

DCM LIMITED

CIN: L74899DL1889PLC000004

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

Tel: 011-41539170, Email: investors@dcm.in, Website: www.dcm.in

Postal Ballot Notice

Dear Members,

NOTICE is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules'), Regulation 44 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), each as amended, from time to time and Circulars issued by the Ministry of Corporate Affairs, Government of India ('MCA') viz. General Circulars No.14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars'), to seek your approval in respect of the following Special Business through postal ballot by way of remote e-voting process only ('e-voting').

The explanatory statement pursuant to Sections 102(1) and 110 of the Act, setting out the material facts pertaining to the below resolution, is annexed herewith for your consideration.

SPECIAL BUSINESS**ITEM NO. 1****Approval for entering into material related party transaction with Purearth Infrastructure Limited**

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 Regulation 2(1)(zb), Regulation 2(1)(zc)(i) & Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into following material modification(s) in the existing related party transaction with Purearth Infrastructure Limited, ('Purearth'), a Joint Venture Company promoted by the Company, a Related party of the Company on such terms & conditions, as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the Company and Purearth, provided that the said arrangements shall be carried out on arm's length basis and in the ordinary course of business of the Company:

- (i) Granting further extension of repayment period of the book debts of about Rs. 20 Crores (Rupees Twenty Crores only) including interest accrued / to be accrued thereon of aggregating to about Rs. 30 Crores (Rupees Thirty crores only) owed by the Company to Purearth for purchase of Residential Units in the project "Amaryllis", Central Delhi, by additional 12 months i.e. from four years and six months period (54 months) to five years and six months period (66 months) from the date of execution of respective agreement(s) by the Company with Purearth i.e. March 27, 2021 & April 17, 2021.
- (ii) Charging rate of interest effective from November 1, 2024 @ 7.40% + (0.25%) p.a i.e. @7.65% or Fixed Deposit rate for 2 years, whichever is higher; but not less than prevailing yield of Government Security closest to tenor of 2 years.

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

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

Date: November 13, 2024
Place: Delhi

**By Order of the Board of Directors
for DCM Limited**

Sd/-
Jitendra Tuli
Chairman
DIN: 00272930

Notes:

1. The Notice is being sent to the Members whose names appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') (hereafter also referred to as depositories) and whose email id is registered with the Registrar & Share Transfer Agent of the Company viz. MCS Share Transfer Agent Limited ('RTA') or depository participant(s), as on **Friday, December 20, 2024** ('Cut-off Date'). In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and prepaid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
2. The Company has engaged the services of NSDL as the agency to provide the e-voting facility. The Postal Ballot Notice is also available on the Company's website viz. www.dcm.in on the websites of the Stock Exchanges i.e. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.
3. The e-voting facility will be available during the following period:

Commencement of e-voting period	From 9:00 A.M. (IST) on December 25, 2024 (Wednesday)
End of e-voting period	Upto 5:00 P.M. (IST) on January 23, 2025 (Thursday)

The e-voting facility will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of aforesaid period. Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.

4. Any person whose name appears in the Register of Members / List of Beneficial Owners as received from NSDL and CDSL as on the Cut-off date shall be entitled to vote through e-voting on the resolution set forth in the Notice. The voting right of the Members shall be reckoned on the paid-up value of the shares registered in the name of the Member/ Beneficial Owner as on the Cut-off date. Any person who is not a Member of the Company as on the Cut-off date should treat this Notice for information purpose only. It is however, clarified that all the persons who are Members of the Company as on Cut-off date (including those Members who may not have received this Notice due to non-registration of their email id with the RTA or the depository participant(s)) shall be entitled to vote in relation to the resolution specified in this Notice.
5. The Board of Directors has appointed Ms. Pragnya Parimita Pradhan, Company Secretary in Practice (CP No.12030) as a Scrutinizer to scrutinize the voting through e-voting process, in a fair and transparent manner, and she has given her consent to act as a Scrutinizer.

