2017, comprising of 6 business segments, 7/8 manufacturing units, 3500 employees with a revenue in the range of 2000-2200 crores.</p> <p>He has well-rounded experience with:</p> <ul style="list-style-type: none"> Multiple function exposure (purchasing, marketing, plant operations, projects etc.); Expertise in growing business segments organically and inorganically; Successful track record of turning around acquirers, in India and overseas; Experience in running plants across multiple geographies (India, Dubai, South Africa, and Thailand); End to end experience of setting up plants, running them, acquiring them and turning them around, Profit Generation and Relocation etc.
<p>Terms & Conditions of re-appointment along with details of remuneration sought to be paid and last drawn by him</p>	<p>Mr. Bipin Maitra is Non-Executive Independent Director of the Company. Please refer resolution no. - 6 and explanatory statement in respect of Resolution No.- 6 for terms and conditions of his appointment. He is not entitled to any remuneration except payment by way of sitting fee for attending meetings of Board of Directors and committees thereof.</p>	<p>Prof. Sudhir Kumar Jain is Non-Executive Independent Director of the Company. Please refer resolution no.-7 and explanatory statement in respect of Resolution No.- 7 for terms and conditions of his appointment. He is not entitled to any remuneration except payment by way of sitting fee for attending meetings of Board of Directors and committees thereof.</p>	<p>Dr. Meenakshi Nayyar is Non-Executive Independent Director of the Company. Please refer resolution no. - 8 and explanatory statement in respect of Resolution No.- 8 for terms and conditions of her re-appointment. She is not entitled to any remuneration except payment by way of sitting fee for attending meetings of Board of Directors and committees thereof.</p>	<p>100 Equity Shares</p>	<p>Nil</p>	<p>Nil</p>
<p>Shareholding in the Company as on 31.03.2019</p>	<p>Nil</p>	<p>Nil</p>	<p>100 Equity Shares</p>	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>
<p>Relationship with other directors and KMPs of the Company</p>	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>
<p>No. of Meetings of Board attended during the year</p>	<p>6 (for details please refer to the Corporate Governance Report, forming part of this Annual Report)</p>	<p>6 (for details please refer to the Corporate Governance Report, forming part of this Annual Report)</p>	<p>4 (for details please refer to the Corporate Governance Report, forming part of this Annual Report)</p>	<p>5 (for details please refer to the Corporate Governance Report, forming part of this Annual Report)</p>	<p>5 (for details please refer to the Corporate Governance Report, forming part of this Annual Report)</p>	<p>5 (for details please refer to the Corporate Governance Report, forming part of this Annual Report)</p>
<p>List of Companies in which outside directorship held</p>	<p>DCM Nouvelle Limited</p>	<p>DCM Nouvelle Limited</p>	<p>DCM Nouvelle Limited</p>	<p>DCM Nouvelle Limited</p>	<p>DCM Nouvelle Limited</p>	<p>DCM Nouvelle Limited</p>
<p>Chairman/Member of Committees of Board of Directors of Indian Companies</p>	<p>Chairmanship(s) of Committees of the Board DCM Limited - Audit Committee DCM Nouvelle Limited - Audit Committee - Nomination & Remuneration Committee - Stakeholder & Finance Facilitation Committee</p>	<p>Chairmanship(s) of Committees of the Board DCM Limited - Share Transfer, Finance Facilities and Stakeholders Relationship Committee DCM Limited - Audit Committee - Nomination & Remuneration Committee</p>	<p>Chairmanship(s) of Committees of the Board DCM Limited - Share Transfer, Finance Facilities and Stakeholders Relationship Committee DCM Limited - Audit Committee - Nomination & Remuneration Committee</p>	<p>Chairmanship(s) of Committees of the Board DCM Limited - Audit Committee DCM Nouvelle Limited - Audit Committee - Nomination & Remuneration Committee</p>	<p>Chairmanship(s) of Committees of the Board DCM Limited - Audit Committee DCM Nouvelle Limited - Audit Committee - Nomination & Remuneration Committee - Corporate Social Responsibility Committee</p>	<p>Chairmanship(s) of Committees of the Board DCM Limited - Audit Committee DCM Nouvelle Limited - Audit Committee - Nomination & Remuneration Committee - Corporate Social Responsibility Committee</p>

Route map for Venue of Annual General Meeting

Route map for Venue of 129th Annual General Meeting of the Company





DCM LIMITED

Registered Office: Vikrant Tower, 4, Rajendra Place, New Delhi - 110008
CIN: L74899DL1889PLC000004,
e-mail: investors@dcm.in, website: www.dcm.in,
Ph: 011-25719967, **Fax:** 011-25765214

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

129TH ANNUAL GENERAL MEETING - SEPTEMBER 30, 2019

Name of the Member(s):

Registered address:

Email:

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Folio No. / Client ID:

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DP ID:

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I/ We, being the member(s) of shares of the DCM Limited, hereby appoint;

