DCM LIMITED

Registered Office: Vikrant Tower, 4, Rajendra Place, New Delhi - 110008
CIN: L74899DL1889PLC000004
e-mail: investors@dcm.in, website: www.dcm.in
Ph: 011-25719967, Fax: 011-25765214

Notice is hereby given that the 124th Annual General Meeting of the Company will be held on Monday, the August 4, 2014 at 3.30 P.M., at MPCU Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, New Delhi-110 054 for transacting the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2014 including audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To consider and declare payment of final dividend of Rs.1.50 per equity share and confirm the interim dividend of Rs. 1.50 per equity share, declared and paid during the financial year ended March 31, 2014.
3. To appoint a director in place of Prof. Joginder Singh Sodhi, (holding DIN 00273151), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint the Auditors of the Company 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** pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, M/s A.F. Ferguson & Co., Chartered Accountants, New Delhi (Registration no: 112066W), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Audit Committee of the Board of Directors of the Company."

SPECIAL BUSINESS:

5. 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 Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and clause 49 of the listing agreement, Mr. Bipin Maira (holding DIN 05127804), whose period of office is liable to determination by retirement of directors by rotation 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, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from August 4, 2014.

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

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and clause 49 of the listing agreement, Prof. Sudhir Kumar Jain (holding DIN 06419514), whose period of office is liable to determination by retirement of directors by rotation 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, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from August 4, 2014.

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

7. 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 Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and clause 49 of the listing agreement, Mr. Ravi Vira Gupta (holding DIN 00017410), whose period of office is liable to determination by retirement of directors by rotation 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, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from August 4, 2014.

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

8. 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 Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and clause 49 of the listing agreement, Dr. Meenakshi Nayar (holding DIN 06866256), who was appointed as an Additional Director pursuant to provisions of section 161(1) of the Companies Act, 2013 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 under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from August 4, 2014.

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

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 Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, M/s. K C Kohli & Co., Cost Accountants (Firm Registration Number 100541), appointed as Cost Auditors, by the Board of Directors of the Company, to conduct the audit of the cost accounting records of the 'Cotton Textile' manufactured by the Company for the financial year ending March 31, 2015, be paid remuneration amounting to Rs.50,000/- (Rupees fifty thousand only) excluding service tax and out of pocket expenses, if any.

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

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

"**RESOLVED THAT** pursuant to provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the following Articles of the existing Articles of Association of the Company be and are hereby altered in the following manner:

i. By adding new Article 76A immediately after the existing Article 76 as under:

New Article Number	*Details of New Article*
76A	The Board of Directors may, from time to time, appoint / re-appoint an individual as Chairman of the Company as well as Managing Director or Chief Executive Officer of the Company.

ii. By substituting the existing Article 65(b) of the Articles of Association of the Company with the new Article 65(b) as under:

New Article Number	*Details of New Article*
65(b)	One or more Directors, whose period of office is liable to determination by retirement of directors by rotation, nominated by the Board of Directors for the purpose of appointing him/them as Managing Director or Managing Directors.

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

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

"**RESOLVED THAT** in accordance with the provisions of Sections 198, 269, Schedule XIII and other applicable provisions of the Companies Act, 1956 and Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Jitendra Tuli (holding DIN 00272930), as Managing Director of the Company, with effect from December 20, 2013 without payment of salary and perquisites but with sitting fees as paid to other directors, for a period of one year, which is extendable for further period(s) not exceeding 5 years, on each occasion from time to time at the discretion of the Board.

