

Notice of Annual General Meeting

DCM LIMITED

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

CIN: L74899DL1889PLC000004

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

Notice is hereby given that the 130th Annual General Meeting of DCM Limited ('the Company') will be held on Friday, September 25, 2020 at 11.45 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses :

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the audited standalone financial statements of the Company for the financial year ended March 31, 2020, 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, 2020 together with Report of Auditors thereon.
2. To appoint a director in place of Mr. Dinesh Dhiman (DIN: 08021624), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company and in this regard 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 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and of Board of Directors of the Company, M/s. S S Kothari Mehta & Company, Chartered Accountants (Firm Registration No.000756N), be and are hereby appointed as the Statutory Auditors of the Company for a period of five (5) years, commencing from the conclusion of this Annual General Meeting till the conclusion of 135th Annual General Meeting of the Company to be held in the year 2025 at such remuneration plus applicable taxes and out of pocket expenses, if any, as may be recommended by the Audit Committee and approved by the Board of Directors of the Company."

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and Regulations 17, 25 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Dr. Kavita A Sharma (DIN-07080946), who was appointed as an Additional Director by the Board of Directors of the Company with effect from November 14, 2019 pursuant to provisions of Section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting 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 her candidature for the office of Director, be and is hereby appointed as an Independent Woman Director of the Company

for a term of five (5) consecutive years, commencing with effect from November 14, 2019 upto November 13, 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 recommendation of the Nomination and Remuneration Committee and Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), 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 members of the Company be and is hereby accorded for continuation of the appointment of Mr. Jitendra Tuli (DIN 00272930), aged around 80 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 October 1, 2019, requires approval of shareholders by way of special resolution), for his remaining term of office with effect from October 1, 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."

6. 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), at a fee upto Rs. 5000/- (Rupees 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 2020-21, 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."

Registered Office

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

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

Place : Delhi

Date : June 26, 2020

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

DCM

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item nos. 4 to 6 under Special Business and an Explanation in respect of appointment of Statutory Auditors of the Company as per Regulation 36(5) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time, is annexed with this Notice. The Board of Directors of the Company at its meeting held on June 26, 2020 considered that the special business under Item Nos. 4 to 6, being considered unavoidable, be transacted at the 130th AGM of the Company.
2. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the 130th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue.
3. Since this AGM is held without the physical presence of the Members, the Proxy Form and the Attendance Slip are not annexed to this Notice.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, September 19, 2020 to Friday, September 25, 2020 (both days inclusive).
5. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of its board of governing body Resolution/Authorization etc, authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through e-voting. The said resolution/authorization shall be sent to the scrutinizer by e-mail through its registered e-mail address to pragnyap.pradhan@gmail.com with a copy mark to investors@dcml.in
6. 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.
7. 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.
8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company latest by 19.09.2020 through email on investors@dcml.in. Such questions shall be taken up during the meeting or replied by the Company suitably. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number at investors@dcml.in on or before 19.09.2020. Those Members, who have registered themselves as a speaker will only be allowed to express their view, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.
10. Statutory Registers as maintain under Companies Act 2013 will be available electronically for inspection by the member on the website of the Company at www.dcm.in during the time of AGM, basis the request being send on investors@dcml.in.
11. In Compliance with the aforesaid MCA and SEBI Circular(s), Notice, inter-alia, explaining the manner of attending AGM through VC/OAVM and electronic (e-voting) voting along with explanatory statement of 130th AGM of the Company and Annual Report of the Company for financial year 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories as on August 21, 2020. Members may note that the Notice and Annual Report will also be available on the website of the Company (www.dcm.in), website(s) of BSE Limited (www.bseindia.com) and the National Stock Exchange of India Ltd. (www.nseindia.com), on the website of NSDL (www.evoting.nsdl.com) and also at the website of our RTA (www.mcsregistrars.com).
12. 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 convert 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.
13. Members, who are holding shares in physical/electronic form and their e-mail addresses are not registered with the Company/their respective Depository Participants, are requested to register their e-mail addresses at the earliest by sending scanned copy of a duly signed letter by the Member(s) mentioning their name, complete address, folio number, number of shares held with the Company along with self-attested scanned copy of the PAN Card and self-attested scanned copy of any one of the following documents viz., Aadhar Card, Driving Licence, Election Card, Passport, utility bill or any other Govt. document in support of the address proof of the Member as registered with the Company for receiving the Annual Report of the Company for financial year 2019-20 along with AGM Notice by email to investors@dcml.in or admin@mcsregistrars.com. Members holding shares in demat form can update their email address with their Depository Participants.
14. Please note that the updation/registration of email addresses on the basis of the above scanned documents will be only for the purpose of sending the notice of 130th AGM and Annual Report for 2019-20 and thereafter shall be disabled from the records of the RTA immediately after the 130th AGM. The Member(s) will therefore be required to send the email ID updation request along with hard copies of the aforesaid documents to RTA for actual registration in the records to receive all the future communications including Annual Reports, Notices, Circulars, etc. from the Company electronically.
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.
23. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are available for inspection by the members through electronic mode, basis the request being sent on investors@dcm.in.

