

## Notice of Annual General Meeting

### DCM LIMITED

Registered Office: Unit Nos. 2050 to 2052, 2<sup>nd</sup> 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 133<sup>rd</sup> Annual General Meeting (AGM) of DCM Limited ('the Company') will be held on Thursday, September 28, 2023 at 12:30 P.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, 2023, the reports of the Board of Directors and Statutory Auditors thereon; and
  - b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2023 together with Report of Statutory 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 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 133<sup>rd</sup> Annual General Meeting of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI Listing Regulations"), 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 83 years, as a Director of the Company, (whose office of director is liable to retire by rotation and whose continuation in office with effect from 133<sup>rd</sup> Annual General Meeting of the Company, requires approval of shareholders by way of special resolution), for his remaining term of office with effect from 133<sup>rd</sup> 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."

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 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, 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, 2024 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."

5. To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Regulation 2(1)(zb), Regulation 2(1)(zc)(i) & Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into material modification(s) in the existing related party transaction(s) with Purearth Infrastructure Limited, ('Purearth'), a Joint Venture Company promoted by the Company, a Related party of the Company in respect of extension of payment period of Book Debts of about Rs. 20 Crores (Rupees Twenty Crores only) and interest accrued / to be accrued thereon of about Rs. 10 Crores (Rupees Ten Crores only) aggregating to Rs. 30 Crore (Rupees Thirty Crores only) for purchase of Residential Units in the project "Amaryllis", Central Delhi from Purearth as per details provided in the explanatory statement to this resolution and more specifically set out in Table given in the explanatory statement to this resolution and on the respective material terms & conditions set out in said Table and on such other terms and conditions as may be agreed between the Company and Purearth subject to such transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted/ to be constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director, Key Managerial Personnel, any officer & executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard."

6. To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Regulation 2(1)(zb), Regulation 2(1)(zc)(i) & Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 read with rules made

thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to enter into the related party transaction(s) /contract(s) / arrangement(s) / agreement(s) with Purearth Infrastructure Limited, ('Purearth'), a Joint Venture Company promoted by the Company, a Related party of the Company, as per details provided in the explanatory statement to this resolution and more specifically set out in Table given in the explanatory statement to this resolution and on the respective material terms & conditions set out in said Table and on such other terms and conditions as may be mutually agreed between the Company and Purearth subject to such contract(s) / arrangement(s) / transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted/ to be constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director, Key Managerial Personnel, any officer & executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard."

**Registered Office**

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

**Place : Delhi**

**Date : August 11, 2023**

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

**Sd/-**

**Yadvinder Goyal  
Company Secretary**

**Notes:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, as amended, ('the Act') in respect of Item Nos. 3 to 6 of this Notice is annexed hereto. The special businesses under Item Nos. 3 to 6, are considered unavoidable by the Board of Directors for transacting at the 133<sup>rd</sup> Annual General Meeting (AGM) of the Company.
2. 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 / reappointment at this 133<sup>rd</sup> AGM under Item Nos. 2 & 3 of Notice of this 133<sup>rd</sup> AGM, are provided at page no. 13 of the Annual Report.
3. 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, Circular No. 2/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 (collectively referred to as 'MCA Circulars') and SEBI vide its circular dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 (collectively referred to as 'SEBI Circulars') has permitted the Companies to hold Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual means (OAVM), accordingly the 133<sup>rd</sup> 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 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, Corporate Social Responsibility 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 22, 2023 to Thursday, September 28, 2023 (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](mailto:pragnyap.pradhan@gmail.com) with a copy mark to [investors@dcm.in](mailto: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 133<sup>rd</sup> AGM of the Company and Annual Report of the Company for financial year 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories as on August 25, 2023. Members may note that the Notice and Annual Report will also be available on the website of the Company ([www.dcm.in](http://www.dcm.in)), website(s) of BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and the National Stock Exchange of India Ltd. ([www.nseindia.com](http://www.nseindia.com)) and on the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)).

11. Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, can send 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](mailto:investors@dcm.in) on or before September 21, 2023. 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](mailto:investors@dcm.in) on or before September 21, 2023. 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 holding shares in Physical form are requested to kindly note that the Securities and Exchange Board of India (SEBI) vide its Circular Number SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated 16<sup>th</sup> March, 2023 in furtherance of its earlier Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3<sup>rd</sup> November, 2021 and Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated 14<sup>th</sup> December, 2021 has mandated to shareholders holding securities in physical mode for furnishing of the following documents to the Registrar and Share Transfer Agent (RTA) of the Company as an on-going measure to enhance the ease of doing business for investors in the securities market pertaining to Common and simplified norms for processing any service request from the shareholder(s)/ investor(s):
  01. PAN
  02. Nomination details
  03. Contact details (postal address with PIN, Mobile Number and E-mail address)
  04. Bank Account details (Bank name and branch, bank account number, MICR, IFSC Code)
  05. Specimen Signature through Form ISR-2

In case you have not furnished the aforesaid details with respect to the physical share(s) held by you in the Company to the Registrar and Share Transfer Agents (RTA) i.e. M/s MCS Share Transfer Agent Limited then we request you to kindly furnish the same to the RTA through the Form ISR-1, alongwith the necessary attachments / documents as stated in the form itself. A copy of the said Form can be downloaded from the website of the Company at [www.dcm.in](http://www.dcm.in) or from the website of our Registrars at [www.mcsregistrars.com](http://www.mcsregistrars.com). While filling up the form please strike out the portion which is not applicable to you.

Please note that the PAN to be furnished by you should be linked with Aadhaar. In the event such linkage is not done within the specified date, then your PAN will be deemed to be invalid and consequently your folio will be treated in the same manner as applicable in case of folios for which no PAN has been furnished.

For appointing a nominee you are requested to furnish the Form SH-13. The said form can be downloaded from the website of the Company at [www.dcm.in](http://www.dcm.in) or from the website of our Registrars at [www.mcsregistrars.com](http://www.mcsregistrars.com). While filling up the form please strike out the portion which is not applicable to you. In case you do not wish to nominate any person with respect to the physical share(s) held by you then, please furnish the Form ISR -3. The said Form can be downloaded from the website of the Company at [www.dcm.in](http://www.dcm.in) or from the website of our Registrars at [www.mcsregistrars.com](http://www.mcsregistrars.com).

In case you wish to cancel / change nomination at a later date with respect to the physical share(s) held by you then, please furnish the Form SH-14. The said Form can be downloaded from the website of the Company at [www.dcm.in](http://www.dcm.in) or from the website of our Registrars at [www.mcsregistrars.com](http://www.mcsregistrars.com).

In case the aforesaid details are not furnished, then your folio will be frozen by the Registrars on and after 1<sup>st</sup> October, 2023. Such frozen securities shall be referred by the RTA or the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, if it continues to remain frozen as on 31<sup>st</sup> December, 2025.

As such, you are kindly requested to take a note of the above and furnish the aforesaid documents at the earliest to the RTA of the Company.

13. As per Regulation 40 of 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 Number SEBI/HO/MIRSD/ MIRSD-PoD-1/P/ CIR/2023/37 dated 16<sup>th</sup> March, 2023, 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](http://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. 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.
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](mailto: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 Regulations and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, May 05, 2022 and December 28, 2022 read with SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 as well as e-voting at 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](http://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](http://www.bseindia.com) and [www.nseindia.com](http://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](http://www.evoting.nsdl.com).
    - II. The remote e-voting period shall commence on Monday, September 25, 2023 at (9.00 A.M. IST) and ends on Wednesday, September 27, 2023 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, 2023, 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 21, 2023.
    - 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 21, 2023 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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 21, 2023 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"> <li>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDEAS’</b> 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 <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDEAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> |

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

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000                    |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |

**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?**

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<br>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<br>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<br>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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 “125553” for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**GENERAL GUIDELINES FOR SHAREHOLDERS**

1. 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](mailto:pragnyap.pradhan@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on no.: 022-4886 7000 and 022-2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL, at the designated email id – [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or our RTA at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) or 011-41406149-52 at [evoting@nsdl.co.in](http://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](mailto:investors@dcm.in) or [admin@mcsregistrars.com](mailto: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](mailto:investors@dcm.in) or [admin@mcsregistrars.com](mailto: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](mailto: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 when 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 after 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. Thursday, September 28, 2023.