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

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

Registered Office
Vikrant Tower,
4, Rajendra Place,
New Delhi - 110008

Place : New Delhi
Date : May 28, 2014

By the order of the Board
For DCM Limited

Sd/-
Mukesh Sharma
Company Secretary

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE 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.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies etc. must be supported by an appropriate resolution/ authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, July 25, 2014 to Monday, August 4, 2014 (both days inclusive).
4. Shareholders, who are holding shares in identical order of name in more than one folio, are requested to write to the Company enclosing their share certificates to enable the Company to consolidate their holding in one folio.
5. Members are requested to bring their copy of Annual Report.
6. The Board of directors in its meeting held on November 13, 2013 had declared an interim dividend of Rs.1.50 per equity share (@ 15% on the paid-up equity share capital of the Company) which was paid on December 6, 2013. Members who have not received or not encashed their dividend warrant may approach M/s MCS Limited, Registrar and Transfer Agent of the Company or to the Company, for revalidating the warrant or for obtaining duplicate warrant. Subject to the provisions of Section 126 of the Companies Act, 2013, final dividend @ Rs. 1.50 per equity share (@ 15% on the paid-up equity share capital of the Company) as recommended by the Board of Directors, for financial year ended March 31, 2014, if declared, at this Annual General Meeting, will be paid to the members whose names appear in the Register of Members of the Company as on the book closure dates.
7. Members who are holding Company's shares in dematerialized form are requested to bring details of their Depository Account Number for identification.
8. The members intending to seek any information on Annual Accounts at the meeting are requested to kindly inform the Company at least 7 days before the date of the meeting.
9. For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
10. In terms of SEBI notification, the shares of the Company are subject to compulsory trading only in dematerialized form on the stock exchanges, hence members are requested to convert their physical share certificates into electronic form.
11. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agents, M/s. MCS Limited.
12. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the

Company can now register the same by submitting a request letter in this respect to the Company / Registrar and Share Transfer Agents, M/s. MCS Limited. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.

13. The Notice of AGM and Attendance Slip is being sent in electronic mode to members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM and Attendance Slip is being sent to those members who have not registered their e-mail IDs with the Company or Depository Participant(s).

14. Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide the facility to members to exercise their right to vote by electronic means. The Company has fixed June 20, 2014, as a cut -off date to record the entitlement of the shareholders to cast their vote electronically at the 124th Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules thereunder. Consequently the same cut-off date i.e. June 20, 2014 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 124th AGM on August 4, 2014.

15. The e-voting period will commence at 9.00 a.m. on Tuesday, July 29, 2014 and will end at 6:00 p.m on Thursday, July 31, 2014. The Company has appointed Mr. D.P. Gupta, Practising Company Secretary to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter:

PROCEDURE FOR E-VOTING

I. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating e-voting for AGM. The instructions for e-voting are as under:

(a) In case of Members receiving an e-mail from NSDL:

(i) Open the PDF file 'DCM e-Voting.pdf' attached to the e-mail, using your Client ID / Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.

(ii) Launch an internet browser and open https://www.evoting.nsdl.com/

(iii) Click on Shareholder - Login.

(iv) Insert 'User ID' and 'Initial Password' as noted in step (i) above and click 'Login'.

(v) Password change menu will appear. Change the Password with a new Password of your choice. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.

(vi) Home page of e-voting will open. Click on e-Voting - Active Voting Cycles.

(vii) Select 'EVEN' of DCM Limited.

(viii) Now you are ready for e-voting as 'Cast Vote' page opens.

(ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.

(x) Upon confirmation, the message 'Vote cast successfully' will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) 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 along with attested specimen signature of the duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at sgsdel@gmail.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip

(i) Initial Password is provided, as follows, at the bottom of the Attendance Slip.

EVEN (E-Voting Event Number)	USER ID	PASSWORD
.....	.....	.....

(ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.

II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of NSDL's e-voting website www.evoting.nsdl.com.

III. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.

IV. Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.

V. Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are shareholder.

VI. The voting rights shall be as per the number of equity share held by the member(s) as on Friday, June 20, 2014. Members are eligible to cast vote electronically only if they are holding shares as on that date.

VII. The Companies (Management and Administration) Rules, 2014 provides that the electronic voting period shall be completed three days prior to the date of AGM. Accordingly, the voting period shall commence at 9.00 a.m. on Tuesday, July 29, 2014 and will end at 6.00 p.m. on Thursday, July 31, 2014. The e-voting module shall be disabled by NSDL at 6.00 p.m. on the same day.