6. The Scrutinizer will submit her report to the Chairman or any other person authorized by him on or before **Saturday, January, 25, 2025** after completion of the scrutiny of the e-voting process, who shall countersign the same.
7. The results of Postal Ballot will be declared on or before **Saturday, January, 25, 2025** by **05:00 P.M. (IST)**. The results of Postal Ballot along with the Scrutinizer's report will also be hosted on the Company's website viz. www.dcm.in and on NSDL's website viz. www.evoting.nsdl.com. The result will be simultaneously communicated to NSE & BSE.
8. The resolution, if passed, shall be deemed to have been passed as if the same has been passed at a general meeting of the Members convened in that behalf. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of e-voting facility, i.e. **Thursday, January, 23, 2025**.
9. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to investors@dcm.in in from their registered e-mail address mentioning their names, folio numbers/DP ID and Client ID, during the e-voting period of the postal ballot.
10. Manner of Registering/Updating email address:
 - Members holding shares in dematerialized mode, are requested to register their email address and mobile number with their relevant depository through their depository participants; and
 - Members holding shares in physical form and who have not registered/updated their KYC details including e-mail address with the Company or RTA, may register/update such details by downloading the relevant forms from the said link www.mcsregsitrars.com and sending the same physically along with the request letter duly filled with the details therein and attaching such documents as required in the forms to MCS Share Transfer Agent Limited, Unit: DCM Limited, F-65, Okhla Industrial Area, Phase I, New Delhi - 110020.

Instructions for 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 for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on the 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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="751 1570 1252 1812" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. 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. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e- Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 099 11 .

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

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

1. Visit the e-voting website of NSDL. Open the web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares indemat account with NSDL.	8 Character DP ID followed by 8 Digit ClientID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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 the "Login" button.

After you click on the "Login" button, Home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system.**How to cast your vote electronically 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.
2. Select "**EVEN**" of **DCM Limited "132460"** for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pragnyap.pradhan@gmail.com with a copy marked to evoting@nsdl.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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at 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 resolution set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@dcm.in or admin@mcsregistrars.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@dcm.in or admin@mcsregistrars.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013

ITEM NO. 1

The Company had purchased fully paid Residential Units (referred as "Residential Units") in the project "Amaryllis", Central Delhi from Purearth Infrastructure Ltd., a Joint Venture Company promoted by the Company (hereinafter referred to as 'Purearth') under Agreements dated March 27, 2021 & April 17, 2021 (referred as "said agreements") on deferred payment basis for an aggregate amount of about Rs. 20 Crores. In terms of the said agreements, the payment of book debts for the acquisition of said residential units is to be paid in 36 months from the date of allotment of these residential units. The said book debts amount along with interest has been secured by the Company by creating a charge on its land admeasuring 48.35 acres situated near Mela Ground, Hisar, Haryana. The payment of the said book debt amount is to be made out of the internal accruals from Real Estate Operations of the Company and /or other alternate sources of funds.

In pursuance of the request made by the Company for extension of payment period of the said book debts of 36 months for the acquisition of said Residential units by additional 18 months period on account of delay in respect of funds by the Company from its Hisar land Project due to suspension of licence granted by Haryana Government for the said project, the Shareholders of Purearth and the Company in their respective Annual General Meetings held on September 27, 2023 and September 28, 2023 had accorded their approvals for extension of said payment period of book debts by additional 18 months.

Further, the Company is putting-in earnest efforts to take up the matter of revocation of said suspension order with concerned authorities and is hopeful that the requested revocation of the suspension order of licence no. 179 of 2022 will be acceded by the authorities. However, the decision on the said matter is still awaited due to which generation of cash flows in the Company from the said Hisar land Project are getting delayed. Also, in terms of the said Agreement(s) and/or approval(s), the interest rate payable by the Company has been linked with the interest charged by HDFC Bank Limited (HDFC) from Purearth. However, the Purearth has fully discharged its loan liability to HDFC, Therefore, the existing interest rate applicable on the said book debts linked with HDFC interest rate needs to be reset for the remaining tenure of the outstanding book debts.

