

## 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 134<sup>th</sup> Annual General Meeting (AGM) of DCM Limited (‘the Company’) will be held on Monday, September 30, 2024 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 statement of the Company for the financial year ended March 31, 2024, the reports of the Board of Directors and Auditors thereon; and
- (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2024, and the report of Auditors thereon.

and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution(s) as an Ordinary Resolution(s):

- i. **“RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2024, and the reports of Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.
- ii. **RESOLVED FURTHER THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2024, and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To appoint Mr. Shayam Sunder Sharma (DIN: 00272803), who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Shayam Sunder Sharma (DIN: 00272803), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

#### SPECIAL BUSINESS

3. To consider, and if thought fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, and on the basis of approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Aditya Katoch (DIN: 05197924), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of

Directors with effect from August 4, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) years with effect from August 4, 2024 upto August 3, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

4. To consider, and if thought fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, and on the basis of approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Ajay Vir Jakhar (DIN: 00156804), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from August 4, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) years with effect from August 4, 2024 upto August 3, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Dr. Kavita A Sharma (DIN: 07080946), aged around 74 years, who was appointed as an Independent Woman Director of the Company for a term of five (5) consecutive years commencing from November 14, 2019 upto November 13, 2024 (both days inclusive) and who being eligible for re-appointment as an Independent Woman Director and has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Woman Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) years with effect from November 14, 2024 upto November 13, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

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

**“RESOLVED THAT** Mr. Yuv Bharat Ram (DIN: 08558056), who was appointed as an Additional Director of the Company with effect from August 4, 2024 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 is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

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

**“RESOLVED THAT** Mr. Rahil Bharat Ram (DIN: 08839924), who was appointed as an Additional Director of the Company with effect from August 4, 2024 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 is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

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

**“RESOLVED THAT** 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, approval of the members of the Company be and is hereby accorded for appointment of Mr. Vinay Sharma (DIN: 08977564) as Managing Director of the Company for a period of three (3) years with effect from August 4, 2024 up to August 3, 2027, whose period of office shall be liable to determination by retirement by rotation, on the remuneration and terms and conditions as given below:

Sr. No.	Particulars	Amount in Rs. (Per Month)	Amount in Rs. (Per Annum)
<b>I</b>	<b>SALARY AND ALLOWANCES</b>		
	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
	<b>Sub-Total (I)</b>	<b>1,60,295</b>	<b>19,23,540</b>
<b>II</b>	<b>OTHERS</b>		
	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
	<b>Sub-Total (II)</b>	<b>5,890</b>	<b>70,680</b>
<b>III</b>	<b>Total (I)+(II)</b>	<b>1,66,185</b>	<b>19,94,220</b>

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:

- a) The Board may in its discretion pay to him lower remuneration than the maximum remuneration stipulated hereinabove and revise it from time to time within the limits stipulated herein or if it exceeds, then with the necessary approvals, if any, at the appropriate point of time.
- b) For the discharge of duties, Mr. Vinay Sharma shall report to and derive his authorities and functional responsibilities from the Board of Directors of the Company, from time to time.
- c) Either party may terminate the appointment by giving to the other, three (3) calendar months' notice in writing.
- d) 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.
- e) Encashment of leave at the end of tenure will not be included in the computation of the ceiling on perquisites.
- f) Remuneration for a part of the year shall be computed on a prorata basis.
- g) Perquisites shall be evaluated at actual cost or if the cost is not ascertainable the same shall be valued as per Income Tax Rules.
- h) 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, Managing Director 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."

9. 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 2024-25, be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

**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 13, 2024

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 9 of this Notice is annexed hereto. The special businesses under Item Nos. 3 to 9, are considered unavoidable by the Board of Directors for transacting at the 134<sup>th</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 134<sup>th</sup> AGM under Item Nos. 3 to 8 of Notice of this 134<sup>th</sup> AGM, are provided at page no. 15 to 17 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, Circular No. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars') and SEBI vide its circular dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 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 134<sup>th</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.