VIII. The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company.

16. In case of those Members, who do not have access to e-voting facility, they can use the assent/dissent form enclosed herewith or can be downloaded from our website www.dcm.in and convey their assent/dissent to each one of the items of business to be transacted at the ensuing AGM and send the Assent/Dissent form in the enclosed self addressed pre-paid postage envelope so as to reach Mr. D. P. Gupta, Scrutinizer appointed by the Company at the registered office of the Company on or before 6.00 p.m. on July 31, 2014.

17. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.

18. Electronic Clearing Service (ECS) Facility

With respect to the payment of dividend, the Company provides the facility of ECS to all of its shareholders, holding shares in electronic form and to also shareholders, holding shares in physical forms and opted for ECS.

Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts, will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately.

Shareholders holding shares in the physical form and who wish to avail ECS facility, may authorize the Company with their ECS Mandate in the prescribed form, which can be obtained from the Registrar and Share Transfer Agents, M/s. MCS Limited or downloaded from the Company's website www.dcm.in. Requests for payment of dividend through ECS should be lodged with M/s. MCS Limited.

Further, members holding shares in physical form are requested to intimate any change of address and / or bank mandate to the Company / Registrar and Share Transfer Agents, M/s. MCS Limited immediately.

19. Pursuant to Sections 205A and 205C and other applicable provisions, if any, of the Companies Act 1956, all unclaimed/unencashed dividend, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed/unencashed for a period of seven years from the date they became due for payment, have been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. No claim shall lie against the IEPF or the Company for the amounts so transferred nor shall any payment be made in respect of such claim as per provisions of the Companies Act, 1956

    Pursuant to circular issued by Ministry of Corporate Affairs (MCA) with respect to IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 vide G.S.R. 342 (E) dated May 10, 2012, your Company has uploaded the Form 5INV containing the details of amount lying unclaimed / un-encashed, as on the date of last Annual General Meeting, on account of matured Fixed Deposits/Debentures and Dividend on the website of MCA as well as on its website www.dcm.in.

(ANNEXURE TO NOTICE)

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

Item Nos. 5 to 7

Mr. Bipin Maira, Prof. Sudhir Kumar Jain and Mr. Ravi Vira Gupta are Independent Directors of the Company pursuant to Clause 49 of the Listing Agreement. They have joined the Board of Directors of your Company on November 24, 2011, November 9, 2012 and May 27, 2013 respectively. Thereafter, members of the Company had appointed them as directors, whose period of office was liable to determination by retirement of directors by rotation, as per the applicable provisions of the Companies Act, 1956.

The provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into force with effect from 1st April, 2014. Accordingly, 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, it is proposed to appoint Mr. Bipin Maira, Prof. Sudhir Kumar Jain and Mr. Ravi Vira Gupta as Independent Directors of the Company for a term up to 5 (five) consecutive years commencing from August 4, 2014.

All the aforesaid Independent Directors have given declarations to the Board of Directors to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, the Independent Directors fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) and such Independent Directors are independent of the management.

The Company has received notices in writing from member(s) alongwith deposit(s) of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidatures of Mr. Bipin Maira, Prof. Sudhir Kumar Jain and Mr. Ravi Vira Gupta for the office of the director of the Company.

Brief resume of proposed Independent Directors, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, their shareholding in the Company, relationships amongst directors inter-se as stipulated under Clause 49 of the Listing Agreements with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Draft Letters of Appointment for Independent Directors, setting out terms and conditions of their appointment, are available for inspection at the Registered Office of the Company during business hours on any working day and are also available on the website of the Company www.dcm.in.

Other than Mr. Bipin Maira, Prof. Sudhir Kumar Jain and Mr. Ravi Vira Gupta, their relatives, for their respective appointements, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the proposed Ordinary Resolutions as set out in Item Nos. 5 to 7 of this Notice. This explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

The Board considers that their continued association would be of immense benefit to the Company and it is necessary to continue to avail services of Mr. Bipin Maira, Prof. Sudhir Kumar Jain and Mr. Ravi Vira Gupta as Independent Directors. Accordingly, the Board recommends the Ordinary Resolutions as set out at item nos. 5 to 7 of this Notice for approval of the members of the Company.

