

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 131st Annual General Meeting of DCM Limited ('the Company') will be held on Tuesday, September 28, 2021 at 11:00 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, 2021, 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, 2021 together with Report of Auditors thereon.
2. To appoint a director in place of Mr. Jitendra Tuli (DIN: 00272930), 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. Vinay Sharma (DIN: 08977564), 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 December 15, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013, as amended from time to time, 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 an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the 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 other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule-V of the Companies Act, 2013, as amended from time to time, and relevant provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Vinay Sharma (DIN:08977564), as Whole-Time Director of the Company designated as Executive Director (Engineering Business) w.e.f. December 15, 2020 for a period of three (3) years from December 15, 2020 up to December 14, 2023 on the remuneration and terms and conditions as given below:

Sl. No.	Particulars	Amount in Rs. (Per Month)	Amount in Rs. (Per Annum)
I	SALARY AND ALLOWANCES		
	Basic Salary	35,000	4,20,000
	House Rent Allowance	17,500	2,10,000
	LTA	1,875	22,500
	Medical Allowance	2,920	35,040
	Special Allowance	83,000	9,96,000
	Car Allowance	20,000	2,40,000
	Sub-Total (I)	1,60,295	19,23,540
II	OTHERS		
	Company Contribution to Provident Fund as per policy/rules of the Company.	4,207	50,484
	Gratuity as per policy / rules of the Company.	1,683	20,196
	Sub-Total (II)	5,890	70,680
III	Total (I)+(II)	1,66,185	19,94,220

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

The annual increase in total remuneration (as stated at point no. III of table given above) of Mr. Vinay Sharma, Whole-Time Director of the Company designated as Executive Director (Engineering Business) shall be as may be decided by the Board of Directors of the Company on the recommendations of Nomination and Remuneration Committee, from time to time.

Other Terms and Conditions:

- a) 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.
- b) For the discharge of duties, Mr. Vinay Sharma shall report to and derive his authorities and functional responsibilities from the Chairman and/or Managing Director or as may be decided by the Board of Directors of the Company, from time to time.
- c) Subject to overall superintendence, direction and control of the Board of Directors, Mr. Vinay Sharma shall be responsible for the day to day affairs of the Engineering Business Unit of the Company namely 'DCM Engineering Product' situated at Village Asron, Tehsil Balachur, District Shaheed Bhagat Singh Nagar, Punjab.
- d) Either party may terminate the appointment by giving to the other, three (3) calendar months' notice in writing.
- e) 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, as amended from time to time.

- f) Encashment of leave at the end of tenure will not be included in the computation of the ceiling on perquisites.
- g) Remuneration for a part of the year shall be computed on a pro-rata basis.
- h) Perquisites shall be evaluated at actual cost or if the cost is not ascertainable the same shall be valued as per Income Tax Rules.
- i) 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. Vinay Sharma, 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.”

- 5. 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 Mr. Jitendra Tuli (DIN 00272930), as a director of the Company liable to retire by rotation, of this notice of the 131st 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 (“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 81 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 131st AGM, requires approval of shareholders by way of special resolution), for his remaining term of office with effect from 131st AGM 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), 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 2021-22, 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**