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

**Sd/-  
Yadvinder Goyal  
Company Secretary**

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 Tuesday, September 24, 2024 to Monday, September 30, 2024 (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 134<sup>th</sup> AGM of the Company and Annual Report of the Company for financial year 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositors as on August 23, 2024. 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, 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 on or before September 23, 2024. 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, 2024. 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') has issued guidelines on common and simplified norms for processing investor's service requests by RTAs [vide the Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 ('Master Circular')]. Norms for mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities are provided under Para 19.1 of the Master Circular.  
The SEBI has amended the provisions mentioned under Clause 19.2 of the Master Circular through a Circular [Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81] issued on June 10, 2024 ('Circular dated June 10, 2024') and as per the said Circular, the shareholders holding shares of the Company in physical form and who have not submitted only 'Choice of Nomination', will be eligible for receipt of dividend as well as to lodge grievance or avail any service request from the Company's RTA.  
In accordance with the above Circular, the revised Para 19.2 of the Master Circular regarding folios without PAN, KYC details and Nomination, the shareholders whose folio(s) do not have PAN, Contact Details, Bank Account Details and Specimen Signature updated, will be eligible:
  - to lodge grievance or avail any service request from the Company's RTA only after furnishing PAN, KYC details.
  - *for any payment of dividend in respect of such folios, only through electronic mode with effect from April 01, 2024 and such payment shall be made electronically only upon complying with the requirements stated in Para 19.1 of this Master Circular (excluding the requirement to furnish 'Choice of Nomination' as per the Circular dated June 10, 2024).*
 In view of the above Master Circular read with the Circular dated June 10, 2024, the existing shareholders holding shares of the Company in physical form are required to furnish the PAN, KYC details as above to the Company's RTA in the prescribed forms (available on the websites of the Company and its RTA) to avail uninterrupted service request as well as dividend credit in bank account, as no dividend will be paid by the Company to the shareholders holding shares of the Company in physical form by way of issuance of physical warrant with effect from April 1, 2024.  
Please note that PAN to be furnished by you must be linked with Aadhaar. In case the same is not so linked, you are requested to do the same immediately. In the event the PAN is not linked with Aadhaar, then the 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.  
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 provide the following documents / form(s) which can be downloaded from the website(s) of the Company/the Company's RTA:
  - a) For updating PAN and KYC details, please fill up the Form ISR-1.
  - b) Self-attested copy of your PAN card (including PAN card of the joint holders duly self-attested by them).
  - c) Postal address with PIN Code, self-attested copy of any valid address proof, as prescribed in Form ISR-1.
  - d) Mobile number and E-mail address (if any).
  - e) Bank account details i.e., Bank name, Branch details, Account number and IFS Code supported by self-attested bank statement/ bank attested copy of passbook or original blank cancelled cheque leaf.



- f) Specimen signature – Bank attested signature in the Form ISR-2.
- g) For providing the details regarding Nomination, please provide the details in Form SH-13. If you do not wish to nominate any person, then you have to submit 'Declaration to opt-out of nomination' in Form ISR-3. For any cancellation or change in nomination, Form SH-14 is to be provided. Please note that in case of cancellation of nomination by shareholder through Form SH-14, declaration to opt-out in form ISR-3 shall also be provided by the shareholder.
- Alternatively, you may also submit the same through electronic mode (email: [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com)), provided that documents are sent through an e-mail of the shareholder registered with the Company and all the documents are digitally signed/self-attested by the shareholder (in case of joint holders, by first joint holder).
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.
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.:
- For shares held in electronic form: to their Depository Participants (DPs)
  - 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 Companies 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, December 28, 2022 and September 25, 2023 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.
- 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).
  - The remote e-voting period shall commence on Friday, September 27, 2024 at (9.00 A.M. IST) and ends on Sunday, September 29, 2024 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, 2024, 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, 2024.
- 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, 2024 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 23, 2024 should treat this Notice for information purposes only.
- IX. The manner and process of remote e-Voting are as under:


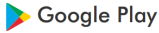


*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**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>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.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>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 "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 <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>4. 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> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>       </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(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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 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?**

- 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 130452 then user ID is 130452001***

- 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.

- 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.com](mailto:evoting@nsdl.com) 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 company 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.com](mailto:evoting@nsdl.com). 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.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**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 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, after the conclusion of voting at the AGM, unblock the votes cast through Remote e-Voting and voting during the meeting and shall make, not later than 2 working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 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. Monday, September 30, 2024.

**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 Directors of the Company have appointed Mr. Aditya Katoch as an Additional Director of the Company with effect from August 4, 2024, 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 Annual General Meeting of the Company.

In terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, it is proposed to appoint Mr. Aditya Katoch as an Independent Director of the Company for a term of five (5) years commencing from August 4, 2024 upto August 3, 2029 (both days inclusive).

Mr. Aditya Katoch is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Act and has given his consent for appointment as an Independent Director for a term of five (5) years. The Company has in terms of Section 160(1) of Act received a notice from a Member proposing his candidature for the office of Independent Director of the Company. The Company has received a declaration from Mr. Aditya Katoch confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Aditya Katoch has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Aditya Katoch has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Mr. Aditya Katoch is also registered with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

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

Mr. Aditya Katoch studied in Modern School in Delhi. He is Graduate from Jammu University. He has extensive experience in Hospitality Industry. He worked with Taj Group, Taragarh Palace Hotel and later moved to Karan Mahal in Srinagar, a residence of Dr. Karan Singh, former Maharaja of Jammu & Kashmir. Karan Mahal was started as Royal Home Stay in April 2021 where Mr. Aditya Katoch became General Manager till date.