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

**Item No. 3**

Mr. Jitendra Tuli, retires by rotation at this 133<sup>rd</sup> Annual General Meeting of the Company and being eligible offers himself for re-appointment as a director of the Company. Accordingly, an ordinary resolution as set out at Item No. 2 for his appointment as a director of the Company, liable to retire by rotation, forms part of this Notice of 133<sup>rd</sup> Annual General Meeting of the Company, for seeking approval of members of the Company.

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

Mr. Jitendra Tuli, aged 83 years (date of birth September 20, 1939) is more than 75 years of age as on date of this notice of 133<sup>rd</sup> Annual General Meeting i.e. August 11, 2023 and accordingly as per Regulation 17(1A) of SEBI Listing Regulations, his continuation in his capacity as a Director of the Company, liable to retire by rotation, with effect from September 28, 2023 shall require approval of shareholders by way of special resolution.

Pursuant to Regulation 17(1A) of SEBI Listing Regulations, brief justification for his continuation as Director of the Company, liable to retire by rotation, with effect from September 28, 2023 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 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 59 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 of Directors based on recommendation of the Nomination and Remuneration Committee, are 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.

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. 13 of the Annual Report.

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 proposed Special Resolution as set out in Item No. 3 of this Notice.

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

#### **Item No. 4**

As per Section 148 of the Companies Act, 2013 and Rules issued there under, as amended, 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 2023-24 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 9, 2023 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 2023-24, 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. 4 of the Notice of this 133<sup>rd</sup> AGM for ratification of the remuneration payable to the Cost Auditors for financial year 2023-24.

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. 4 of this Notice.

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

#### **Item No. 5**

The Company had purchased fully paid Residential Units (referred as "Residential Units") in the project "Amaryllis", Central Delhi from Purearth Infrastructure Ltd., a Joint Venture Company promoted by the Company (hereinafter referred to as 'Purearth') under Agreements dated 27.03.2021 & 17.04.2021 (referred as "said agreements") on deferred payment basis for an aggregate amount of about Rs.20 crores.

In terms of the said agreements, the payment of book debts for the acquisition of said residential units is to be paid in 36 months from the date of allotment of these residential units. The said book debts amount along with interest has been secured by the Company by creating a charge on its land admeasuring 48.35 acres situated near Mela Ground, Hisar, Haryana. The said book debts amount carry interest as stated in point no. (d) of below table.

The payment of the said book debt amount is to be made out of the internal accruals from Real Estate Operations of the Company and /or other alternate sources of funds.

Further, the Company had received licence for the development of its land admeasuring 67.275 acres situated Near Mela Ground at Hisar, Haryana under Haryana Development and Regulation of Urban Areas Act, 1975 for setting up of affordable Residential Plotted Colony under Deen Dayal Jan Awas Yojana (DDJAY), 2016.

However, the Director General, Town and Country Planning vide its letter dated 17.04.2023 has suspended the said licence no.-179 of 2022 taking a note that an enquiry has been initiated against the Company by Deputy Commissioner, Hisar in respect of Company's aforesaid land at Hisar, Haryana. The Company is taking appropriate action in the matter for the revocation of said suspension order.

Due to the above, the Board of Directors on the basis of recommendations of Audit Committee of the Company had made proposal to the Purearth for the extension of payment period of said book debts of 36 months for the acquisition of said Residential Units by additional 18 months period i.e. payment of book debts from 36 months period from the date of allotment of residential units/ additional area to 4 years and 6 months period (i.e. 54 months) from the date of execution of respective Agreement(s) on account of the following:

- The Company could start the process of sale of 15 residential Units allotted by Purearth on 30<sup>th</sup> March 2021 under Agreement dated 27<sup>th</sup> March, 2021, only during the month of June 2021 due to delay in completion of documentation at the end of Purearth;
- The delays in receipt of funds from Company's Hisar land development project due to suspension of license granted by Haryana Government as stated herein above.