Name : Email :

Address :

..... Signature :

or failing him/ her;

Name : Email :

Address :

.....Signature :

or failing him/ her;

Name : Email :

Address :

.....Signature :

as my / our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the 129th Annual General Meeting of the Company, to be held on Monday, September 30, 2019 at 11:00 a.m. at MPCU Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, New Delhi - 110054, and at any adjournment thereof in respect of such resolutions as are indicated over leaf:



Resolution Number	Resolutions	Vote (Optional See Note 4)	
		For	Against
Ordinary Business			
1	Ordinary Resolution for adoption of: a. the audited standalone financial statements of the Company for the financial year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon; and b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 together with Report of Auditors thereon		
2	Ordinary Resolution for approval of appointment of a director in place of Dr. Vinay Bharat Ram, who retires by rotation and being eligible, offers himself for re- appointment		
Special Business			
3	Ordinary Resolution for approval of the appointment of Mr. Sumant Bharat Ram (DIN 00052833), as a Director of the Company, liable to retire by rotation.		
4	Special Resolution for approval of appointment of Mr. Jitendra Tuli, (DIN 00272930), as an Independent Director of the Company, not liable to retire by rotation.		
5	Special Resolution for approval of re- appointment of Mr. Ravi Vira Gupta, (DIN 00017410), as an Independent Director of the Company, not liable to retire by rotation.		
6	Special Resolution for approval of re- appointment of Mr. Bipin Maira, (DIN 05127804), as an Independent Director of the Company, not liable to retire by rotation.		
7	Special Resolution for approval of re- appointment of Mr. Sudhir Kumar Jain, (DIN 06419514), as an Independent Director of the Company, not liable to retire by rotation.		
8	Special Resolution for approval of re- appointment of Dr. Meenakshi Nayar, (DIN 06866256), as an Independent Woman Director of the Company, not liable to retire by rotation.		
9	Special Resolution pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for approval of continuation of appointment Dr. Vinay Bharat Ram (DIN 00052826, as a Director of the Company, whose office of director is liable to retire by rotation.		
10	Special Resulation for approval of re- appointment of Mr. Sushil Kapoor (DIN 02481289) as Whole-Time Director designated as Executive Director (Engineering Business) of the Company, for a period of three (3) years w.e.f. January 15, 2019 upto January 14, 2022.		
11	Ordinary Resolution for approval of ratification of remuneration payable to Cost Auditors for Financial Year 2019-20.		
12	Special Resulation for approval to sell, transfer, hive-off and/or otherwise dispose of Business Undertaking, namely, 'DCM Engineering Products' located at village Asron, Shaheed Bhagat Singh Nagar, Punjab-140001 to DCM Tools & Dyes Limited, wholly owned subsidiary of the Company, on a going concern basis by way of a slump sale		
13	Special Resulation for approval to sell/transfer/or otherwise dispose off in any manner of more than 50% of company's shareholding in DCM Tools & Dyes Limited, wholly owned subsidiary of the company (hereinafter referred to as 'DTDL') and/or to sell, transfer, dispose of asset(s) and/or, the whole or substantially the whole of the undertaking or one or more undertakings of DTDL		

Signed this day of 2019

.....
Signature of the member

Affix revenue stamp of not Less than Rs. 0.15

.....
Signature of the first proxy holder

.....
Signature of the second proxy holder

.....
Signature of the third proxy holder

Notes:

- This form of proxy in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.**
- A Proxy need not be a member of the Company.**
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- It is optional to indicate your preference. Please put '√' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.

DCM LIMITED**Registered Office:** Vikrant Tower, 4, Rajendra Place, New Delhi - 110008**CIN:** L74899DL1889PLC000004,**e-mail:** investors@dcm.in, website: www.dcm.in,**Ph:** 011-25719967, **Fax:** 011-25765214**ATTENDANCE SLIP****129TH ANNUAL GENERAL MEETING - SEPTEMBER 30, 2019**

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 129th Annual General Meeting of the Company at the MPCU Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, New Delhi - 110054, on Monday, September 30, 2019 at 11:00 A.M......
Member's Folio/DP. ID - Client ID No......
Name of the member / proxy
(in BLOCK letters).....
Signature of the member / proxy**Note :** 1. Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

2. No bags, briefcases, drinks and eatables will be allowed to be carried inside the auditorium.

**DCM LIMITED****Registered Office:** Vikrant Tower, 4, Rajendra Place, New Delhi - 110008**CIN:** L74899DL1889PLC000004,**e-mail:** investors@dcm.in, website: www.dcm.in,**Ph:** 011-25719967, **Fax:** 011-25765214**REMOTE E - VOTING PARTICULARS**

EVEN (Remote E-Voting Event Number)	USER ID	PASSWORD / PIN

Note: Please read instructions given at Note No. 26 of the Notice of the 129th Annual General Meeting carefully before voting electronically.