He is also Director in Clayground Communications Pvt. Ltd. a Media and Communication Company. This Company has handled assignments from Jaypee Group, Times Group, Apollo Hospitals amongst others.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 25(2A) of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the appointment of Mr. Aditya Katoch as an Independent Director of the Company is now placed for the approval of the Members by a Special Resolution.

Brief resume of Mr. Aditya Katoch, 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. 15 of the Annual Report. .

None of the Directors or Key Managerial Personnel ("KMP") of the Company or their relatives, except Mr. Aditya Katoch and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice.

The Board of Directors of the Company are of the opinion that the appointment of Mr. Aditya Katoch as an Independent Director is in the best interest of the Company and recommends the Special Resolution as set out at Item No. 3 of this Notice for approval of the Members.

**Item No. 4**

The Board of Directors of the Company have appointed Mr. Ajay Vir Jakhar as an Additional Director of the Company with effect from August 4, 2024, 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 Annual General Meeting of the Company.

In terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, it is proposed to appoint Mr. Ajay Vir Jakhar as an Independent Director of the Company for a term of five (5) years commencing from August 4, 2024 upto August 3, 2029 (both days inclusive).

Mr. Ajay Vir Jakhar is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Act and has given his consent for appointment as an Independent Director for a term of five (5) years. The Company has in terms of Section 160(1) of Act received a notice from a Member proposing his candidature for the office of Independent Director of the Company. The Company has received a declaration from Mr. Ajay Vir Jakhar confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Ajay Vir Jakhar has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Ajay Vir Jakhar has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Mr. Ajay Vir Jakhar is also registered with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

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

Mr. Ajay Vir Jakhar studied in Mayo College in Ajmer, Rajasthan. He is a Graduate in Geography from Kirori-Mal College, Delhi University. He is Chairman, Bharat Krishak Samaj. He is also :

Advisory Board, EAT Foundation;

Ambassador, Food and Land Use Coalition;

President, The Abohar Cooperative Marketing Society Ltd;

Member, Stewardship Board on Food Systems, WEF.

He is a regular columnist for Indian Express and other publications. He has been a speaker at various International and National forums.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 25(2A) of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the appointment of Mr. Ajay Vir Jakhar as an Independent Director of the Company is now placed for the approval of the Members by a Special Resolution.

Brief resume of Mr. Ajay Vir Jakhar, 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. 15 of the Annual Report.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their relatives, except Mr. Ajay Vir Jakhar and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

The Board of Directors of the Company are of the opinion that the appointment of Mr. Ajay Vir Jakhar as an Independent Director is in the best interest of the Company and recommends the Special Resolution as set out at Item No. 4 of this Notice for approval of the Members.

**Item No. 5**

Dr. Kavita A Sharma was appointed as an Independent Woman Director of the Company by the Board of Directors of the Company, for period of five (5) years from November 14, 2019, up to November 13, 2024. The members of the Company at the 130th Annual General Meeting (AGM) held on September 25, 2020, had approved the same. Her first term as an Independent Woman Director will expire on November 13, 2024. As per Section 149 of the Companies Act, 2013 ('Act'), an Independent Director may hold office for two terms of up to five (5) consecutive years each. Dr. Kavita A Sharma has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent for her re-appointment for a second term of five (5) years as an Independent Woman Director on the Board of the Company.

The Board of Directors of the Company in their meeting held on July 31, 2024, based on recommendation of Nomination and Remuneration Committee, have re-appointed Dr. Kavita A Sharma as an Independent Woman Director of the Company for a second term of five (5) consecutive years commencing from November 14, 2024 upto November 13, 2029 (both days inclusive), not liable to retire by rotation, subject to approval of the Members of the Company by way of a Special Resolution.

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

Dr. Kavita A Sharma, aged 74 years (date of birth 5th July, 1950) will attain the age of 75 years during her aforesaid 2nd term as Independent Woman Director of the Company. Accordingly as per Regulation 17(1A) of SEBI Listing Regulations, re-appointment of Dr. Kavita A Sharma, as Non-Executive Independent Woman Director of the Company with effect from November 14, 2024 shall also require approval of shareholders by way of special resolution under Regulation 17(1A) of SEBI Listing Regulations.

