

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 132nd Annual General Meeting (AGM) of DCM Limited ('the Company') will be held on Friday, September 30, 2022 at 11:30 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, 2022, 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, 2022 together with Report of Auditors thereon.
2. To appoint a director in place of Mr. Vinay Sharma (DIN: 08977564), 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. Shayam Sunder Sharma (DIN: 00272803), who was appointed as an Additional Director of the Company with effect from September 30, 2021 by the Board of Directors based on the recommendations of Nomination & Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 (including any modification or re-enactment thereof) and the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, 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 Mr. Sumant Bharat Ram (DIN: 00052833), who was appointed as an Additional Director of the Company with effect from September 01, 2022 by the Board of Directors based on the recommendations of Nomination & Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 (including any modification or re-enactment thereof) and the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, 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."

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 the Board of Directors of the Company and subject to the provisions of Sections 196, 197, 198, 203 and Schedule-V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, including any statutory modification or re-enactment thereof, for the time being in force and other applicable provisions, if any, of the Companies Act, 2013 and Article of Association of the Company, Mr. Jitendra Tuli (DIN: 00272930), who has already attained the age of 70 years, be and is hereby appointed as Managing Director of the Company, for a further period of three (3) years with effect from October 1, 2022 to September 30, 2025, whose period of office shall be liable to determination by retirement by rotation, without remuneration but with same sitting fees as being paid/will be paid to other director(s) of the Company for attending meeting(s) of the Board of Directors and committee(s) thereof, from time to time.

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

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

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

"RESOLVED THAT in supersession of earlier resolution passed by members of the Company in the 131st Annual General Meeting of the Company held on 28.09.2021 for appointment of Mr. Vinay Sharma as Whole-Time Director of the Company designated as Executive Director (Engineering Business) of the Company and pursuant to the provisions Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), Article of Association of the Company and based on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the company, the consent of the Company be and is hereby accorded for the appointment of Mr. Vinay Sharma (DIN: 08977564), as Whole-Time Director of the Company designated as Executive Director (Business Operations) w.e.f. September 1, 2022 for a period of three (3) years from September 1, 2022 up to August 31, 2025, whose period of office shall be liable to determination by retirement by rotation, 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

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

He shall be entitled for annual increase in his aforesaid remuneration as may be decided by the Board of Directors of the Company on recommendations of the Nomination and Remuneration Committee, from time to time, however the same shall not exceed Rs.2,50,000/- per annum, at each occasion of the annual increment.

Other Terms and Conditions:

- The Board may in its discretion pay to him lower remuneration than the maximum remuneration stipulated hereinabove and revise it from time to time within the limits stipulated herein or if it exceeds, then with the necessary approvals, if any, at the appropriate point of time.
- For the discharge of duties, Mr. Vinay Sharma shall report to and derive his authorities and functional responsibilities from the Chairman and/or Managing Director or as may be decided by the Board of Directors of the Company, from time to time.
- 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 'DCM Engineering Products' a unit of the Company (referred as 'Engineering Division') situated at Village Asron, Tehsil Balachur, District Shaheed Bhagat Singh Nagar, Punjab as well as Real Estate Operations of the Company at Hisar, Haryana.
- Either party may terminate the appointment by giving to the other, three (3) calendar months' notice in writing.
- In the event of termination of appointment by the Company, he shall not be entitled to receive compensation in accordance with the provisions of the Companies Act, 2013, as amended from time to time.
- Encashment of leave at the end of tenure will not be included in the computation of the ceiling on perquisites.
- Remuneration for a part of the year shall be computed on a pro-rata basis.
- Perquisites shall be evaluated at actual cost or if the cost is not ascertainable the same shall be valued as per Income Tax Rules.
- He shall not be entitled to any sitting fees for attending the meeting(s) of Board of Directors or Committee(s) thereof of the Company.