Notice continued

The Board of Directors of Purearth, subject to approval of their shareholders, have accepted the request of the Company for the extension of payment period of said book debts of 36 months for the acquisition of said Residential Units by additional 18 months period i.e. payment of book debts from 36 months period from the date of allotment of residential units/additional area to 4 years and 6 months (i.e. 54 months) period from the date of execution of respective Agreement(s).

The Audit Committee and Board of Directors of the Company at their respective meeting(s) held on August 11, 2023 have considered and noted that the above related party transaction is at arm's length and in the ordinary course of business

and recommended to members of the Company for their approval.

Since the extension of payment period of aforesaid book debts of 36 months for the acquisition of said Residential Units by additional 18 months period i.e. payment of book debts from 36 months period from the date of allotment of residential units/additional area to 4 years and 6 months period (i.e. 54 months) from the date of execution of respective Agreement(s) is considered as material modification in the existing related party transaction of the Company with Purearth as mentioned herein above, the prior approval of the shareholders of the Company is being sought as required under Regulation 23(4) of the SEBI Listing Regulations, for the aforesaid material modification of related party transaction(s) as more specifically set out in table given below.

The details as required under Regulation 23(4) of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 ("SEBI Circular") in respect of above related party transaction are set forth below:

| S. No.   | Particulars  | Details  |                                |                  |  |                 |              |                         |
|--|--|--|--------------------------------|------------------|--|-----------------|--------------|-------------------------|
| a.   | Type, material terms and particulars of the proposed transaction   | Extension of payment of book debts for acquisition of residential units in the Project Amaryllis from Purearth Infrastructure Limited ('Purearth') from 36 months period by additional 18 months period i.e. payment of book debts from 36 months period from the date of allotment of residential units to 4 years and 6 months (i.e. 54 months) from the date of execution of respective Agreement(s).<br><br>All other terms and conditions of agreements dated 27.03.2021 and 17.04.2021 will remain same.   |                                |                  |  |                 |              |                         |
| b.   | Name of Director(s) or Key Managerial Personnel who is related, if any   | Mr. Sumant Bharat Ram, Director of the Company holds 48.54% shareholding through himself and his relatives in the Company. He is also Whole-Time Director of Purearth and holds 28.98% shareholding interest in Purearth through himself and his promoter holding companies.<br><br>The Company also directly holds 16.56% in Purearth.  |                                |                  |  |                 |              |                         |
| c.   | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)                  | Purearth Infrastructure Limited, a joint venture company ('Associate') promoted by DCM Limited.  |                                |                  |  |                 |              |                         |
| d.   | Tenure of the proposed transaction (particular tenure shall be specified)  | 4 years and 6 months (i.e. 54 months) from the date of execution of respective Agreement(s) for the payment of book debts along with interest calculated and/or to be calculated at the rate mentioned below:<br><br><b>Rate of Interest</b><br><br>i. 10.50% p.a. or 0.25% p.a. over and above rate of interest charged by HDFC Ltd. from Purearth upto 30 <sup>th</sup> June, 2021.<br><br>ii. Interest rate to be charged by the Company to DCM shall always be @ 0.25% p.a. over and above the effective rate of interest charged by HDFC Ltd (Now merged with HDFC Bank Ltd) from Purearth with effect from 1 <sup>st</sup> July, 2021. |                                |                  |  |                 |              |                         |
| e.   | Value of the proposed transaction  | <table border="1"> <tr> <td>Principal Amount of book debts</td> <td>Rs. 19.52 Crores</td> </tr> <tr> <td>Interest Accrued and / or to be accrued for 54 months from the date of execution of respective Agreement(s)*</td> <td>Rs. 8.63 Crores</td> </tr> <tr> <td><b>Total</b></td> <td><b>Rs. 28.15 Crores</b></td> </tr> </table> <p>* The said interest amount may vary depending upon rate of interest charged by HDFC Bank Ltd. from Purearth.<br/><br/>However the value of total transaction of Principle &amp; interest and other charges, if any, shall not exceed Rs. 30 Crores.</p>  | Principal Amount of book debts | Rs. 19.52 Crores | Interest Accrued and / or to be accrued for 54 months from the date of execution of respective Agreement(s)* | Rs. 8.63 Crores | <b>Total</b> | <b>Rs. 28.15 Crores</b> |
| Principal Amount of book debts   | Rs. 19.52 Crores   |  |                                |                  |  |                 |              |                         |
| Interest Accrued and / or to be accrued for 54 months from the date of execution of respective Agreement(s)* | Rs. 8.63 Crores  |  |                                |                  |  |                 |              |                         |
| <b>Total</b>   | <b>Rs. 28.15 Crores</b>  |  |                                |                  |  |                 |              |                         |
| f.   | The Percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, this is represented by the value of the proposed transaction | The estimated value of about Rs. 30 Crores (as stated at point (e) of this table) of aforesaid proposed transaction of the book debts along with interest accrued and / or to be accrued for 54 months will be 40.53 % of the annual consolidated turnover of the Company.   |                                |                  |  |                 |              |                         |