Sd/-

Sanjeev Kumar

**Company Secretary & Compliance Officer
ACS 32723**

Place : New Delhi

Date : June 29, 2021

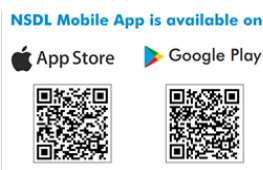
Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, as amended from time to time, in respect of Item nos. 3 to 6 under Special Business is annexed with this Notice. The Board of Directors of the Company at its meeting held on June 29, 2021 considered that the special business under Item Nos. 3 to 6, being considered unavoidable, be transacted at the 131st Annual General Meeting (AGM) of the Company.
2. In view of the continuing COVID-19 pandemic, Ministry of Corporate Affairs (“MCA”), vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 5, 2020 read together with Circular No. 02/2021 dated January 13, 2021 (collectively referred to as ‘MCA Circulars’) and SEBI vide its circular dated May 12, 2020 and January 15, 2021 (collectively referred to as ‘SEBI Circulars’) has permitted the Company to hold Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual means (OAVM, accordingly the 131st AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Accordingly, 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 Wednesday, September 22, 2021 to Tuesday, September 28, 2021 (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@dcm.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, as amended from time to time.
 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 September 21, 2021 through an email on investors@dcm.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@dcm.in on or before September 21, 2021. 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, as amended from time to time, 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@dcm.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 voting (e-voting) along with explanatory statement of 131st AGM of the Company and Annual Report of the Company for financial year 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories as on August 20, 2021. 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) and on the website of NSDL (www.evoting.nsdl.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 2020-21 along with AGM Notice by email to investors@dcm.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 131st AGM and Annual Report for 2020-21 and thereafter shall be disabled from the records of the RTA immediately after the 131st 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, 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.
 17. 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.
 18. As per the provisions of Section 72 of the Companies Act, 2013, as amended from time to time, 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.
 19. 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, as amended from time to time.

20. 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.
21. 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.
22. 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.
23. The relevant details as required under Regulation 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 131st AGM under Item No. 2, 3, 4 & 5 of Notice of this 131st AGM, are provided at page no. 11 of the Annual Report.
24. 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.
25. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Share Transfer, Finance Facilities and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
26. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 02/2021 dated January 13, 2021.
27. Instructions for e-voting and joining the AGM are as follows:
- A. Voting through electronic means**
- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- II. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.dcm.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- III. The remote e-voting period shall commence on Saturday, September 25, 2021 at (9.00 A.M. IST) and ends on Monday, September 27, 2021 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 21, 2021, 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.
- IV. 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.
- V. 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.
- VI. 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.
- VII. The manner and process of remote e-Voting are as under:
- Step 1: Access to NSDL e-Voting system**
- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">  </p>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@dcm.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@dcm.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of DCM Limited “117152” to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

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

GENERAL GUIDELINES FOR SHAREHOLDERS

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pragnyap.pradhan@gmail.com with a copy marked to evoting@nsdl.co.in

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, NSDL, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559 or our RTA at admin@mcsregistrar.com or 011-41406149-52 to evoting@nsdl.co.in

- I. 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 or call on toll free no.: 1800-222-990 or send a request at or contact Mr. Amarjit, Senior Manager at 011-41406148 (E-mail: admin@mcsregistrars.com) or Mr. Sanjeev Kumar (Company Secretary) at 011-41539170 (E-mail: investors@dcm.in). 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 www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990. The Individual Shareholders holding securities in demat mode, may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.
- II. 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).
- III. 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 i.e. September 21, 2021.
- IV. 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 21, 2021 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Registrar and Transfer Agent (RTA) of the Company. The Individual Shareholders holding securities in demat mode, may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.
- V. 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 e-voting at the AGM and a person who is not a Member as on the cut-off date i.e. September 21, 2021 should treat this Notice for information purposes only.

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 votes cast 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.

- The Results declared along with the report of the Scrutinizer will be placed on the website of the Company and on the website of NSDL at 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, Mumbai & The National Stock Exchange of India Ltd., Mumbai.

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.
- Your login ID and password can be used by you exclusively for e-voting on the Resolutions placed by the companies in which you are the Shareholder.
- 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 THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013, AS AMENDED FROM TIME TO TIME.

Item No. 3 & 4

The Board of Directors (the 'Board') of the Company, on the recommendations of Nomination & Remuneration Committee, has appointed Mr. Vinay Sharma as an Additional Director of the Company with effect from December 15, 2020, in accordance with the provisions of Section 161(1) of the Companies Act, 2013, as amended from time to time, 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 ensuing Annual General Meeting of the Company.

Accordingly, it is proposed to seek the members' approval for the appointment of Mr. Vinay Sharma as a director of the Company, liable to retire by rotation, by way of an **Ordinary resolution**.

The Board of Directors of the Company, on the recommendations of Nomination & Remuneration Committee, has also appointed Mr. Vinay Sharma as Whole-time director designated as Executive Director (Engineering Business) of the Company for a period of three (3) years with effect from December 15, 2020 up to December 14, 2023, subject to the approval of members of the Company.