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

RESOLVED FURTHER THAT the Board of Directors of the Company including any Committee of Directors (constituted or to be constituted) 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 Director(s) or officer(s) or any other person(s) to give effect to the aforesaid resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, remuneration of Rs.5,000/- (Rupees Five Thousand only), plus GST & out-of-pocket expenses, if any, payable to M/s. V Kumar & Associates, Cost Accountants (Firm Registration Number-100137), who have been appointed as Cost Auditors by the Board of Directors of the Company, to conduct audit of the Cost Accounts pertaining to Cast Iron Unit of the Company namely 'DCM Engineering Products' located at Shaheed Bhagat Singh Nagar, Punjab for the financial year ending March 31, 2023 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 : September 01, 2022

**Sd/-
Yadvinder Goyal
Company Secretary**

Notes:

- An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, as amended from time to time, ('the Act') in respect of Item Nos. 3-7 of this Notice is annexed hereto. The special businesses under Item Nos. 3-7, are considered unavoidable by the Board of Directors for transacting at the 132nd Annual General Meeting (AGM) of the Company.
- The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, as amended (hereinafter referred to as 'SEBI Listing Regulations') 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 132nd AGM under Item Nos. 2, 3, 4, 5 & 6 of Notice of this 132nd AGM, are provided at page no. 12 of the Annual Report.
- In view of the continuing COVID-19 pandemic, Ministry of Corporate Affairs ("MCA"), has vide its 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 and Circular No. 2/2022 dated May 05, 2022 (collectively

referred to as 'MCA Circulars') and SEBI vide its circular dated May 12, 2020, January 15, 2021 and May 13, 2022 (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 132nd AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at Unit Nos. 2050 to 2052, 2nd Floor, Plaza-II, Central Square, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi-110006, which shall be deemed venue of the AGM.

4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. But since this AGM is being held pursuant to the provisions of MCA and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes on e-voting.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM 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 Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Share Transfer, Finance Facilities and Stakeholders Relationship Committee and Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. 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.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, September 23, 2022 to Friday, September 30, 2022 (both days inclusive).
8. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of their respective board or 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.
9. 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.
10. 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 132nd AGM of the Company and Annual Report of the Company for financial year 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories as on August 26, 2022. 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).

11. 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 23, 2022 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 23, 2022. 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.
12. Members attention is drawn to recent SEBI Circular No. - SEBI/ HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 and SEBI Circular No. - SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/687 dated December 14, 2021 (collectively referred to as 'the SEBI Circulars'), wherein it has been decided by the SEBI to mandatorily update the PAN, KYC, Nomination details, Bank details, Contact details and Specimen Signature of all shareholders holding shares in physical form and compulsory linking of PAN with Aadhaar No. by all shareholders.

In the said SEBI circulars, SEBI has also stipulated that if the shareholders holding shares in physical form do not update the PAN, KYC and Nomination details or these details are not made available to the Company or their Registrar and Share Transfer Agent (RTA) by March 31, 2023, then such folios shall be frozen by RTA on or after April 01, 2023 as per the directive issued by SEBI.

Further shareholders holding shares in physical mode are requested to ensure that their PAN is linked to Aadhaar by March 31, 2022 or any other date as may be specified by the Central Board of Direct Taxes (CBDT) to avoid freezing of folio on or after April 01, 2023.

Further as per the aforesaid SEBI Circulars, the frozen folios shall be referred by RTA / Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 or Prevention of Money Laundering Act, 2002, after December 31, 2025.

Further, we would like to draw your attention that, w.e.f. January 01, 2022, RTA will not process any service request or complaint from Shareholder(s)/ Claimant(s), for those Folios wherein the details/documents mentioned as aforesaid are not available and the said Folios shall be frozen by the RTA/ the Company in the manner and timelines prescribed in the Circulars.

Therefore, members are requested to comply with the following procedure to avoid any freezing of folios:-

- i. First link your PAN with Aadhaar latest by March 31, 2022 or any other date as may be specified by the CBDT. Update the valid PAN with RTA in Form ISR-1 latest by March 31, 2023. Copy of Form ISR-1 is available on the website of the Company.
- ii. Update your KYC details in Form ISR-1 and Nomination details in Form SH-13 with our RTA latest by March 31, 2023. Copies of Form ISR-1 and Form SH-13 are available on the website of the Company.

- iii. If you want to register/update your Signature in the Company/RTA records, submit Form ISR-2 duly verified by your Banker. A copy of Form ISR-2 is available on the website of the Company.
 - iv. In case you do not wish to nominate any person(s) with whom shall vest, all rights in respect of such shares in the event of his/her death, you are requested to file 'Declaration to Opt-out' in Form ISR-3 with our RTA. A copy of Form ISR-3 is available on the website of the Company.
 - v. If you want to change/cancel the existing nomination, then submit:
 - a) Form SH-14 to change in the nomination details.
 - b) Form SH-14 and Declaration to Opt-out in Form ISR-3 for cancellation of existing nomination.