Pursuant to the above, the Company had made proposals to the Purearth for the further extension of payment period of said book debts by additional 12 months i.e. from four years and six months period (54 months) to five years and six months period (66 months) from the date of execution of respective agreement(s) by the Company with Purearth i.e. March 27, 2021 & April 17, 2021 and reset the interest rate payable by the Company for the remaining tenure of the outstanding book debts to be linked with the Government Securities in compliance with applicable laws instead of HDFC Bank interest rate(s).

In response to the said Company's request for the extension of repayment period of book debts and reset of interest rate, the Board of Directors of Purearth at their Board meeting held on November 11, 2024, has approved as under subject to approval of their Shareholders:

- (i) Grant further extension of repayment period of the book debts of about Rs. 20 Crores (Rupees Twenty Crores only) including interest accrued / to be accrued thereon for 66 months period of about Rs. 30 Crores (Rupees Thirty Crores only) owed by the Company to Purearth for purchase of Residential Units in the project "Amaryllis", Central Delhi, by additional 12 months i.e. from four years and six months period (54 months) to five years and six months period (66 months) from the date of execution of respective agreement(s) by the Company with Purearth i.e. March 27, 2021 & April, 17, 2021.
- (ii) Charging rate of interest effective from November 1, 2024 @ 7.40% + (0.25%) p.a i.e. @7.65% or Fixed Deposit rate for 2 years, whichever is higher; but not less than prevailing yield of Government Security closest to tenor of 2 years.

The Audit Committee and Board of Directors of the Company at their respective meeting(s) held on November 13, 2024, have also considered and approved the abovementioned proposals subject to the approval of Shareholders of the Company by way of Postal ballot.

The Shareholders of Purearth at their Extra-Ordinary General Meeting held on December 11, 2024, have approved for the extension of payment period of said book debts and reset the interest rate payable by the Company with effect from November 1, 2024 as recommended by their Board.

Since the extension of payment period of aforesaid book debts by additional 12 months i.e. from four years and six months period (54 months) to five years and six months period (66 months) from the date of execution of respective agreement(s) with the Company i.e. March 27, 2021 & April 17, 2021 and reset the interest rate payable by the Company from November 1, 2024 @ 7.40% + (0.25%) p.a i.e. @7.65% or Fixed Deposit rate for 2 years, whichever is higher; but not less than prevailing yield of Government Security closest to tenor of 2 years are considered as material modification in the existing related party transaction of the Company with Purearth as mentioned herein above, the approval of the shareholders of the Company is being sought as required under Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), for the aforesaid material modification of related party transaction as more specifically set out in table given below.

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

S.NO	Particulars	Details
a.	Type, material terms and particulars of the proposed transaction	<p>(i) Granting further extension of repayment period of the book debts of about Rs. 20 Crores (Rupees Twenty Crores only) including interest accrued / to be accrued thereon aggregating to about Rs.30 Crores (Rupees Thirty Crores only) owed by the Company to Purearth for purchase of Residential Units in the project "Amaryllis", Central Delhi from Purearth by additional 12 months i.e. from four years and six months period (54 months) to five years and six months period (66 months) from the date of execution of respective agreement(s) with the Company i.e. March 27, 2021 & April 17, 2021.</p> <p>(ii) Charging rate of interest effective from November 1, 2024 @ 7.40% + (0.25%) p.a i.e. @ 7.65% or Fixed Deposit rate for 2 years, whichever is higher; but not less than prevailing yield of Government Security closest to tenor of 2 years.</p> <p>All other terms and conditions of agreements dated March 27, 2021 & April 17, 2021 will remain same.</p>
b.	Name of Director(s) or Key Managerial Personnel who is related, if any	<p>Mr. Sumant Bharat Ram, Director of the Company holds 48.54% shareholding through himself and his relatives in the Company. He is also Whole-Time Director of Purearth and holds 28.98% shareholding interest in Purearth through himself and his promoter holding companies.</p> <p>The Company also directly holds 16.56% in Purearth.</p>
c.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Purearth is a joint venture Company ('Associate') promoted by the Company.</p>
d.	Tenure of the proposed transaction (particular tenure shall be specified)	<p>5 years and 6 months period (66 months) from the date of execution of respective Agreement(s) dated March 27, 2021 & April 17, 2021 for the payment of book debts along with interest calculated and/ or to be calculated at the rate mentioned below:</p> <p>Rate of Interest</p> <p>i. 10.50% p.a. or 0.25% p.a. over and above rate of interest charged by HDFC Ltd. from Purearth upto June 30, 2021.</p> <p>ii. Interest rate to be charged by the Company to DCM shall always be @ 0.25% p.a. over and above the effective rate of interest charged by HDFC Ltd (Now merged with HDFC Bank Ltd) from Purearth with effect from July 1, 2021.</p>