24. The relevant details as required under Regulations 26(4) and 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time, 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 130th AGM under Item No. 2, 4 & 5 of Notice of this 130th AGM, are provided at page no. 7 of the Annual Report.

25. Since the AGM will be held through VC/OAVM without the physical presence of Members at a common venue, the route map is not required.

26. Instructions for e-voting and joining the AGM are as follows:

A. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 ("Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended up to date and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to the Members to cast their votes, on the Resolutions proposed to be considered at AGM, by electronic voting system from a place other than venue of the AGM ("remote e-voting") arranged by National Securities Depository Limited (NSDL).
- II. The remote e-voting period shall commence on Tuesday, September 22, 2020 at (9.00 A.M. IST) and ends on Thursday, September 24, 2020 at (5.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 18, 2020, may cast their vote by remote e-voting. The said remote e-voting module shall be disabled by NSDL for voting thereafter. Once the e-vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- III. Those Members, who will be participating in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through e-voting prior to AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- IV. The Members who has cast their vote by remote e-voting prior to the AGM may also attend and participate in the AGM through VC/OAVM means, but shall not be entitled to cast their e-vote again.
- V. Mrs. Pragnya Parimita Pradhan, Company Secretary in whole-time practice, (COP: 12030) 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.
- VI. The manner and process of remote e-Voting are as under:

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>

Step 2: Cast your vote electronically on NSDL e-Voting system.

A detail on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
4. Your User ID details are given below

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

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in or mentioning your

demat account number/folio number, your PAN, your name and your registered address.

- d) Members can also use the one-time password (OTP) based login for casting the e-votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" -113441 of DCM Limited.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your e-vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your e-vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your e-vote.
- VII. In case of any queries/grievance, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at or contact Mr. Amarjit at 011-41406148 (E-mail: admin@mcsregistrars.com). If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on or contact NSDL at the following toll free no.: 1800-222-990.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 18, 2020.
- X. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 18, 2020, may obtain the login ID and password by sending a request at or Registrar and Transfer Agent (RTA) of the Company.
- XI. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM and a person who is not a Member as on the cut-off date i.e. September 18, 2020, should treat this Notice for information purposes only.

B. Instructions for Members for Attending the AGM through VC/OAVM as are under:

1. Members will be able to attend the AGM through VC/OAVM or view

the live webcast of AGM provided by NSDL at www.evoting.nsdl.com by using their remote e-voting login credentials and selecting the EVEN for Company's AGM. Members who do not have the User ID and password or have forgotten the user id and password may retrieve the same by following the remote e-voting instructions mentioned in the notice. Further Members can also use the OTP based for logging into the e-voting system of NSDL.

2. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first basis.
3. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in or 1800-222-990 or contact Ms. Pallavi Mhatre, Manager- NSDL at 022-24994545 or pallavid@nsdl.co.in or Ms. Soni Singh, Assistant Manager- NSDL at 022-24994559 or sonis@nsdl.co.in.
4. Shareholders who will participate in the AGM through VC/OAVM can also post question/feedback through question box option. Such questions by the Members shall be taken up during the meeting or replied by the Company suitably.

C. e-voting result

1. The Scrutinizer shall immediately after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting and e-vote cast during AGM and will make, not later than 48 hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total e-votes cast before and during the AGM in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
2. The Results declared along with the report of the Scrutinizer will be placed on the website of the Company at www.dcm.in and on the website of NSDL at www.nsdl.co.in immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results will also be immediately submitted to the BSE Limited & National Stock Exchange of India Limited.
3. Other instructions:
Please note that:
 - Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36(5) OF SEBI LISTING REGULATIONS.

Item No. 3

The Board of Directors on recommendation of Audit Committee and subsequent approval of the members of the Company obtained through postal ballot, appointed M/s SS Kothari Mehta & Company, Chartered Accountants [Firm Registration No. 000756N] as Statutory Auditor of the Company w.e.f. October 1, 2019 to fill the casual vacancy arisen due to the resignation of M/s BSR & Co. LLP, Chartered Accountants, (Firm Registration No. 10124) and shall hold office upto the conclusion of this Annual General Meeting.

Further, as per the provisions of Section 139 (1) Companies Act, 2013, Company is required to appoint Statutory Auditor of the Company for a term of 5 consecutive years in the Annual General Meeting.

Accordingly, pursuant to the recommendation of the Audit Committee, the Board proposed to appoint M/s. S S Kothari Mehta & Company, Chartered

Accountants (Firm Registration No. 000756N), as the Statutory Auditor of the Company, to hold office for a period of 5 consecutive years from the conclusion of the 130th Annual General Meeting of the Company till the conclusion of the 135th Annual General Meeting to be held in the year 2025.