Copies of Form SH-14 & Form ISR-3 are available on the website of the Company.
 - vi. Submit Bank Account details (Name of Bank with Branch address, Bank Account Number, IFS Code) to Company's RTA.
 - vii. Submit Contact Details i.e. Postal address with PIN, Mobile Number and Email Address to Company's RTA.
- Members may get in touch with Company's RTA for any queries or assistance in this regard.
13. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ('SEBI Listing Regulations'), securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. Further, SEBI vide its notification dated January 24, 2022 has mandated that all requests for transmission and transposition requests shall be processed only in dematerialized form. 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.
 14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed dividend account; exchange of securities certificate; sub-division of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, to the Company's Registrar and Transfer Agents, MCS Share Transfer Agents Limited. It may be noted that any service request can be processed only after the folio is KYC Compliant.
 15. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail 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, IFS code etc.:
 - a. For shares held in electronic form: to their Depository Participants (DPs)
 - b. For shares held in physical form: to the Company/ Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. and SEBI Circular No.-SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/687 dated December 14, 2021.
 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. 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 RTA of the Company in case the shares are held in physical form.
 18. Members are requested to note that dividends not encashed or remaining unclaimed for a period of seven (7) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended to date, all shares on which dividend remained unclaimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The Members/Claimants whose shares, unclaimed dividend and debenture interest and interest on deposits as well as the principal amount of debentures and deposits have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in the prescribed Form.

Members who have not yet encashed the dividend are requested to forward their claims to the Company or Company's Registrar and Share Transfer Agents.
 19. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection. During the AGM all the necessary Statutory Registers maintained under the Act shall remain open and accessible during the continuance of the AGM. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at investors@dcm.in
 20. Since this AGM will be held through VC/OAVM without the physical presence of members at a common venue, the route map is not required.
 21. Instructions for e-voting and joining the AGM are as follows:
 - A. Voting through electronic means**

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, May 05, 2020, January 13, 2021 and May 05, 2022 read with SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation 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.

 - I. 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.

- II. The remote e-voting period shall commence on Tuesday, September 27, 2022 at (9.00 A.M. IST) and ends on Thursday, September 29, 2022 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 23, 2022, 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 casted their vote on the resolutions through e-voting prior to AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- IV. The Members who have casted their vote by remote e-voting prior to the AGM may also attend and participate in the AGM through VC/OAVM means, but shall not be entitled to cast their e-vote again.
- 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 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 23, 2022.
- VII. 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 23, 2022 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".
- VIII. 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 23, 2022 should treat this Notice for information purposes only.
- IX. 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: 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"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

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. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.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 e-Voting and joining virtual meeting 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?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, 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.

- 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***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - 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. 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'.
 - 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.

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 “121541” to cast your vote during the remote e-Voting period and casting your vote during the AGM. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. 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.

3. 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, NSDL, at the designated email id – evoting@nsdl.co.in or our RTA at admin@mcsregistrars.com or 011-41406149-52 at evoting@nsdl.co.in
4. Shareholders can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

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 or admin@mcsregistrars.com
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 or admin@mcsregistrars.com. 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.

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 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.

Other Instructions

- a) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same.
- b) The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website and on the website of NSDL immediately after the results is declared and communicated to the Stock Exchanges where the equity shares of the Company are listed.
- c) Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of Annual General Meeting shall be deemed to be passed on the date of the AGM i.e. Friday, September 30, 2022.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013, AS AMENDED FROM TIME TO TIME

Item No. 3

The Board of Director of the Company based on the recommendation of the Nomination & Remuneration Committee, have appointed Mr. Shayam Sunder Sharma as an Additional Director of the Company with effect from September 30, 2021, in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company.

Further, in terms of the aforesaid provisions, he would hold office as such up to the date of this 132nd Annual General Meeting of the Company. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member signifying his intention to propose the candidature of Mr. Shayam Sunder Sharma for the office of director of the Company.