Item No. 8

The Board of Directors of the Company have appointed Dr. Meenakshi Nayar as an Additional Director of the Company with effect from May 28, 2014, 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, she 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, it is proposed to appoint Dr. Meenakshi Nayar as Independent Director of the Company for a term up to 5 (five) consecutive years commencing from August 4, 2014.

Dr. Meenakshi Nayar has given a declaration to the Board of Directors to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Dr. Meenakshi Nayar fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) and Dr. Meenakshi Nayar is independent of the management.

The Company has received notice in writing from a member alongwith deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Dr. Meenakshi Nayar for the office of director of the Company.

Brief resume of Dr. Meenakshi Nayar, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships /chairmanships of Board Committees, her shareholding in the Company, relationships amongst directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is provided in the Corporate Governance Report forming part of the Annual Report.

A copy of the draft Letter of Appointment of Dr. Meenakshi Nayar as Independent Director, setting out terms and conditions of her appointment, is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.dcm.in.

Other than Dr. Meenakshi Nayar and her relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the proposed Ordinary Resolution as set out in Item No. 8 of this Notice. This explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Dr. Meenakshi Nayar is appointed as an Independent Director. Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 8 of this Notice for approval of the members of the Company.

Item No. 9

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the M/s. K C Kohli & Co., Cost Accountants (Firm Registration Number 100541), as cost Auditors to conduct the audit of the cost accounting records of the 'Cotton Textile' manufactured by the Company for the financial year ending March 31, 2015.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 9 of this Notice for approval of the members of the Company.

Item No. 10

i. Addition of new Article 76A

Under the first proviso to Section 203(1) of the Companies Act, 2013, it is stated that "an individual shall not be appointed or reappointed as the Chairperson of the Company, in pursuance of the articles of the Company, as well as the Managing Director or Chief Executive Officer of the Company at the same time after the date of commencement of this Act unless,-

(a) the articles of such a company provide otherwise; or

(b) the company does not carry multiple businesses:"

Accordingly a provision is sought to be introduced in the Articles of Association of the Company to permit the Company to appoint the same individual as Chairperson as well as Managing Director or Chief Executive Officer of the Company.

New Article No. 76A as contained under Resolution No. 10 contains the proposed amendment which gives necessary right to the Board to appoint the same person as Chairman as well as Managing Director or Chief Executive Officer of the Company.

ii. Substitution of existing Article 65(b)

Section 152(6) of the Companies Act, 2013 provides that unless the articles provide for the retirement of all directors at every annual general meeting, not less than two-thirds of the total number of directors of a public company be persons whose period of office is liable to determination by retirement of directors by rotation. Explanation to section 152(6) provides that "total number of directors" shall not include independent directors.

Further, existing Article 65(b) of the Articles of Association of the Company provides that the Managing Director(s) of Company is not liable to retire by rotation.

In order to make the composition of the Board in line with requirements of Section 152 and other relevant provisions of the Companies Act, 2013, it was felt necessary by the Board that the existing Article 65(b) of the Articles of Association of the Company be suitably amended to provide that Managing Director of the Company be made liable to retire by rotation.

Accordingly, substitution of existing Article 65(b) is sought with new proposed Article 65(b) for necessary amendment in this respect as contained under Resolution No.10.

Pursuant to provisions of Section 14 of the Companies Act, 2013, any amendment(s) to the provisions of Articles of Association of the Company requires the approval of the members by way of Special Resolution.

Other than Mr. Jitendra Tuli, Chairman and Managing Director of the Company and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item no. 10 of this Notice.

The Board recommends the special resolution as set out in Item No. 10 of this Notice for approval of members of the Company.

Item No. 11

The Board of Directors of the Company (the 'Board'), at its meeting held on November 13, 2013 have, subject to the approval of members, re-appointed Mr. Jitendra Tuli, as Managing Director of the Company, w.e.f. December 20, 2013, without payment of salary and perquisites but with sitting fees as paid to other directors, for a period of one year which is extendable for further period not exceeding five years.