|    |  |   |
|----|--|---|
| g. | <p>If the transaction related to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i. Details of the source of funds in connection with the proposed transaction;</p> <p>ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul> <p>iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p> | Not Applicable  |
| h. | Justification as to why the RPT is in the interest of the listed entity;   | The proposal for extension of period for payment of book debts is in the interest of the Company to avoid default for payment of its book debts on the due dates in terms of the agreement(s) dated 27.03.2021 & 17.04.2021 on account of delay in receipt of funds from development of Hisar Project of the Company. |
| i. | A copy of the valuation or other external party report, if any such report has been relied upon;   | No valuation report has been taken for seeking extension of time for the repayment of book debts by the Company.  |
| j. | A Statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the Shareholder   | Not Applicable  |
| k. | Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis.  | The estimated value of about Rs. 30 Crores (as stated at point (e) of this table) of aforesaid proposed transaction of the book debts along with interest accrued and / or to be accrued for 54 months will be 16.37% of the Annual Consolidated Turnover of Purearth, counter party of the transaction.              |
| l. | Any other information that may be relevant.  | All relevant information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.   |

The Related Party Transactions placed for Members' approval shall also be reviewed/ monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013 and shall remain within the proposed amount(s) being placed before the Members.

The Members may please note that in terms of provisions of the SEBI Listing Regulations, none of the related party(ies) (whether such related party(ies) are a party to the proposed transactions or not), shall vote to approve the Ordinary Resolution at Item No. 5 of this Notice.

Mr. Sumant Bharat Ram, Director of the Company holds 48.54% shareholding through himself and his relatives in the Company. He is also Whole-Time Director of Purearth and holds 28.98% shareholding interest in Purearth through himself and his promoter holding companies. The Company also directly holds 16.56% in Purearth. Therefore Mr. Sumant Bharat Ram along with his relative shall be deemed to be concerned or interested, financially or otherwise, in this resolution.

Save and except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 5 of this Notice for approval of the members of the Company.

**Item No. 6**

The Company may require to acquire and/or take on lease and/or rent the residential flat(s), apartment(s), area and/or commercial and/or office space and / or surrender / exchange the same in furtherance of its business activities/ requirement(s) from Purearth Infrastructure Limited ('Purearth'), a Joint Venture Company, promoted by DCM Limited, in the project(s) developed and/or to be developed by Purearth.

The aforesaid residential flat(s), apartment(s), area and/or commercial and/or office space may be acquired by the Company from Purearth on deferred payment basis or by way of loan(s) including book debts from Purearth which may be secured by the Company by creating a mortgage and/or charge on moveable and/ or immovable assets of the Company on such terms and conditions as may be mutually agreed upon between the Company and Purearth.

Further, the Company owns some office space admeasuring about 6,014 sq. ft. in Plaza – II, Central Square, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi – 110006. This office space is presently being used by the Company. In connection with the aforesaid office space being used by the Company and the residential flat(s), apartment(s), area and/or commercial and/or office space to be acquired and/or to be taken on lease and/or rent by the Company from Purearth, the Company is/will be required to make payment of maintenance, electricity charges, any other amount (including Govt. levies/ duties to be paid through Purearth), expenses, charges and/or reimbursement etc. to Purearth. The said charges (except Govt. levies/ duties) levied/to be levied by Purearth on the Company are calculated on actual cost plus markup basis and are charged on similar basis to other occupiers of these properties.