Mr. Shayam Sunder Sharma did his B.E in Electronics and Communication from IIT Roorkee in 1980. He is having 26 years of experience in the IT Industry and more than 15 years of experience in the Real Estate Business and related activities. He worked with erstwhile IT Division of the Company namely DCM Data Systems for about 26 years and handled Product Design, Development & Manufacturing before he moved to Purearth Infrastructure Ltd. (PIL), a joint venture company engaged in the business of Real Estate development, in Year 2006 as Vice President (Commercial).

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

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

Brief resume of Mr. Shayam Sunder Sharma, nature of his expertise in specific functional areas, names of listed companies (other than DCM Ltd.) in which he holds directorships and committee memberships, his shareholding in the Company, relationships amongst directors inter-se and name of listed entities from which he has resigned in the past three years as required under Regulation 36(3) of SEBI Listing Regulations, 2015 and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), are provided at page no. 12 of the Annual Report.

The Board of Directors recommends the Ordinary Resolution as set out under Item no. 3 of this Notice for the approval of members of the Company.

Other than Mr. Shayam Sunder Sharma and his relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution as set out at Item No. 3 of this Notice.

Item No. 4

The Board of Directors of the Company have appointed Mr. Sumant Bharat Ram as an Additional Director of the Company with effect from September 01, 2022, in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company.

Further, in terms of the aforesaid provisions, he would hold office as such up to the date of this 132nd Annual General Meeting of the Company. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member signifying his intention to propose the candidature of Mr. Sumant Bharat Ram for the office of director of the Company.

Mr. Sumant Bharat Ram holds Bachelor degree in Economics (Honors) from Delhi University. He did his Master's Degree from the University of Michigan, Ann Arbor, USA. He hails from pioneering Industrialist family of Lala Shri Ram. Before joining DCM Limited he worked with Toyota Motor Corporation, Japan and SRF Limited. He also worked as Executive Vice Chairman & Managing Director of erstwhile DCM Engineering Limited. In the past he has worked at various senior management positions including as member of the Board of the Company, from time to time. At present he is working as Whole-Time Director of Purearth Infrastructure Limited, a Joint Venture of the Company engaged in the business of Real Estate development. He is having experience of more than 30 years in management of Finance, Legal and Corporate Affairs and business operation.

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

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

Brief resume of Mr. Sumant Bharat Ram, nature of his expertise in specific functional areas, names of listed companies (other than DCM Ltd.) in which he holds directorships and committee memberships, his shareholding in the Company, relationships amongst directors inter-se and name of listed entities from which he has resigned in the past three years as required under Regulation 36(3) of SEBI Listing Regulations, 2015 and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), are provided at page no. 12 of the Annual Report.

The Board of Directors recommends the Ordinary Resolution as set out under Item no. 4 of this Notice for the approval of members of the Company.

Mr. Sumant Bharat Ram is Promoter of the Company. He also forms part of Promoter Group of the Company. He alongwith his relatives of the Company holds 90,66,634 equity shares (48.54%) of paid up share capital of the Company. Other than Mr. Sumant Bharat Ram and his relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution as set out at Item No. 4 of this Notice.

Item No. 5

Mr. Jitendra Tuli was appointed as Managing Director of the Company for a period of three (3) years with effect from October 01, 2019. The said term of Mr. Jitendra Tuli will complete on September 30, 2022.

The Board of Directors of the Company, based on the recommendations of Nomination & Remuneration Committee, has recommended to the shareholders to reappoint Mr. Jitendra Tuli, as Managing Director of the Company for a period of three (3) years, w.e.f. October 01, 2022, without payment of salary and perquisites but with sitting fees as paid to other directors.

Mr. Jitendra Tuli has attained the age of more than 70 years, accordingly Mr. Jitendra Tuli, is to be reappointed, as Managing Director of the Company, by way of Special Resolution, as required under Part-I of Schedule V and sub-section (3) of Section 196 of the Companies Act, 2013.

Mr. Jitendra Tuli 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 has been on Board of the Company since December 20, 2005. Mr. Jitendra Tuli was the 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 and from October 01, 2019 to till date.

Mr. Jitendra Tuli has around 58 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 Managing Director of the Company in the past, he has ample experience and understanding of the business of the Company.

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

This explanatory statement along with resolution no. 5 shall be construed to be memorandum setting out the terms of the appointment of Mr. Jitendra Tuli as specified under Section 190 of the Companies Act, 2013.