The Company has in terms of Section 160(1) of Act received a notice from a Member proposing his candidature for the office of Independent Director of the Company. The Company has received a declaration from Dr. Kavita A Sharma confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, Dr. Kavita A Sharma has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Dr. Kavita A Sharma has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Dr. Kavita A Sharma is also registered with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

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

Dr. Kavita A Sharma holds Ph.D. degree in English from the University of Delhi. She has also completed her degree in LLM from the University of British Columbia, Canada. She had served as Director of India International Centre, New Delhi during the period from August, 2008 to October, 2014 and was also Honorary visiting Lecturer at Tokyo Women's Christian College during the period 1974-75 and at University of Indonesia during the period 1977-78. She has been awarded with various fellowships including Faculty Enrichment Fellowship by Shastri Indo Canadian Institute at Vancouver, Academic Year 1991-92.

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

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

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17(1A) & 25(2A) of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Dr. Kavita A Sharma as an Independent Woman Director of the Company is now placed for the approval of the Members by a Special Resolution.

Brief resume of Dr. Kavita A Sharma, nature of her expertise in specific functional areas, names of listed companies (other than DCM Ltd.) in which she holds directorships and committee memberships, her shareholding in the Company, relationships amongst directors inter-se and name of listed entities from which she 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. 16 of the Annual Report.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their relatives, except Dr. Kavita A Sharma and her relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice.

The Board of Directors of the Company are of the opinion that the reappointment of Dr. Kavita A Sharma as an Independent Woman Director is in the best interest of the Company and recommend the Special Resolution as set out at Item No. 5 of this Notice for approval of the Members.

#### **Item No. 6**

The Board of Directors of the Company have appointed Mr. Yuv Bharat Ram as an Additional Director of the Company with effect from August 4, 2024, 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 134<sup>th</sup> 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. Yuv Bharat Ram for the office of director of the Company.

Mr. Yuv Bharat Ram has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Mr. Yuv Bharat Ram graduated in BFA Fashion Design, from Parsons The New School for Design, New York (August 2013 – May 2017). He is a Creative Design Resource with an understanding of market realities, both aesthetically and commercially. He can conceptualize designs and sales strategies with the target demographic in mind. He is highly proficient in navigating client interactions both domestically and globally. He has worked with Hermes Paris – France, Janavi New Delhi – India, and Brunello Cuccinelli New York – USA. Currently, he is working as a Whole-Time Director designated as Executive Director-Marketing of Purearth Infrastructure Limited, a Joint Venture of the Company engaged in Real Estate development. As an Executive Director-Marketing of the Purearth Infrastructure Limited his role focuses on sales and advertising strategy for the Amaryllis project to ensure maximum sales velocity. He is also Director on the Board of DCM Infotech Limited. He has experience of nearly 7 years in the industry.

Keeping in view his experience and knowledge, it will be in the interest of the Company that Mr. Yuv Bharat Ram is appointed as a Director of the Company, liable to retire by rotation. Accordingly, it is proposed to seek the members' approval for the appointment of Mr. Yuv Bharat Ram as a director of the Company liable to retire by rotation, by way of an Ordinary resolution.

Brief resume of Mr. Yuv 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. 16-17 of the Annual Report.

Mr. Yuv Bharat Ram is Promoter of the Company. He also forms part of Promoter Group of the Company. He is son of Mr. Sumant Bharat Ram, Director and brother of Mr. Rahil Bharat Ram, Director 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. Yuv Bharat Ram, Mr. Sumant Bharat Ram & Mr. Rahil Bharat Ram and their relatives, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution as set out at Item No. 6 of this Notice.

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

#### **Item No. 7**

The Board of Directors of the Company have appointed Mr. Rahil Bharat Ram as an Additional Director of the Company with effect from August 4, 2024, 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 134<sup>th</sup> 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. Rahil Bharat Ram for the office of director of the Company.

Mr. Rahil Bharat Ram has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Mr. Rahil Bharat Ram holds a bachelor's in science from the University of Southern California, Viterbi School of Engineering. He is currently working as a Strategy and Management Consultant at the Boston Consulting Group (India). He has extensive experience in high-impact projects, including digital transformation, revenue acceleration, GenAI implementation and operational diagnostics for leading Global conglomerates. He possesses sector expertise in public, financial, IT and power industries. At present, he is also serving on the boards of Purearth Infrastructure Limited and DCM Infotech Limited. Prior to his stint at BCG, Mr. Rahil Bharat Ram worked in Investment Banking at BNP Paribas and as a Software Development Engineer at a US-based start-up.

Keeping in view his experience and knowledge, it will be in the interest of the Company that Mr. Rahil 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. Rahil Bharat Ram as a director of the Company liable to retire by rotation, by way of an Ordinary resolution.

Brief resume of Mr. Rahil 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. 16-17 of the Annual Report.