**Notice continued**

The Audit Committee and Board of Directors of the Company at their respective meeting(s) held on August 11, 2023 have considered and noted that the above related party transaction(s) are at arm's length and in the ordinary course of business and recommended to members of the Company for their approval.

However in terms of Regulation 23 of the SEBI Listing Regulations, approval of the shareholders is also required for transaction(s) between the related parties for transfer of any resources, services and obligations even when the same are in the ordinary course of business and on arm's length basis, if value of transaction(s) to be entered into individually or taken together with previous transactions during

a financial year, exceed the lower of (i) Rs. 1,000 crore; and (ii) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Since the value of the proposed transaction(s) with the related party exceeds the said ten percent (10%) of the annual consolidated turnover of the Company as stated in point no. (f) of below table, the prior approval of the shareholders of the Company is being sought under Regulation 23 of the SEBI Listing Regulations, for the above related party transaction(s) as more specifically set out in Table given below.

The details as required under Regulation 23(4) of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 ("SEBI Circular") in respect of above related party transaction(s) are set forth below:

| S. No. | Particulars   | Details  |
|--------|---|--|
| a.     | Type, material terms and particulars of the proposed transaction  | <p>i. To acquire and/or take on lease/rent the residential flat(s), apartment(s), area and/or commercial and/or office space and / or surrender / exchange the same from Purearth Infrastrure Limited ('Purearth') in the Project(s) developed and/or to be developed by Purearth and payment of maintenance, electricity charges, any other amount (including Govt. duties / levies to be paid through Purearth), expenses, charges and/or reimbursement etc. to Purearth in respect of existing office space and /or flat(s)/apartment(s)/area and/or commercial and / or office space to be acquired and/or to be taken on lease and/or rent etc. from Purearth during the period of three (3) financial years i.e. from FY2023-24 to FY2025-26.</p> <p>ii. The aforesaid residential flat(s), apartment(s), area and/or commercial and/or office space may be acquired and / or surrender / exchange the same by the Company from Purearth on deferred payment basis on such other terms &amp; conditions including tenure of book debts, interest rate and creation of security on the movable/immovable assets of the Company as may be mutually agreed upon between company and Purearth.</p>   |
| b.     | Name of Director(s) or Key Managerial Personnel who is related, if any  | <p>Mr. Sumant Bharat Ram, Director of the Company holds 48.54% shareholding through himself and his relatives in the Company. He is also Whole-Time Director of Purearth and holds 28.98% shareholding interest in Purearth through himself and his promoter holding companies.</p> <p>The Company also directly holds 16.56% in Purearth.</p>   |
| c.     | Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) | Purearth Infrastructure Limited, a joint venture company ('Associate') promoted by DCM Limited.  |
| d.     | Tenure of the proposed transaction (particular tenure shall be specified)   | <p>For the period of three (3) financial years i.e. from FY2023-24 to FY2025-26 in respect of point 1 of point (e) of this table.</p> <p>For the further period of three (3) financial years i.e. from FY 2026-27 to FY2028-29 in respect of point 2 of point (e) of this table.</p>   |
| e.     | Value of the proposed transaction   | <p>1. The Company estimates that the aggregate monetary value of below transaction(s) shall not exceed Rs. 15 crores per annum during the period of three (3) financial years i.e. from FY2023-24 to FY2025-26:</p> <p>i. To acquire and/or take on lease/rent the residential flat(s), apartment(s), area and/or commercial and/or office space and / or surrender / exchange the same from Purearth in the Project(s) developed and/or to be developed by Purearth and payment of maintenance, electricity charges, any other amount (including Govt. duties / levies to be paid through Purearth), expenses, charges and/or reimbursement etc. to Purearth in respect of existing office space and /or flat(s)/apartment(s)/area and/or commercial and / or office space to be acquired and/or to be taken on lease and/or rent etc. from Purearth during the period of three (3) financial years i.e. from FY2023-24 to FY2025-26; and</p> <p>ii. Payment of interest accrued and/or to be accrued to Purearth on Book debts for acquisition of aforesaid the residential flat(s), apartment(s), area and/or commercial and/or office space from Purearth during the period of three (3) financial years i.e. from FY2023-24 to FY2025-26.</p> <p>2. Further estimated value of transaction(s) for payment of interest to Purearth, on Book debts for acquisition of aforesaid residential flat(s), apartment(s), area and/or commercial and/or office space from Purearth, during further period of three (3) financial years i.e. from FY2026-27 to FY2028-29 shall not exceed Rs. 5 crores per annum.</p> |