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

It is proposed to pay fee upto Rs. 15.50 Lacs excluding out of pocket expenses, if any or such other remuneration as may be recommended by Audit Committee and approved by Board of Directors. The proposed fee is less than the fee paid to previous auditors i.e. M/s BSR & Co., LLP Chartered Accountants. The material change in the proposed fee to be paid to M/s SS Kothari Mehta & Company, Chartered Accountants, is due to reduction in the area of work which is due to demerger of Textile Unit and sale of IT Division of the Company.

Board recommends the **Ordinary Resolution** as set out at item no. 3 in this Notice for approval of the members of the Company.

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

Brief Profile of the auditors

M/s. SS Kothari Mehta & Company, Chartered Accountants, (FRN 000756N), ("the Audit Firm"), is a renowned firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Audit Firm was established in the year 1953. It has registered/head office situated at Plot No. 68, Okhla Phase – III, New Delhi – 110020. The Audit Firm has valid Peer Review certificate. It is primarily engaged in providing audit and assurance services to its clients.

Item no. 4

The Board of Directors of the Company have appointed Dr. Kavita A Sharma as an Additional Director of the Company with effect from November 14, 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, she would hold office as such up to the date of this Annual General Meeting of the Company.

In terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, it is proposed to appoint Dr. Kavita A Sharma as an Independent Women Director of the Company for a term up to 5 (five) consecutive years commencing from November 14, 2019.

The Company has received declaration(s) from Dr. Kavita A Sharma to the effect that she 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"), as amended from time to time. Further, in terms of regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge her duties.

In the opinion of the Board, Dr. Kavita A Sharma fulfills the conditions specified in the Companies Act, 2013 and SEBI Listing Regulations for appointment as an Independent Directors 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 Dr. Kavita A Sharma for the office of director of the Company.

Dr. Kavita A Sharma holds Ph.D. degree in English from the University of Delhi. She has also completed her degree in LLM from the University of British Columbia, Canada. She had served as Director of India International Centre,

New Delhi during the period from August, 2008 to October, 2014 and was also Honorary visiting Lecturer at Tokyo Women's Christian College during the period 1974-75 and at University of Indonesia during the period 1977-78. She has been awarded with various fellowships including Faculty Enrichment Fellowship by Shastri Indo Canadian Institute at Vancouver, Academic Year 1991-92.

She is associated with many professional organisations including English Association, Indian Association of Canadian Studies, Indian Law Institute and Indian History Congress. Through her teaching, publications and association with many professional institutions she is an active contributor in the field of higher education.

She was conferred the Indira Gandhi Sadbhavana Award by the National Integration and Economic Council in 2005. She has been the Founder President of Parent's Forum for Meaningful Education.

Other than Dr. Kavita A Sharma and her 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 in Item No. 4 of this Notice.

Keeping in view her expertise and knowledge, it will be in the interest of the Company that Dr. Kavita A Sharma is appointed as an Independent Woman Director.

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

Item No. 5

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 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.

Further, Mr. Jitendra Tuli, aged 80 years (date of birth 20th September, 1939) was re-designated as Director of the Company under section 152 of the Companies Act, 2013 and Rules made there under, liable to retire by rotation w.e.f October 1, 2019.

Mr. Jitendra Tuli is more than 75 years of age and accordingly as per Regulation 17(1A) of Listing Regulations, his continuation as Director of the Company, liable to retire by rotation, with effect from 1st October, 2019 shall require approval of shareholders by way of special resolution.

A brief justification for his continuation as Director on the Board of the Company with effect from 1st October, 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. He was also appointed as Managing Director of the Company for a period of three (3) years w.e.f October 1, 2019. His track record of managing the Company is also a plus for the Board.

Mr. Jitendra Tuli has around 56 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 of Directors is of the opinion that Mr. Jitendra Tuli possesses relevant expertise and vast experience and his association as Director will be beneficial and in the best interest of the Company. His presence on the Board of the Company adds more value and gives confidence to the Board in its decisions. Further, his association supports a good balance in the composition of the Board.

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 proposed **Special Resolution** as set out in Item No. 5 of this Notice.

Accordingly, the Board recommends the **Special Resolution** as set out at Item No. 5 of this Notice for approval of the members of the Company

Item No. 6

As per Section 148 of the Companies Act, 2013 and Rules issued thereunder, as amended from time to time, Cast Iron Unit namely 'DCM Engineering Products' located at Ropar, Punjab is covered under the ambit of mandatory cost audit. Therefore Company is required to appoint cost Auditor for financial year 2020-21 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 June 26, 2020 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 2020-21, 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 fees upto Rs. 5000/- (Rupees 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. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for financial year 2020-21.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 6 of the Notice.