Since Mr. Jitendra Tuli is 74 years old, it is proposed to seek the members' approval for the re-appointment of Mr. Jitendra Tuli, as Managing Director of the Company, by way of Special Resolution, as required under applicable provisions of the Companies Act, 1956 and the Companies Act, 2013.

Accordingly, the said re-appointment of Mr. Jitendra Tuli is in compliance of all the conditions set out in Part-1 of Schedule XIII of the Companies Act, 1956 and Part-I of Schedule V to the Companies Act, 2013 as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his re-appointment as Managing Director of the Company.

Mr. Jitendra Tuli has been on Board of the Company since December 20, 2005. He was appointed as Chairman and Managing Director w.e.f. December 20, 2012. He continued to be member of various Committee(s) of the Board from time to time. Keeping in view of his long association as member of the Board/Committee(s) and his vast expertise and knowledge, it will be in the interest of the Company to re-appoint Mr. Jitendra Tuli as Managing Director of the Company.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Jitendra Tuli under Section 190 of the Companies Act, 2013.

Brief resume of Mr. Jitendra Tuli, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, his shareholding in the Company, relationships amongst directors inter-se as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Other than Mr. Jitendra Tuli and his relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the proposed Special Resolution set out at Item No. 11 of the Notice which pertains to his re-appointment as Managing Director of the Company.

Accordingly, the Board recommends the Special Resolution set out at Item No. 11 of this Notice for approval by the members of the Company.

Registered Office
Vikrant Tower,
4, Rajendra Place,
New Delhi - 110008

Place : New Delhi
Date : May 28, 2014

By the order of the Board
For DCM Limited

Sd/-
Mukesh Sharma
Company Secretary

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DCM LIMITED

Registered Office: Vikrant Tower, 4, Rajendra Place, New Delhi - 110008
CIN: L74899DL1889PLC000004,
e-mail: investors@dcm.in, website: www.dcm.in,
Ph: 011-25719967, **Fax:** 011-25765214

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

124TH ANNUAL GENERAL MEETING - AUGUST 04, 2014

Name of the Member(s):

Registered address:

Email:

Folio No. / Client ID: DP ID:

I/ We, being the member(s) of ..... shares of the DCM Limited, hereby appoint;

Name : ..... Email : .....
Address : .....
..... Signature : .....
or failing him/ her;

Name : ..... Email : .....
Address : .....
.....Signature : .....
or failing him/ her;

Name : ..... Email : .....
Address : .....
.....Signature : .....
as my / our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the 124th Annual General Meeting of the Company, to be held on Monday, August 04, 2014, at 3:30 p.m. at the MPCU Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, New Delhi - 110054, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolutions	Vote (Optional see Note 4)	
		For	Against
Ordinary Business			
1	Adoption of Financial Statements for the financial year ended March 31, 2014 and Reports of Board of Directors and Auditors thereon		
2	Declaration of final dividend for the financial year ended March 31, 2014 and confirmation of the payment of interim dividend made during the financial year ended March 31, 2014		
3	Appointment of a director in place of Prof. Joginder Singh Sodhi, who retires by rotation and being eligible, offers himself for re- appointment		
4	Appointment of M/s A. F. Ferguson & Co., Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.		
Special Business			
5	Appointment of Mr. Bipin Maira as an Independent Director of the Company		
6	Appointment of Prof. Sudhir Kumar Jain as an Independent Director of the Company		
7	Appointment of Mr. Ravi Vira Gupta as an Independent Director of the Company		
8	Appointment of Dr. Meenakshi Nayar as an Independent Director of the Company		
9	Approval of the Remuneration of the Cost Auditors		
10	Amendment of Articles of Association of the Company		
11	Re-appointment of Mr. Jitendra Tuli as Managing Director of the Company		

Signed this ..... day of 2014

Affix revenue stamp of not Less than Rs. 0.15

.....
Signature of the member

....

Signature of the first proxy holder | Signature of the second proxy holder | Signature of the third proxy holder

Notes:

1. **This form of proxy in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.**
2. **A Proxy need not be a member of the Company.**
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. It is optional to indicate your preference. please put a '√' in the appropriate coloum against the resolutions indicated in the box. If you leave the 'For' or 'Against' coloumn blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he / she may deem appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.