Notice continued

|   |  |  |
|---|--|--|
| f | The Percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, this is represented by the value of the proposed transaction   | The estimated value of below proposed transaction(s) for financial year 2023-24 shall not exceed Rs. 15 crores per annum for the financial year FY2023-24 and it shall be 21.60% of the annual consolidated turnover of the Company for the financial year 2022-23:<br>i. To acquire and/or take on lease/rent the residential flat(s), apartment(s), area and/or commercial and/or office space and / or surrender / exchange the same from Purearth at prevailing market price in the Project(s) developed and/or to be developed by Purearth and payment of maintenance, electricity charges, any other amount (including Govt. duties / levies to be paid through Purearth), expenses, charges and/or reimbursement etc. to Purearth in respect of existing office space and /or flat(s)/apartment(s)/area and/or commercial and / or office space to be acquired and/or to be taken on lease and/or rent etc. from Purearth during the period of three (3) financial years i.e. from FY2023-24 to FY2025-26; and<br>ii. Payment of interest accrued and/or to be accrued to Purearth on Book debts for acquisition of aforesaid the residential flat(s), apartment(s), area and/or commercial and/or office space from Purearth during the period of three (3) financial years i.e. from FY2023-24 to FY2025-26.                            |
| g | If the transaction related to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:<br>i. Details of the source of funds in connection with the proposed transaction;<br>ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,<br>• nature of indebtedness;<br>• cost of funds; and<br>• tenure;<br>iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and<br>iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT. | Not Applicable   |
| h | Justification as to why the RPT is in the interest of the listed entity;   | To expand Real Estate Business Operations of the Company.  |
| I | A copy of the valuation or other external party report, if any such report has been relied upon;   | The valuation reports, if required, may be taken at the time of entering into the proposed transaction(s).   |
| j | A Statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the Shareholder.  | The valuation or other external report, if taken and relied upon by the listed entity in relation to the proposed transaction(s) will be made available through registered email address of the Shareholder, who will request the company for same.  |
| k | Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis.  | The estimated value of below proposed transaction(s) for financial year 2023-24 shall not exceed Rs. 15 crores per annum for the financial year FY2023-24 and it shall be 8.72% of Annual Consolidated Turnover of Purearth, counter party of the transaction, for the financial year 2022-23:<br>i. To acquire and/or take on lease/rent the residential flat(s), apartment(s), area and/or commercial and/or office space and / or surrender / exchange the same from Purearth at prevailing market price in the Project(s) developed and/or to be developed by Purearth and payment of maintenance, electricity charges, any other amount (including Govt. duties / levies to be paid through Purearth), expenses, charges and/or reimbursement etc. to Purearth in respect of existing office space and /or flat(s)/apartment(s)/area and/or commercial and / or office space to be acquired and/or to be taken on lease and/or rent etc. from Purearth during the period of three (3) financial years i.e. from FY2023-24 to FY2025-26; and<br>ii. Payment of interest accrued and/or to be accrued to Purearth on Book debts for acquisition of aforesaid the residential flat(s), apartment(s), area and/or commercial and/or office space from Purearth during the period of three (3) financial years i.e. from FY2023-24 to FY2025-26. |
| l | Any other information that may be relevant.  | All relevant information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.  |

The Related Party Transactions placed for Members' approval shall also be reviewed/ monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013 and shall remain within the proposed amount(s) being placed before the Members.

