DCM LIMITED ANNUAL REPORT

2017 -2018

BOARD OF DIRECTORS

Dr. Vinay Bharat Ram
Chairman and Managing Director

Mr. Bipin Maira

Mr. Jitendra Tuli

Mr. L. Lakshman

Dr. Meenakshi Nayar

Mr. Narendra Pal Chawla
(Nominee of LIC)

Dr. Raghupathi Singhania

Mr. Ravi Vira Gupta

Prof. Sudhir Kumar Jain

Mr. Sushil Kapoor
(Whole-Time Director designated as Executive Director-(Engineering Business))

Mr. Dinesh Dhiman
(Whole-Time Director designated as Executive Director-(Engineering Operation))

COMPANY SECRETARY

Mr. Yadvinder Goyal

BANKERS

Punjab National Bank

State Bank of India

HDFC Bank Limited

ICICI Bank Limited

AUDITORS
BSR & Co. LLP
Chartered Accountants
Gurgaon

REGISTERED OFFICE
Vikrant Tower,
4, Rajendra Place,
New Delhi-110 008
Tel : 91-11-25719967
Fax : 91-11-25765214

SHARE TRANSFER AGENT
MCS Share Transfer Agent Limited
F-65, Okhla Industrial Area,
Phase-I, New Delhi-110 020
Tel : 91-11-41406149-52
Fax : 91-11-41709881

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 128th Annual General Meeting of DCM Limited ('the Company') will be held on Monday, September 24, 2018 at 11:30 A.M. at MPCU Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, New Delhi - 110054 for transacting the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:

   a. the audited standalone financial statements of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon; and

   b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 together with Report of Auditors thereon.

2. To appoint a director in place of Mr. Jitendra Tuli, (DIN 00272930), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

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

   "RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under, 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 continue the appointment of Mr. Ravi Vira Gupta, (DIN 00017410), aged around 80 Years, as a Non-Executive Independent Director of the Company, (whose present term of office as per the Companies Act, 2013 is for 5 (five) consecutive years with effect from August 4, 2014 upto August 3, 2019, and whose continuation in office with effect from 1st April, 2019 requires approval of shareholders by way of special resolution), for his remaining term of office with effect from 1st April, 2019 upto August 3, 2019."

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

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

   "RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under, 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 continue the appointment of Mr. Bipin Maira, (DIN 05127804), aged around 78 Years, as a Non-Executive Independent Director of the Company, (whose present term of office as per the Companies Act, 2013 is for 5 (five) consecutive years with effect from August 4, 2014 upto August 3, 2019, and whose continuation in office with effect from 1st April, 2019 requires approval of shareholders by way of special resolution), for his remaining term of office with effect from 1st April, 2019 upto August 3, 2019."

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

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

   "RESOLVED THAT subject to approval of shareholders of the Company to the resolution no. 2 for appointment of Mr. Jitendra Tuli, (DIN 00272930), as a director of the Company liable to retires by rotation, of this notice of the 128th Annual General Meeting of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under, 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 continue the appointment of Mr. Jitendra Tuli (DIN 00272930), aged around 78 Years, as a Non-Executive Director of the Company, (whose office of director is liable to retire by rotation and whose continuation in office with effect from 1st April, 2019, requires approval of shareholders by way of special resolution), to hold office for his remaining term of office with effect from 1st April, 2019 upto the period till he retires by rotation or ceases to be director of the company.

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

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

   "RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under, 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 continue the appointment of Dr. Vinay Bharat Ram (DIN 00052826), aged around 82 Years, in his capacity as a Director of the Company, liable to retire by rotation, (whose continuation in office with effect from 1st April, 2019, requires approval of shareholders by way of special resolution), to hold office for his remaining term of office with effect from 1st April, 2019 upto the period till he retires by rotation or ceases to be director of the company.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may

be necessary, expedient and desirable for the purpose of giving effect to this resolution."

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 and Schedule - V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and other applicable provisions, if any, of the Companies Act, 2013 and Article of Association of the Company, approval of the members of the Company be and is hereby accorded to the appointment of Dr. Vinay Bharat Ram (DIN 00052826) as Managing Director of the Company w.e.f. January 30, 2019 for a period of 3 years on the remuneration and terms and condition as given below:

Particulars	Amount in Rs. (Per Month)	Amount in Rs. (Per Annum)
A. SALARY		
Basic	4,00,000	48,00,000
Special Allowance	1,50,000	18,00,000
Sub-Total (A)	**5,50,000**	**66,00,000**
B. PERQUISITES & ALLOWANCES		
Rent Free Furnished Accommodation	6,45,000 (plus applicable tax)	77,40,000 (plus applicable tax)
Medical Allowance /Re-imbursement	5,000	60,000
Water, Electricity & Gas	75,000	9,00,000
Sub-Total (B)	**7,25,000**	**87,00,000**
Grand Total (A)+(B)	**12,75,000**	**1,53,00,000**

In addition to the above, he shall also be entitled to following facilities necessary for the purposes of business, which will not be considered as perquisites:

i. Company maintained car(s) with driver(s);

ii. Telephone(s) facility.