Mr. Rahil Bharat Ram is Promoter of the Company. He also forms part of Promoter Group of the Company. He is son of Mr. Sumant Bharat Ram, Director and brother of Mr. Yuv Bharat Ram, Director 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. Rahil Bharat Ram, Mr. Sumant Bharat Ram & Mr. Yuv Bharat Ram and their relatives, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution as set out at Item No. 7 of this Notice.

The Board of Directors recommends the Ordinary Resolution as set out under Item no. 7 of this Notice for the approval of members of the Company.

**Item No. 8**

Mr. Vinay Sharma was appointed 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.

Mr. Vinay Sharma has more than 29 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 in the operations of DCM Engineering Products, a unit of the Company, as well as Real Estate Business of the Company at Hisar, Haryana, the Board of Directors of the Company, on the basis of the recommendation of the Nomination and Remuneration Committee of the Company, have appointed Mr. Vinay Sharma as Managing Director of the Company for a period of three (3) years with effect from August 4, 2024 up to August 3, 2027 (both days inclusive), subject to the approval of members of the Company.

Mr. Vinay Sharma shall be responsible for the day to day affairs of the Company, subject to overall superintendence, direction and control of the Board of Directors of the Company.

The remuneration proposed to be paid to Mr. Vinay Sharma is in line with the remuneration being paid to Managing 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. 8 will be paid as minimum remuneration to Mr. Vinay Sharma, as the Company has inadequate profits as per section 198 of the Companies Act, 2013 ('Act'). Therefore his appointment will be subject to the approval of members of the Company by Ordinary Resolution in terms of provision 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. 8 shall be construed to be memorandum setting out the terms of the appointment of Mr. Vinay Sharma as Managing Director of the Company 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 Managing Director 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. 17 of the Annual Report.

The Board of Directors recommends the Ordinary Resolution as set out under item no. 8 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. 8 of this Notice.

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 2023-24	Financial year 2022-23	Financial year 2021-22
Revenue from operations	357.78	6.00	110.15
Other income	1012.53	1087.66	3599.25
Total Income	1370.31	1093.66	3709.40
Other Expenditure	848.90	867.81	625.16
Finance Costs	198.49	211.49	579.42
Depreciation and amortisation	390.82	630.62	762.11
Profit /(Loss) before tax	(67.90)	(616.26)	1742.71
Less : Provision for taxation (including deferred taxes)	-	-	(35.48)
Profit / Loss after tax	(67.90)	(616.26)	1778.19

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

## II) INFORMATION ABOUT THE APPOINTEE

(1) Background Details	<p>Mr. Vinay Sharma joined DCM Engineering Product, Engineering Division of the Company in 2011 as Senior Manager (Costing and MIS) and was promoted to the position of DGM Finance &amp; Accounts in 2017. He was appointed as Whole-Time Director and designated as Executive Director (Engineering Business) of the Company for a period of three (3) years w.e.f. December 15, 2020. Thereafter he was appointed as Whole-Time Director designated as Executive Director (Business Operations) of the Company for a period of three (3) years from September 1, 2022 up to August 31, 2025.</p> <p>He did his B.Com in the year 1987 from Punjab University. He is ICWAI (Inter). He did his MBA in Finance in 2004. He is having more than 29 years of experience in various industries i.e. Foundry, Automotive Component Industry, Life Style Products Industries, Textile and Cycle Industries. Before joining DCM Engineering, he worked with reputed companies like Jindal Stainless Steel Limited, Vardhman Textile, Mannesmann Sachs India Limited and Atlas Cycles Industries Limited.</p>
(2) Past Remuneration	Mr. Vinay Sharma, Managing Director of the Company is proposed to be paid to same remuneration, which he was drawing from the Company as Whole-Time director designated as Executive Director (Business Operations) of the Company.
(3) Recognition or Awards	NIL
(4) Job Profile and his Suitability	His 29 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 Managing Director of the Company. [Please refer point no. 1 above (i.e. Background details)]
(5) Proposed Remuneration	As set out in the Resolution no. 8 above relating to his appointment as Managing Director 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 Managing 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 of the company continues to make losses because of lower productivity and production constraints, primarily on account of industrial unrest at the Engineering Division. Due to said continued situation of 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> <ol style="list-style-type: none"> <li>1. The Company is evaluating and pursuing various options concerning its Engineering business/ operations. As and when anything is finalized, it shall seek requisite approvals from the Board and other stakeholders. In the interim, the Company is continuing with its endeavors to upkeep the factory and to rationalize the workmen force.</li> <li>2. The Company had signed a Joint Development Agreement (“JDA”) for the development of its 68.35 acres of land situated in the revenue state of Village Bir Hisar, Sector-23, Hisar, Haryana (referred as “Hisar land” or “Project Land”) on 11.08.2022 with a party subject to fulfillment of certain terms and conditions by the said party as well as receipt of regulatory approvals. In this connection, the Company had received a license no.179 of 2022 for joint development with the said party on November 10, 2022 in respect of 67.275 acres of said Hisar land under Regulation of Urban Area Act, 1975 for setting-up of affordable residential plotted colony under Deen Dayal Jan Awas Yojana-2016 (referred as “Project”).</li> </ol> <p>The Director General, Town and Country Planning, Haryana however suspended the said licensee no.179 of 2022 in April 2023 taking a note that an enquiry has been initiated against the Company by Deputy Commissioner in respect of the Company’s land at Hisar. The Company along with the Developer is putting-in earnest efforts to take: up the matter of revocation of said suspension order with the concerned authorities. However, the said matter remained pending as on date.</p> <p>The Company as well as the Developer are hopeful that the requested revocation of the suspension order of License No.179 of 2022 will be acceded to by the authorities and that the development work on the land shall start soon thereafter and both parties are making endeavors to have this matter resolved at the earliest.</p> <p>The Board believes that with the revocation of said suspension order of license no. 179 of 2022 and infusion of liquidity by focusing/ managing of its real estate operations and /or the Company’s plans of restructuring of its Engineering Business Undertaking as well as other interim measure to improve liquidity, the company will be able to improve its performance.</p>
(3)	Expected increase in productivity and profits in measurable terms	The series of steps taken/to be taken by the Company for improvement 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. 9**