Notice continued

The Members may please note that in terms of provisions of Regulation 23 of the SEBI Listing Regulations, none of the related party(ies) (whether such related party(ies) are a party to the proposed transactions or not), shall vote to approve the Ordinary Resolution at Item No. 6 of the Notice.

Mr. Sumant Bharat Ram, Director of the Company holds 48.54% shareholding through himself and his relatives in the Company. He is also Whole-Time Director of Purearth and holds 28.98% shareholding interest in Purearth through himself and his promoter holding companies. The Company also directly holds 16.56% in Purearth. Therefore Mr. Sumant Bharat Ram along with his relative shall be deemed to be concerned or interested, financially or otherwise, in this resolution.

Save and except the above, none of the other Directors and Key Managerial

Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

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,  
2<sup>nd</sup> Floor, Plaza - II, Central Square,  
20, Manohar Lal Khurana Marg,  
Bara Hindu Rao, Delhi – 110006

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

**Place : Delhi  
Date : August 11, 2023**

**Sd/-  
Yadvinder Goyal  
Company Secretary**

**DETAILS OF DIRECTOR(S) SEEKING APPOINTMENT / RE-APPOINTMENT AT 133<sup>rd</sup> ANNUAL GENERAL MEETING OF THE COMPANY**

|  |  |
|--|--|
| <b>Name of the Director</b>  | Mr. Jitendra Tuli  |
| <b>Director Identification Number (DIN)</b>  | 00272930   |
| <b>Date of Birth</b>   | 20.09.1939   |
| <b>Age</b>   | 83 Years   |
| <b>Date of Appointment</b>   | 20.12.2005<br>(Appointed as an Additional Director of the Company).<br>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.<br>12.08.2019<br>(Appointed as Independent Director of the Company).<br>01.10.2019<br>(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.<br>1.10.2022<br>Re-appointed as Managing Director of the Company with effect from 1.10.2022 for a period of three (3) years. |
| <b>Qualification</b>   | B.Com (Hons.), Post Graduate Diploma from London School of Journalism. Attended the School of Public Relations and communications at Boston University, USA.   |
| <b>Experience &amp; Expertise in specific functional area</b>  | He has around 59 years of vast experience in Communications, external relations, media management and social responsibility.   |
| <b>Profile of the Director</b>   | 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.  |
| <b>Terms &amp; Conditions of appointment/ reappointment along with details of remuneration sought to be paid and last drawn by him</b> | Please refer respective resolution nos. 2&3 and explanatory statement in respect of resolution no. 3 of this notice for terms and conditions of his appointment.<br>He is not entitled to any remuneration except payment by way of sitting fee for attending meetings of Board of Directors and Committees thereof.   |
| <b>Shareholding in the Company as on 31.03.2023</b>  | Nil  |
| <b>Relationship with other directors and KMPs of the Company</b>   | He is not related to any other directors and KMPs of the Company.  |
| <b>No. of Meetings of Board attended during the year</b>   | 6 (for details please refer to the Corporate Governance Report, forming part of this Annual Report)  |
| <b>List of Companies in which outside directorship held</b>  | DCM Nouvelle Limited<br>DCM Nouvelle Specialty Chemicals Limited   |
| <b>Chairman/Member of the Committees of Board of Directors of Indian Companies</b>   | <b>DCM Limited:</b><br>- <b>Chairmanship(s) of Committees:</b> Nil<br>- <b>Membership(s) of Committees:</b><br>- Share Transfer, Finance Facilities and Stakeholders Relationship Committee.<br><b>DCM Nouvelle Limited:</b><br>- <b>Chairmanship(s) of Committees:</b> Stakeholders Relationship Committee<br>- <b>Membership(s) of Committees:</b> Nomination & Remuneration Committee<br><b>DCM Nouvelle Specialty Chemicals Limited</b><br>- <b>Chairmanship(s) of Committees:</b> Nil<br>- <b>Membership(s) of Committees:</b> Nomination & Remuneration Committee  |
| <b>Name of listed entities from which the person has resigned in the past three years</b>  | Nil  |