The remuneration proposed to be paid to Mr. Vinay Sharma in his capacity as Executive Director (Engineering Business) will be subject to the approval of lending banks as per the provision of Section 197 read with schedule V of the Companies Act, 2013. However the approvals of lending banks are awaited.

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

Keeping in view the experience of Mr. Vinay Sharma in the Industry and his involvement in the operations of 'DCM Engineering Products' (unit of DCM limited), it would be in the interest of the Company to appoint Mr. Vinay Sharma 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. Vinay Sharma justify his entitlement to the remuneration proposed as above.

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

The Board of Directors recommends the resolutions as set out under item nos. 3 & 4 of this Notice for the approval of members of the Company.

None of the directors and their relatives except Mr. Vinay Sharma is interested or concerned, financially or otherwise, in the aforesaid resolutions as set out under item nos. 3 & 4.

Further no Key Managerial Personnel is interested or concerned, financially or otherwise in the aforesaid resolutions as set out under item nos. 3 & 4.

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, as amended from time to time, is detailed below:

I. GENERAL INFORMATION

(1)	Nature of Industry	The Company is primarily engaged in the business of manufacturing and supply of castings across all segments in automotive market and Real Estate activities.
(2)	Date of or expected date of commencement of commercial production :	DCM Limited established in 1889 has been engaged in diversified business over the years. Presently, the Company is engaged inter alia in the manufacturing and supply of castings across all segments in automotive market and Real Estate activities.
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Not applicable

(4) **Financial Performance based on the given indicators:**

₹ in Lakh

Particulars	2020-2021	2019-2020	2018-2019
Revenue from operations	50.48	12890.01	38875.62
Other income	480.61	2611.78	307.96
Total Income	531.09	15501.79	39183.58
Other Expenditure	814.37	16526.89	40695.23
Finance Costs	856.71	1071.90	1308.35
Depreciation and amortisation	856.71	1177.13	1718.52
Profit /(Loss) before tax	(1996.70)	(3130.06)	280.18
Provision for taxation (including deferred taxes)	-	56.29	80.55
Profit / Loss after tax	(1996.70)	(3073.77)	199.63

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

II) INFORMATION ABOUT THE APPOINTEE

(1)	Background Details	<p>Mr. Vinay Sharma joined DCM Engineering Product, Engineering Division of the Company in 2011 as Senior Manager (Costing and MIS) and was promoted to the position of DGM Finance & Accounts in 2017.</p> <p>He did his B. Com in the year 1987 from Punjab University. He qualified ICWAI (Inter). He did his MBA in Finance in 2004.</p> <p>He is having more than 25 years of experience in various industries i.e. Foundry, Automotive Component Industry, Life Style Products Industries, Textile and Cycle Industries. Before joining DCM Engineering, he worked with reputed companies like Jindal Stainless Steel Limited, Vardhman Textile, Mannesmann Sachs India Limited and Atlas Cycles Industries Limited.</p>
(2)	Past Remuneration	7,42,220 (paid to him in his capacity as DGM Finance & Accounts)
(3)	Recognition or Awards	N.A.
(4)	Job Profile and his Suitability	His 25 years of experience in various industries i.e. Foundry, Automotive Component Industry, Life Style Products Industries, Textile and Cycle Industries and his contribution during with his stay with the Company makes him suitable for 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 Ordinary Resolution above relating to his appointment as Whole-Time Director, designated as Executive Director (Engineering Business) of the Company.
(6)	Comparative Remuneration	The remuneration proposed to be paid to Mr. Vinay Sharma 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	<p>Mr. Vinay Sharma holds NIL equity shares in the Company.</p> <p>Mr. Vinay Sharma does not have any relationship financial or otherwise with Board of Directors of the Company.</p>

*remuneration will be subject to the approval of lending banks.