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 the Company is required to appoint Cost Auditor for financial year 2024-25 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 27, 2024 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 2024-25, 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. 9 of this Notice for ratification of the remuneration payable to the Cost Auditors for financial year 2024-25.

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. 9 of this Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 9 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

**Place :** Delhi  
**Date :** August 13, 2024

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

**Sd/-  
 Yadvinder Goyal  
 Company Secretary**

**Details of Director(s) seeking appointment / re-appointment at 134<sup>th</sup> Annual General Meeting of the Company**

Name of the Director	Mr. Shayam Sunder Sharma	Mr. Aditya Katoch	Mr. Ajay Vir Jakhar
Director Identification Number (DIN)	00272803	05197924	00156804
Date of Birth	27.11.1958	02.01.1967	02.02.1967
Age	65 Years	57 Years	57 Years
Date of Appointment	30.09.2021- appointed as an Additional Director of the Company. 30.09.2022 - appointed as a Director of the Company.	04.08.2024 (Appointed as an Independent Director of the Company)	04.08.2024 (Appointed as an Independent Director of the Company)
Qualification	B.E in Electronics and Communication from IIT Roorkee in 1980.	Graduation from Jammu University.	Graduation in Geography from Kirorimal College, Delhi University.
Experience & Expertise in specific functional area	He has around 28 years of experience in the IT Industry and more than 17 years of experience in the Real Estate Business and related activities.	He has extensive experience in Hospitality Industry.	He is a Public Policy expert on rural communities, food systems, equity and environment.
Profile of the Director	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 17 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 28 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. Aditya Katoch studied in Modern School in Delhi. He is Graduate from Jammu University. He has extensive experience in Hospitality Industry. He worked with Taj Group, Taragarh Palace Hotel and later moved to Karan Mahal in Srinagar, a residence of Dr. Karan Singh, former Maharaja of Jammu & Kashmir. Karan Mahal was started as Royal Home Stay in April 2021 where Mr. Aditya Katoch became General Manager till date. He is also Director in Clayground Communications Pvt. Ltd. a Media and Communication Company. This Company has handled assignments from Jaypee Group, Times Group, Apolo Hospitals amongst others.	Mr. Ajay Vir Jakhar studied in Mayo College in Ajmer, Rajasthan. He is a Graduate in Geography from Kirori-Mal College, Delhi University. He is Chairman, Bharat Krishak Samaj. He is also: Advisory Board, EAT Foundation; Ambassador, Food and Land Use Coalition; President, The Abohar Cooperative Marketing Society Ltd; Member, Stewardship Board on Food Systems, WEF. He is a regular columnist for Indian Express and other publications. He has been a speaker at various International and National forums.
Terms & Conditions of appointment/ reappointment along with details of remuneration sought to be paid and last drawn by him	Please refer respective resolution no. 2 of this notice 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 respective resolution no. 3 of this notice 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 respective resolution no. 4 of this notice for terms and conditions of his appointment. He is not entitled to any remuneration except payment by way of sitting fee for attending meetings of Board of Directors and Committees thereof
Shareholding in the Company as on 31.03.2024	Five (5) Equity Shares	Nil	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
No. of Meetings of Board attended during the Financial Year 2023-24	7 (for details please refer to the Corporate Governance Report, forming part of this Annual Report)	NA	NA
List of Companies in which outside directorship held	1. FCS Software Solutions Limited 2. Enstaserv Eservices Limited 3. Insync Business Solutions Limited 4. Kamakshi Realty Private Limited 5. Kamayani Properties Private Limited 6. Vighanharta Estates Private Limited 7. Kalptru Realty Private Limited 8. Bloom Healthcare and Hospitality Management Private Limited	Clay Ground Communications Private Limited	Nil
Chairman/Member of the Committees of Board of Directors of Indian Companies	<b>FCS Software Solutions Limited</b> <b>Chairmanship(s) of Committees:</b> - Stakeholders Relationship Committee. - Audit Committee - Nomination and Remuneration Committee - Corporate Social Responsibility Committee  <b>DCM Limited</b> - Share Transfer, Finance Facilities & Stakeholders' Relationship Committee as member - Corporate Social Responsibility Committee as Member	<b>DCM Limited:</b> - Nomination and Remuneration Committee as Member - Corporate Social Responsibility Committee as Member	<b>DCM Limited:</b> - Audit Committee as Member
Name of listed entities from which the person has resigned in the past three years	NIL	Nil	Nil