		iii. Interest Rate from November 1, 2024 @ 7.40% + (0.25%) p.a i.e. @ 7.65% or Fixed Deposit rate for 2 years, whichever is higher; but not less than prevailing yield of Government Securities closest to tenor of 2 years.						
e.	Value of the proposed transaction	<table border="1"> <tr> <td>Principal Amount of book debts</td> <td>Rs.19.52 Crores</td> </tr> <tr> <td>Interest Accrued and / or to be accrued for 66 months from the date of execution of respective Agreement(s)*</td> <td>Rs. 10 Crores (approx.)</td> </tr> <tr> <td>Total</td> <td>Rs.29.52 Crores</td> </tr> </table> <p>* The said interest amount may vary depending upon Fixed Deposit rate and Government Securities yield having closest to tenor of 2 years. However the value of total transaction of Principle & interest and other charges, if any, shall not exceed Rs. 30 Crores.</p>	Principal Amount of book debts	Rs.19.52 Crores	Interest Accrued and / or to be accrued for 66 months from the date of execution of respective Agreement(s)*	Rs. 10 Crores (approx.)	Total	Rs.29.52 Crores
Principal Amount of book debts	Rs.19.52 Crores							
Interest Accrued and / or to be accrued for 66 months from the date of execution of respective Agreement(s)*	Rs. 10 Crores (approx.)							
Total	Rs.29.52 Crores							
f.	The Percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, this is represented by the value of the proposed transaction	The estimated value of about Rs.30 Crores (as stated at point (e) of this table) of aforesaid proposed transaction of extension of repayment period of the book debts along with interest accrued and / or to be accrued for 66 months will be 42 % of the annual consolidated turnover of the Company as per latest audited Annual Accounts.						
g.	<p>If the transaction related to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i. Details of the source of funds in connection with the proposed transaction;</p> <p>ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness • cost of funds; and • tenure 	Not Applicable						

	<p>iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	
h.	Justification as to why the RPT is in the interest of the listed entity	The proposals for extension of period for payment of book debts and rest of interest rate are in the interest of the Company to avoid default for payment of its book debts on the due dates in terms of the agreement(s) dated March 27, 2021 & April 17, 2021 on account of delay in receipt of funds from development of Hisar Project of the Company.
i.	A copy of the valuation or other external party report, if any such report has been relied upon	No valuation report has been taken for seeking extension of time for the repayment of book debts by the Company and reset of interest rate.
j.	A Statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the Shareholder.	Not Applicable
k.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis.	The estimated value of about Rs. 30 Crores (as stated at point (e) of this table) of aforesaid proposed transaction of extension of repayment of the book debts along with interest accrued and / or to be accrued for 66 months will be 48 % of the Annual Consolidated Turnover of Purearth, counter party of the transaction as per last audited annual accounts.
l.	Any other information that may be relevant.	All relevant information forms part of this Statement setting out material facts pursuant to Sections 102(1) and 110 of the Companies Act, 2013.

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

The Members may please note that in terms of provisions of the SEBI Listing Regulations, none of the related party(ies) (whether such related party(ies) are a party to the proposed transactions or not), shall vote to approve the Ordinary Resolution at Item No. 1 of this Notice.

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

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

The Board recommends the Ordinary Resolution as set out at Item No. 1 of this Notice for approval of the members of the Company.

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

Date: November 13, 2024
Place: Delhi

**By Order of the Board of Directors
for DCM Limited**

Sd/-
Jitendra Tuli
Chairman
DIN: 00272930