III) OTHER INFORMATION

(1)	Reasons of loss or inadequate profits	The Engineering Division continue to make losses because of lower productivity and production constraints, primarily on account of IR issues and due to continued situation of industrial unrest at the Engineering Division, the Company was forced to declare a lockout of its Engineering operation w.e.f October 22, 2019.
(2)	Steps taken or proposed to be taken for improvement	<p>In order to post sustainable profitability and implement the sound operational model to revive the Engineering Business Undertaking:-</p> <p>1. The Board of Directors of the Company has approved a Composite Scheme of Arrangement in its meeting held on November 28, 2019. This Scheme provides for transfer of Engineering Business of the Company into DCM Engineering Ltd., a wholly owned subsidiary of the Company, on a going concern basis to facilitate the strategic investment and restructuring of outstanding loan, debts and liabilities pertaining to the Engineering Business to improve its serviceability.</p> <p>2. In addition to the said Restructuring Scheme, the Company is also taking other interim measures to improve the liquidity including proposed Rights Issue of equity shares approved by the Board in its meeting held on February 12, 2021, to augment capital and expedite the de-leveraging of the Company.</p>
(3)	Expected increase in productivity and profits in measurable terms	The series of steps taken/to be taken for improvement by the Company would help to increase productivity and profits. With these measures the company would expect increase in productivity and profits.

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 along with 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.

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 81 years (date of birth 20th September, 1939), as a Director of the Company, (whose office of director is liable to retire by rotation and whose continuation in office with effect from 131st AGM, requires approval of shareholders by way of special resolution), for his remaining term of office with effect from 131st AGM upto the period till he retires by rotation or ceases to be director of the Company.

A brief justification for his continuation as Director on the Board of the Company with effect from 131st AGM of the Company 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. He has good track record of managing the affairs of the Company is also a plus for the Board.

Mr. Jitendra Tuli has around 57 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, as amended from time to time.

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 there under, 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 2021-22 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 29, 2021 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 2021-22, 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 of upto Rs. 5,000/- (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 there under, as amended from time to time, 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 **Ordinary Resolution** as set out at Item No. 6 of the Notice of this 131st AGM for ratification of the remuneration payable to the Cost Auditors for financial year 2021-22.

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 : New Delhi
Date : June 29, 2021

**Sd/-
Sanjeev Kumar
Company Secretary & Compliance Officer
ACS 32723**

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT 131st ANNUAL GENERAL MEETING OF THE COMPANY.

Name of the Director	Mr. Vinay Sharma	Mr. Jitendra Tuli
Director Identification Number (DIN)	08977564	00272930
Date of Birth	24.04.1967	20.09.1939
Date of Appointment	15.12.2020 (Appointed as an additional director of the Company). He was also appointed as Whole-Time Director designated as Executive Director (Engineering Business) of the Company w.e.f. 15.12.2020 for a period of three (3) years.	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 for a period of three (3) years.
Qualification	B.com, MBA in Finance and ICWAI (Inter).	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 25 years of experience in various industries i.e. Foundry, Automotive Component Industry, Life Style Products Industries, Textile and Cycle Industries.	He has around 57 years of vast experience in Communications, external relations, media management and social responsibility.
Profile of the Director	Mr. Vinay Sharma did B. Com in the year 1987 from Punjab University. He qualified ICWAI (Inter) and MBA in Finance. He is having more than 25 years of working experience in various industries i.e. Foundry, Automotive Component Industry, Life Style Products Industries, Textile and Cycle Industries.	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 appointment/reappointment along with details of remuneration sought to be paid and last drawn by him	Please refer respective resolution nos. 3 & 4 and explanatory statement in respect of said resolution nos. 3 & 4 for terms and conditions of his appointment. He will draw remuneration from the Company, in his capacity as Whole-Time Director designated as Executive Director (Engineering Business) of the Company, which is subject to the approval of lending banks as per the requirement of Companies Act, 2013, as amended from time to time.	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 31.03.2021	Nil	Nil
Relationship with other directors and KMPs of the Company	Nil	Nil
No. of Meetings of Board attended during the year	3 (for details please refer to the Corporate Governance Report, forming part of this Annual Report)	8 (for details please refer to the Corporate Governance Report, forming part of this Annual Report)
List of Companies in which outside directorship held	Nil	DCM Nouvelle Limited
Chairman/Member of the Committees of Board of Directors of Indian Companies	Nil	DCM Limited: Chairmanship(s) of Committees: Nil Membership(s) of Committees: - Share Transfer, Finance Facilities and Stakeholders Relationship Committee. DCM Nouvelle Limited: - Chairmanship(s) of Committees: Nil - Membership(s) of Committees: Stakeholders Relationship Committee.