Brief resume of Mr. Jitendra Tuli, nature of his expertise in specific functional areas, names of listed companies (other than DCM Ltd.) in which he holds directorships and committee memberships, his shareholding in the Company, relationships amongst directors inter-se and name of listed entities from which he has resigned in the past three years as required under Regulation 36(3) of SEBI Listing Regulations, 2015 and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), are provided at page no. 12 of the Annual Report.

The Board of Directors recommends the Special Resolution as set out under Item no. 5 of this Notice for the approval of members of the Company.

Other than Mr. Jitendra Tuli and his relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No. 5 of this Notice.

Item No. 6

Mr. Vinay Sharma was appointed as Whole-Time Director and designated as Executive Director (Engineering Business) of the Company w.e.f. December 15, 2020. However due to non-receipt of requisite approval of lending banks as required under Section 197 read with Schedule V of the Companies Act, 2013, as amended, ('the Act') no remuneration was paid to him.

In view of continued situation of industrial unrest at DCM Engineering Products, a unit of the Company (hereinafter referred as 'Engineering Division'), the Board of Directors of the Company had declared lockout at its said Engineering Division w.e.f. October 22, 2019, which was severally curtailed liquidity in the Company. Therefore there was delay/default in payment of dues of secured lenders ('Banks'), who had provided term loan and/or working capital facilities to said Engineering Division of the Company. Pursuant to said delay/default, these banks have classified term loan and working capital facilities of said Engineering Division as Non-Performing Assets (NPA) in their books.

However, now the Company has made full & final payment of dues of these banks under One Time Settlement (OTS) as agreed with them bankers. Thus now requirement of taking approval of these banks is not required.

Further, the Company is also in process of development of its land parcel admeasuring about 68.35 acres situated at near Mela Ground, Hisar, Haryana (referred as 'Hisar land') and has entered into 'Joint Development Agreement' ('JDA') with a party for development of its said Hisar land under Deen Dayal Jan Awas Yojna. The above JDA is subject to receipt of certain government/regulatory approval(s) and compliance of certain terms and conditions by the said party. The said process of receiving regulatory approvals in the said matter is in process.

Mr. Vinay Sharma has more than 27 years of experience in various industries i.e. Foundry, Automotive Component Industry, Life Style Products Industries, Textile and Cycle Industries and in view of his involvement of in the operations of DCM Engineering Products as well as Real Estate Business of the Company at Hisar, Haryana, the Board of Directors of the Company, on the recommendations of Nomination & Remuneration Committee, have appointed Mr. Vinay Sharma as Whole-Time Director designated as Executive Director (Business Operations) of the Company with effect from September 1, 2022 for a period of three (3) years from September 1, 2022 up to August 31, 2025, subject to the approval of members of the Company.

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 'DCM Engineering Products' a unit of the Company (referred as 'Engineering Division') situated at Village Asron, Tehsil Balachur, District Shaheed Bhagat Singh Nagar, Punjab as well as Real Estate Operations of the Company at Hisar, Haryana.

This resolution of appointment of Mr. Vinay Sharma as Whole-Time Director designated as Executive Director (Business Operations) of the Company will supersede the earlier resolution passed by members of the Company in the 131st Annual General Meeting of the Company held on 28.09.2021 for appointment of Mr. Vinay Sharma as Whole-Time Director of the Company designated as Executive Director (Engineering Business) of the Company for a period of 3 years w.e.f. December 15, 2020 to December 14, 2023.

The remuneration proposed to be paid to Mr. Vinay Sharma is in line with the remuneration being paid to 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 proposed remuneration.

The remuneration as specified in resolution no. 6 will be paid as minimum remuneration to Mr. Vinay Sharma, as the Company has inadequate profits as per section 198 of the Act. Therefore his appointment will be subject to the approval of members of the Company by Special Resolution in terms of provision of second proviso of sub-section (1) of section 197 of the Act and by giving the necessary information and disclosure as specified in Schedule V of the Act. Further, the remuneration of Mr. Vinay Sharma is within the limit specified in Schedule V of the Act.

This explanatory statement along with resolution no. 6 shall be construed to be memorandum setting out the terms of the appointment of Mr. Vinay Sharma as specified under Section 190 of the Companies Act, 2013.