**Details of Director(s) seeking appointment / re-appointment at 134<sup>th</sup> Annual General Meeting of the Company**

Name of the Director	Dr. Kavita A Sharma	Mr. Yuv Bharat Ram	Mr. Rahil Bharat Ram
Director Identification Number (DIN)	07080946	08558056	08839924
Date of Birth	05.07.1950	10.06.1995	16.11.1999
Age	73 Years	29 Years	24 Years
Date of Appointment	14.11.2019 (Appointed as an Independent Woman Director of the Company) 14.11.2024 (Re-appointed as an Independent Woman Director of the Company)	04.08.2024 (Appointed as an Additional Director of the Company)	04.08.2024 (Appointed as an Additional Director of the Company)
Qualification	Ph.D. degree in English from the University of Delhi and LLM from the University of British Columbia, Canada.	BFA Fashion Design from Parsons the New School for Design, New York	B.S in computer science and Business Administration, University of Southern California- School of Engineering.
Experience & Expertise in specific functional area	She served as Director of India International Centre, New Delhi during the period from August, 2008 to October, 2014 and was also Honorary visiting Lecturer at Tokyo Women's Christian College during the period 1974-75 and at University of Indonesia during the period 1977-78. She has been awarded with various fellowships including Faculty Enrichment Fellowship by Shastri Indo Canadian Institute at Vancouver, Academic Year 1991-92.	He has experience of design and sales strategies in the Fashion Industry and also in sales, marketing & advertising in the Real Estate Sector.	He has experience in high-impact projects, including digital transformation, revenue acceleration, GenAI implementation and operational diagnostics for leading Global conglomerates.
Profile of the Director	Dr. Kavita A Sharma holds Ph.D. degree in English from the University of Delhi. She is also LLM from the University of British Columbia, Canada. She started teaching in 1971 in Delhi University's Hindu College and became its Principal in 1998 and served there till 2008 thereafter she took up another challenging assignment as Director of India International Centre, New Delhi. She has published a number of books including Internationalization of Education, Sixty Years of University Grants Commission, Hindu College, Delhi- A People's Movement and The Windmills of the Mind etc. She has widely travelled around the world and also been an Honorary Visiting Lecturer at Tokyo's Women's Christian College and University of Indonesia. She is associated with many professional organisations including English Association, Indian Association of Canadian Studies, Indian Law Institute and Indian History Congress. Through her teaching, publications and association with many professional institutions she is an active contributor in the field of higher education. She was conferred the Indira Gandhi Sadbhavana Award by the National Integration and Economic Council in 2005. She has been the Founder President of Parent's Forum for Meaningful Education	Mr. Yuv Bharat Ram graduated in BFA Fashion Design, from Parsons The New School for Design, New York (August 2013 – May 2017). He is a Creative Design Resource with an understanding of market realities, both aesthetically and commercially. He can conceptualize designs and sales strategies with the target demographic in mind. He is highly proficient in navigating client interactions both domestically and globally. He has worked with Hermes Paris – France, Janavi New Delhi – India, and Brunello Cuccinelli New York – USA. Currently, he is working as a Whole-Time Director designated as Executive Director-Marketing of Purearth Infrastructure Limited, a Joint Venture of the Company engaged in Real Estate development. As an Executive Director-Marketing of the company his role focuses on sales and advertising strategy for the Amaryllis project to ensure maximum sales velocity. He is also Director on the Board of DCM Infotech Limited. He has experience of nearly 7 years in the industry.	Mr. Rahil Bharat Ram holds a bachelor's in science from the University of Southern California, Viterbi School of Engineering. He is currently working as a Strategy and Management Consultant at the Boston Consulting Group (India). He has experience in high-impact projects, including digital transformation, revenue acceleration, GenAI implementation and operational diagnostics for leading Global conglomerates. He possesses sector expertise in public, financial, IT, and power industries. At present, he is also serving on the boards of Purearth Infrastructure Limited and DCM Infotech Limited.  Prior to his stint at BCG, Mr. Rahil Bharat Ram worked in Investment Banking at BNP Paribas and as a Software Development Engineer at a US-based start-up.
Terms & Conditions of appointment/ reappointment along with details of remuneration sought to be paid and last drawn by him	Please refer to respective resolution no. 5. of this Notice. She is not entitled to any remuneration except payment by way of sitting fee for attending meetings of Board of Directors and Committees thereof.	Please refer resolution no. 6 of this Notice for terms and conditions of his appointment.  Mr. Yuv Bharat Ram is not entitled to any remuneration except sitting fee for attending meeting(s) of the Board of Directors and committee(s) thereof.	Please refer resolution no. 7 of this Notice for terms and conditions of his appointment.  Mr. Rahil Bharat Ram is not entitled to any remuneration except sitting fee for attending meeting(s) of the Board of Directors and committee(s) thereof.
Shareholding in the Company as on 31.03.2024	Nil	Mr. Yuv Bharat Ram is Promoter of the Company. He alongwith Promoter Group of the Company holds 90,66,634 equity shares of the Company.	Mr. Rahil Bharat Ram is Promoter of the Company. He alongwith Promoter Group of the Company holds 90,66,634 equity shares of the Company.
Relationship with other directors and KMPs of the Company	She is not related to any other directors and KMPs of the Company.	He is son of Mr. Sumant Bharat Ram, Director and brother of Mr. Rahil Bharat Ram, Director of the Company. Except this he is not related to any other director and KMPs of the Company.	He is son of Mr. Sumant Bharat Ram, Director and brother of Mr. Yuv Bharat Ram, Director of the Company. Except this he is not related to any other director and KMPs of the Company.
No. of Meetings of Board attended during the financial year 2023-24	6 (for details please refer to the Corporate Governance Report, forming part of this Annual Report	NA	NA