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DCM LIMITED
Registered Office: Vikrant Tower, 4, Rajendra Place, New Delhi - 110008
CIN: L74899DL1889PLC000004,
e-mail: investors@dcm.in, website: www.dcm.in,
Ph: 011-25719967, **Fax:** 011-25765214

ASSENT / DISSENT FORM FOR VOTING ON AGM RESOLUTIONS

1. Name(s) & Registered Address of the sole / first named Member :
2. Name(s) of the Joint-Holder(s), if any :
3. i) Registered Folio No. :
   ii) *DP ID No. & Client ID No. [*Applicable to Members holding shares in dematerialised form]
4. Number of Share(s) held :
5. I / We hereby exercise my / our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting dated August 4, 2014, by conveying my / our assent or dissent to the resolutions by placing tick (√) mark in the appropriate box below:

	RESOLUTIONS	No. of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
Ordinary Business				
1	Adoption of Financial Statements for the financial year ended March 31, 2014 and Reports of Board of Directors and Auditors thereon			
2	Declaration of final dividend for the financial year ended March 31, 2014 and confirmation of the payment of interim dividend made during the financial year ended March 31, 2014			
3	Appointment of a director in place of Prof. Joginder Singh Sodhi, who retires by rotation and being eligible, offers himself for re- appointment			
4	Appointment of M/s A. F. Ferguson & Co., Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.			
Special Business				
5	Appointment of Mr. Bipin Maira as an Independent Director of the Company			
6	Appointment of Prof. Sudhir Kumar Jain as an Independent Director of the Company			
7	Appointment of Mr. Ravi Vira Gupta as an Independent Director of the Company			
8	Appointment of Dr. Meenakshi Nayar as an Independent Director of the Company			
9	Approval of the Remuneration of the Cost Auditors			
10	Amendment of Articles of Association of the Company			
11	Re-appointment of Mr. Jitendra Tuli as Managing Director of the Company			

Place :
Date :

_____
Signature of the Member
or
Authorised Representative

Notes : (i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
(ii) Last date for receipt of Assent/Dissent Form by the Scrutinizer: July 31, 2014 (6.00 pm).
(iii) Please read the instructions printed overleaf carefully before exercising your vote.

P.T.O

INSTRUCTIONS

General Instructions

1. As per the Companies Act, 2013, Company has to provide e-voting facility to its shareholders, however the shareholders, who do not have access to e-voting facility may convey their Assent / Dissent in Physical Assent / Dissent Form. If a shareholder has opted for e-voting, then he/she should not vote by Physical Assent / Dissent Form. However, in case Shareholders cast their vote through both physical assent/dissent form and e-voting, then vote casted through e-voting shall be considered, and vote casted through physical assent/dissent shall be treated as invalid.
2. The notice of Annual General Meeting is dispatched/e-mailed to the members whose names appear on the Register of Members as on June 20, 2014 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on the said date.

Instructions for voting physically on Assent / Dissent Form

1. A Member desiring to exercise vote by Assent / Dissent should complete this Assent / Dissent Form and send it in the enclosed self addressed pre-paid postage envelope so as to reach the Scrutinizer, Mr. D.P. Gupta, Practicing Company Secretary, at the registered office of the Company on or before 6.00 p.m. on July 31, 2014. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.), the completed Assent / Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (√) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent / Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent / Dissent form except giving their assent or dissent and putting their signature.
8. The Scrutinizer's decision on the validity of the Assent / Dissent Form will be final and binding.
9. Incomplete, unsigned or incorrectly ticked Assent / Dissent Forms will be rejected.

BUSINESS REPLY ARTICLE

Postage will be paid by the addressee

No Postage necessary if posted in India

B.R. Permit No. BR-D(C)-843/14-15
Patel Nagar Post Office
New Delhi - 110 008

SPECIMEN

To,

D.P. GUPTA
The Scrutinizer
DCM Limited
6th Floor, Vikrant Tower,
4, Rajendra Place,
New Delhi-110008