Keeping in view the experience of Mr. Vinay Sharma in the Industry and his involvement in the business operations of the Company, it would be in the interest of the Company to appoint Mr. Vinay Sharma as Whole-time director designated as Executive Director (Business Operations) of the Company.

Brief resume of Mr. Vinay Sharma, nature of his expertise in specific functional areas, names of listed companies (other than DCM Ltd.) in which he holds directorships and committee memberships, his shareholding in the Company, relationships amongst directors inter-se and name of listed entities from which he has resigned in the past three years as required under Regulation 36(3) of SEBI Listing Regulations, 2015 and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), are provided at page no. 12 of the Annual Report.

The Board of Directors recommends the Special Resolution as set out under item no. 6 of this Notice for the approval of members of the Company.

None of the directors and Key Managerial Personnel and their relatives except Mr. Vinay Sharma and his relatives are interested or concerned, financially or otherwise, in the aforesaid resolution as set out under item no. 6.

As the Company has inadequate profits as per section 198 of the Act, accordingly the disclosures as required under the Section II of Part II of Schedule V of the Act, are given herein below:

I. GENERAL INFORMATION

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

(4) Financial Performance based on the given indicators:

Rs. in Lakh

Particulars	Financial year 2021-22	Financial year 2020-21	Financial year 2019-20
Revenue from operations	110.15	50.48	12890.01
Other income	3599.25	480.61	2611.78
Total Income	3709.40	531.09	15501.79
Other Expenditure	625.16	814.37	16526.89
Finance Costs	579.42	856.71	1071.90
Depreciation and amortisation	762.11	856.71	1177.13
Profit /(Loss) before tax	1742.71	(1996.70)	(3130.06)
Less : Provision for taxation (including deferred taxes)	(35.48)	-	56.29
Profit / Loss after tax	1778.19	(1996.70)	(3073.77)

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

II) INFORMATION ABOUT THE APPOINTEE

(1)	Background Details	Mr. Vinay Sharma joined DCM Engineering Product, Engineering Division of the Company in 2011 as Senior Manager (Costing and MIS) and was promoted to the position of DGM Finance & Accounts in 2017. He did his B. Com in the year 1987 from Punjab University. He qualified ICWAI (Inter). He did his MBA in Finance in 2004. He is having more than 27 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.
(2)	Past Remuneration	Due to non-receipt of requisite approval of lending banks as per Section 197 read with schedule V of the Companies Act, 2013, as amended from time to time, no remuneration was paid to Mr. Vinay Sharma w.e.f. December 15, 2020. However, prior to that he was paid remuneration of Rs. 19,94,220/- per annum in his capacity as DGM Finance & Accounts of the Company.
(3)	Recognition or Awards	N.A.
(4)	Job Profile and his Suitability	His 27 years of experience in various industries i.e. Foundry, Automotive Component Industry, Life Style Products Industries, Textile and Cycle Industries and his contribution during his stay with the Company makes him suitable for appointment as Whole-time director designated as Executive Director (Business Operations) of the Company. [Please refer point no. 1 above (i.e. Background details)]
(5)	Proposed Remuneration	As set out in the Special Resolution no. 6 above relating to his appointment as Whole-Time Director, designated as Executive Director (Business Operations) 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 or other Director; if any	Mr. Vinay Sharma holds NIL equity shares in the Company. Mr. Vinay Sharma does not have any relationship financial or otherwise with the managerial personnel and the Board of Directors of the Company.