**Details of Director(s) seeking appointment / re-appointment at 134<sup>th</sup> Annual General Meeting of the Company**

Name of the Director	Dr. Kavita A Sharma	Mr. Yuv Bharat Ram	Mr. Rahil Bharat Ram
List of Companies in which outside directorship held	Universal Cables Limited	1. Purearth Infrastructure Limited 2. Aggresar Leasing and Finance Private Limited 3. Unison International IT Services Limited 4. Primal Gray Private Limited	1. DCM Infotech Limited 2. Purearth Infrastructure Limited
Chairman/Member of the Committees of Board of Directors of Indian Companies	<b>Universal Cables Limited:</b> - Stakeholders Relationship Committee as Chairperson. - Audit Committee as Chairperson - Nomination and Remuneration Committee as Chairperson - Corporate Social Responsibility Committee as Member <b>DCM Limited</b> - Audit Committee as Chairperson - Nomination and Remuneration Committee as Chairperson - Share Transfer, finance facilities and stakeholders relationship committee as member	Nil	Nil
Name of listed entities from which the person has resigned in the past three years	NIL	Nil	Nil

Name of the Director	Mr. Vinay Sharma
Director Identification Number (DIN)	08977564
Date of Birth	24.04.1967
Age	57 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]. 04.08.2024 [Appointed as Managing Director of the Company]
Qualification	B.Com, ICWAI (Inter) and MBA Finance.
Experience & Expertise in specific functional area	He has more than 29 years of experience in various industries i.e. Foundry, Automotive Component Industry, Life Style Products Industries, Textile and Cycle Industries.
Profile of the Director	Mr. Vinay Sharma did B. Com in the year 1987 from Punjab University. He is ICWAI (Inter) and MBA in Finance. He is having more than 29 years of working experience in various industries i.e. Foundry, Automotive Component Industry, Life Style Products Industries, Textile and Cycle Industries.
Terms & Conditions of appointment/ reappointment along with details of remuneration sought to be paid and last drawn by him	Please refer resolution no. 8 of the Notice for terms and conditions of his appointment.
Shareholding in the Company as on 31.03.2024	Nil
Relationship with 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 Financial year 2023-24	7 (for details please refer to the Corporate Governance Report, forming part of this Annual Report)
List of Companies in which outside directorship held	Nil
Chairman/Member of the Committees of Board of Directors of Indian Companies	<b>DCM Limited</b> Audit Committee as Member
Name of listed entities from which the person has resigned in the past three years	Nil