The Board recommends the **Ordinary Resolution** as set out at Item No. 6 of this Notice for approval of the members of the Company.

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

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

Place: Delhi
Date: June 26, 2020

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

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT 130th ANNUAL GENERAL MEETING OF THE COMPANY

Name of the Director	Mr. Dinesh Dhiman	Dr. Kavita A Sharma	Mr. Jitendra Tuli
Director Identification Number (DIN)	08021624	07080946	00272930
Date of Birth	11.02.1967	05.07.1950	20.09.1939
Date of Appointment	13.12.2017 (Appointed as an additional director on the Company). He was also appointed as Whole-Time Director designated as Executive Director (Engineering Operations) of the Company w.e.f. 13.12.2017 for a period of three years.	14.11.2019 (Appointed as an additional director of the Company)	20.12.2005 (Appointed as an additional director of the Company). 12.08.2019 (Appointed as Independent Director of the Company). 1.10.2019 (Re-designated as Director, liable to retire by rotation). He was also appointed as Managing Director of the Company effective from the same date.
Qualification	BE in Mechanical Engineering from BIT Dhanbad.	Ph.D. degree in English from the University of Delhi and LLM from the University of British Columbia, Canada.	B.Com (Hon.), Post Graduate Diploma from London School of Journalism. Attended the School of Public Relations and communications at Boston University, USA.
Experience & Expertise in specific functional area	He has more than 24 years of experience in foundry and other automotive component industry.	She served as Director of India International Centre, New Delhi during the period from August, 2008 to October, 2014 and was also Honorary visiting Lecturer at Tokyo Women's Christian College during the period 1974-75 and at University of Indonesia during the period 1977-78. She has been awarded with various fellowships including Faculty Enrichment Fellowship by Shastri Indo Canadian Institute at Vancouver, Academic Year 1991-92.	He has around 56 years of vast experience in Communications, external relations, media management and social responsibility.
Profile of the Director	Mr. Dinesh Dhiman joined Engineering Division in 2008. He was heading the Plant Operation of Engineering Division and designated as AVP-Operations. During his tenure with the Company, he has contributed in new product development, continuous improvements like castings weight optimisation / yield improvements and lead time reduction etc. besides supporting expansion / introduction of new technologies of the Engineering Division.	Dr. Kavita A Sharma holds Ph.D. degree in English from the University of Delhi. She is also LLM from the University of British Columbia, Canada. She started teaching in 1971 in Delhi University's Hindu College and became its Principal in 1998 and served there till 2008 thereafter she took up another challenging assignment as Director of India International Centre, New Delhi. She has published a number of books including Internationalization of Education, Sixty Years of University Grants Commission, Hindu College, Delhi- A People's Movement and The Windmills of the Mind etc. She has widely travelled around the world and also been an Honorary Visiting Lecturer at Tokyo's Women's Christian College and University of Indonesia. She is associated with many professional organisations including English Association, Indian Association of Canadian Studies, Indian Law Institute and Indian History Congress. Through her teaching, publications and association with many professional institutions she is an active contributor in the field of higher education. She was conferred the Indira Gandhi Sadbhavana Award by the National Integration and Economic Council in 2005. She has been the Founder President of Parent's Forum for Meaningful Education.	Mr. Jitendra Tuli was 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 as founder member of Cancer Sehyog.
Terms & Conditions of re-appointment along with details of remuneration sought to be paid and last drawn by him	Please refer respective item no. 2. Mr. Dinesh Dhiman, Whole Time Director designated as Executive Director (Engineering Operation) of the Company, in his capacity as director is liable to retire by rotation, being eligible, offers himself for re-appointment at the ensuing Annual General Meeting of the Company. He is drawing remuneration from the Company, in his capacity as Whole-Time Director designated as Executive Director (Engineering Operation) of the Company, which is mentioned in the Corporate Governance Report, forming part of this Annual Report	Please refer to respective resolution no. 4. She 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 respective resolution no. 5 and explanatory statement in respect of said 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 31.03.2020	Nil	Nil	Nil
Relationship with other directors and KMPs of the Company	Nil	Nil	Nil
No. of Meetings of Board attended during the year	7 (for details please refer to the Corporate Governance Report, forming part of this Annual Report)	2 (for details please refer to the Corporate Governance Report, forming part of this Annual Report)	10 (for details please refer to the Corporate Governance Report, forming part of this Annual Report)
List of Companies in which outside directorship held	Nil	Universal Cables Limited	DCM Nouvelle Limited
Chairman/Member of the Committees of Board of Directors of Indian Companies	Chairmanship(s) of Committees of the Board Nil Membership(s) of Committees of the Board Nil	Chairmanship(s) of Committees of the Board Nil Membership(s) of Committees of the Board Nil	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