III) OTHER INFORMATION

(1)	Reasons of loss or inadequate profits	The Engineering Division continue to make losses because of lower productivity and production constraints, primarily on account of industrial unrest at the Engineering Division. Due to continued situation of said labour unrest, the Company was forced to declare a lockout of its Engineering operation w.e.f October 22, 2019, which remain continues as on date.
(2)	Steps taken or proposed to be taken for improvement	<p>In order to post sustainable profitability and implement the sound operational model:-</p> <p>1. With a view to restore profitability and revive the Engineering Division, it was considered necessary to rationalise the workforce and induct financial/strategic partner(s), who can provide critically required modern technology and financial investment to sustain and grow business.</p> <p>Accordingly, the Board of Directors of the Company in its meeting held on November 28, 2019 approved a composite scheme of arrangement for transfer of its said Engineering Division into DCM Engineering Limited (formerly known as DCM Tools and Dies Limited), a wholly owned subsidiary of the Company, to facilitate the induction of strategic partner and restructuring of debt pertaining to the said Engineering Division of the Company.</p> <p>However the said Scheme remained pending awaiting in-principle approval of secured lenders (Banks).</p> <p>Pursuant to the settlement of dues of Banks under one time settlement agreed with them, the Company is in process of taking necessary steps in this regard.</p> <p>2. The Company has initiated the process of development of its land parcel admeasuring about 68.35 acres situated at near Mela Ground, Hisar, Haryana (referred as 'Hisar land'). In this connection, the Company has entered into 'Joint Development Agreement' with a party for development of its said Hisar land under Deen Dayal Jan Awas Yojna. The above JDA is subject to receipt of certain government/regulatory approval(s) and compliance of certain terms and conditions by the said party. The said process of receiving regulatory approvals in the said matter is in process.</p>
(3)	Expected increase in productivity and profits in measurable terms	The series of steps taken/to be taken for improvement by the Company would help to enlarge business operations and increase in productivity.
(4)	Disclosures	<p>The information, as required, is provided in Annual Report. The remuneration package proposed to be given to Mr. Vinay Sharma is as per details given in the resolution.</p> <p>The Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of managerial personnel.</p>

Item No. 7

As per Section 148 of the Companies Act, 2013 and Rules issued there under, as amended from time to time, Cast Iron Unit of the Company 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 2022-23 in respect of said 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 May 28, 2022 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 2022-23, 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, approval of the members is sought by way of an Ordinary Resolution as set out at Item No. 7 of the Notice of this 132nd AGM for ratification of the remuneration payable to the Cost Auditors for financial year 2022-23.

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 Ordinary Resolution as set out at Item No. 7 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 7 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 : September 01, 2022

**Sd/-
Yadvinder Goyal
Company Secretary**

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT 132nd ANNUAL GENERAL MEETING OF THE COMPANY.

Name of the Director	Mr. Vinay Sharma	Mr. Shyam Sunder Sharma	Mr. Sumant Bharat Ram	Mr. Jitendra Tuli
Director Identification Number (DIN)	08977564	00272803	00052833	00272930
Date of Birth	24.04.1967	27.11.1958	13.04.1967	20.09.1939
Age	55 Years	63 Years	55 Years	82 Years
Date of Appointment	15.12.2020 (Appointed as an Additional Director as well as Whole Time Director designated as Executive Director (Engineering Business) of the Company). 01.09.2022. (Appointed as Whole Time Director of company designated as Executive Director (Business Operations) of the Company).	Appointed as an Additional Director of the Company w.e.f. August 28, 2021 to hold office upto the date of 13 th Annual General meeting (AGM) of the Company. However the Company could not include the resolution for his regularization/appointment in the notice of said AGM held on 28.09.2021 for the reason that his appointment was made subsequent to the date of issue of said notice. Pursuant to the above, he ceased to be director of the Company w.e.f. the date of said AGM i.e. 28.09.2021. Thereafter, he was again appointed as an Additional Director of the Company w.e.f. 30.09.2021.	01.04.2019 (Appointed as an Additional Director of the Company) 21.08.2019 (Ceased to be the Director of the Company) 01.09.2022 (Appointed as an Additional Director of the Company)	20.12.2005 (Appointed as an Additional Director of the Company). He was the 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 12.08.2019. (Appointed as Independent Director of the Company). 01.10.2019 (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.E in Electronics and Communication from IIT Roorkee in 1980.	Bachelor Degree in Economics (Hons.) from Delhi University, Master's Degree from the University of Michigan, Ann Arbor, USA	B.Com (Hons.), Post Graduate Diploma from London School of Journalism, Attended the School of Public Relations and communications at Boston University, USA.
Experience & Expertise in specific functional area	He has more than 26 years of experience in various industries i.e. Foundry, Automotive Component Industry, Life Style Products Industries, Textile and Cycle Industries.	He has around 26 years of experience in the IT Industry and more than 15 years of experience in the Real Estate Business and related activities.	He is having experience of more than 30 years in management of Finance, Legal and Corporate Affairs and business operation.	He has around 58 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. Shyam Sunder Sharma did his B.E in Electronics and Communication from IIT Roorkee in 1980. He is having 26 years of experience in the IT Industry and more than 15 years of experience in the Real Estate Business and related activities. He worked with worldwide IT Division of the Company namely DCM Data Systems for about 26 years and handled Product Design, Development & Manufacturing before he moved to Purearth Infrastructure Ltd. (PIL), a joint venture company engaged in the business of Real Estate development, in Year 2006 as Vice President (Commercial).	Mr. Sumant Bharat Ram holds Bachelor degree in Economics (Hons) from Delhi University. He did his Master's Degree from the University of Michigan, Ann Arbor, USA. He holds from pioneering industrialist family of Lala Shri Ram. After joining DCM Limited he worked with Toyota Motor Corporation, Japan and SRF Limited. He also worked as Executive Vice Chairman & Managing Director of erstwhile DCM Engineering Limited. In the past he has worked at various senior management positions including as member of the Board of the Company, from time to time. At present he is working as Whole-Time Director of Purearth Infrastructure Limited, a joint Venture of the Company engaged in the business of Real Estate development.	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 Amajyoti Charitable Trust and as founder member of Cancer Sebhyog.
Terms & Conditions of appointment/reappointment along with details of remuneration sought to be paid and last drawn by him	Please refer resolution nos. 2 & 6 for terms and conditions of his appointment. He is not entitled to any remuneration except payment by way of sitting fee for attending meetings of Board of Directors and Committees thereof.	Please refer resolution no. 3 for terms and conditions of his appointment of this notice. He is not entitled to any remuneration except payment by way of sitting fee for attending meetings of Board of Directors and Committees thereof.	Please refer resolution no. 4 for terms and conditions of his appointment of this notice. He is not entitled to any remuneration except payment by way of sitting fee for attending meetings of Board of Directors and Committees thereof.	Please refer resolution no. 5 and explanatory statement in respect of said resolution no. 5 for terms and conditions of his appointment of this notice. 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 31.03.2022	Nil	Nil	Mr. Sumant Bharat Ram is Promoter of the Company. He alongwith Promoter Group of the Company holds 90,66,634 equity shares.	Nil
Relationship with other directors and KMPs of the Company	He is not related to any other directors and KMPs of the Company.	He is not related to any other directors and KMPs of the Company.	He is not related to any other directors and KMPs of the Company.	He is not related to any other directors and KMPs of the Company.
No. of Meetings of Board attended during the year	9 (for details please refer to the Corporate Governance Report, forming part of this Annual Report)	5 (for details please refer to the Corporate Governance Report, forming part of this Annual Report)	N/A	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	1. FCS Software Solutions Limited 2. Estaserv Eservices Limited 3. Insync Business Solutions Limited 4. Kamakshi Realty Private Limited 5. Kamayani Properties Private Limited 6. Vighneshara Estates Private Limited 7. Kalpru Realty Private Limited	1. Purearth Infrastructure Limited 2. DCM Infotech Limited 3. Strategic Image Management Ltd 4. Aggrsar Leasing and Finance Pvt Ltd 5. Calipru Real Estates Pvt Ltd 6. Kamayani Facility Management Pvt Ltd 7. Vighneshara Estates Pvt Ltd 8. Kamayani Properties Pvt Ltd 9. Kamakshi Realty Pvt Ltd 10. Kalpru Realty Pvt Ltd 11. Primal Gray Private Limited (Formerly known as Houston Estates Private Limited)	DCM Nouvelle Limited
Chairman/Member of the Committees of Board of Directors of Indian Companies	Nil	FCS Software Solutions Limited Chairmanship(s) of Committees: - Share Transfer, Finance Facilities and Stakeholders Relationship Committee. - Audit Committee - Nomination and Remuneration Committee - Corporate Social Responsibility Committee	Purearth Infrastructure Limited Chairmanship(s) of Committees of the Board - Executive Committee (Purearth Infrastructure Limited) Membership(s) of Committees of the Board - Nomination & Remuneration Committee - Corporate Social Responsibility Committee	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: Stakeholders Relationship Committee - Membership(s) of Committees: Nil
Name of listed entities from which the person has resigned in the past three years	Nil	DCM Limited	DCM Limited	Nil