However, for the personal use of car, the amount equivalent to the perquisite value of the car(s) as per Income Tax Act shall be recovered from him.

OTHER TERMS AND CONDITIONS:

a. The Board in its discretion may pay to him lower remuneration than the maximum remuneration stipulated hereinabove and revise it from time to time within the limits stipulated herein.

b. Subject to overall superintendence, direction and control of the Board of Directors, Dr. Vinay Bharat Ram is entrusted with substantial powers of management of the Company. He shall look after the working and shall manage the affairs of the Company, as may from time to time be assigned to him by the Board of Directors of the Company.

c. For the discharge of duties, Dr. Vinay Bharat Ram shall report to and derive his authorities and functional responsibilities from the Board of Directors.

d. Either party may terminate the appointment by giving to the other, three calendar months' notice in writing.

e. In the event of termination of appointment by the Company, he shall be entitled to receive compensation in accordance with the provisions of the Companies Act, 2013.

f. Remuneration for a part of the year shall be computed on a pro-rata basis.

g. He shall not be entitled to any sitting fees for attending the meeting of Board of Directors or Committee(s) thereof.

h. He shall be entitled to Gratuity as per policy/rules of the Company, however pursuant to provisions of Paragraph 1 of Section IV of Part-II of Schedule V of the Companies Act, 2013, the same shall not be included in the computation of ceiling on remuneration.

i. Subject to limits as prescribed in Company's Policies, he shall be entitled to re-imbursement of expenses including on entertainment and traveling incurred in the course of business of the Company, which will not be treated as an item of remuneration for the purpose of Section 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to provisions of Section 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules issued there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, the remuneration as set out above, be paid as minimum remuneration to Dr. Vinay Bharat Ram, subject to such approvals as may be necessary, notwithstanding that in any relevant financial year(s) of the Company during his tenure as Managing Director, the Company has no profit or its profits are inadequate under Section 198 of the Companies Act, 2013.

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

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

"RESOLVED THAT Mr. Dinesh Dhiman (DIN 08021624), who was appointed by the Board of Directors as an Additional Director of the Company on the recommendations of Nomination & Remuneration Committee, with effect from December 13, 2017 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

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

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 recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 and Schedule - V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and other applicable provisions, if any, of the Companies Act, 2013 and Article of Association of the Company, approval of the members of the Company be and is hereby accorded to the appointment

of Mr. Dinesh Dhiman (DIN 08021624), as Whole-Time Director of the Company designated as Executive Director (Engineering Operation) with effect from December 13, 2017 for a period of three years from December 13, 2017 upto December 12, 2020 on the remuneration and terms and conditions as given below:

Sl. No.	Particulars	Amount in Rs. (Per Month)	Amount in Rs. (Per Annum)
I	**SALARY AND ALLOWANCES**		
	Basic Salary	90,000	10,80,000
	House Rent Allowance	54,000	6,48,000
	LTA	4,167	50,004
	Medical Allowance	7,500	90,000
	Special Allowance	1,38,500	16,62,000
	Sub-Total (I)	**2,94,167**	**35,30,004**
II	**OTHERS**		
	Company Contribution to Provident Fund as per policy/rules of the Company.	10,800	1,29,600
	Gratuity as per policy/rules of the Company.	4326	51,912
	Sub-Total (II)	**15,126**	**1,81,512**
III	**Total (I)+(II)**	**3,09,293**	**37,11,516**

In addition to the above, he shall also be entitled to following facilities necessary for the purposes of business, which will not be considered as perquisites:

i. Company maintained car with driver;

ii. Telephone facility.

However, for the personal use of car, the amount equivalent to the perquisite value of the car as per Income Tax Act shall be recovered from him.

The annual increase in total remuneration (as stated at point no. III of table given above) of Mr. Dinesh Dhiman, Whole-Time Director of the Company designated as Executive Director (Engineering Operation) shall be as may be decided by the Board of Directors of the Company, from time to time, however the same shall not exceed Rs. 50,000/- per month or Rs. 6,00,000/- 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. Dinesh Dhiman shall report to and derive his authorities and functional responsibilities from Mr. Sushil Kapoor, Executive Director (Engineering Business) or as may be decided by the Board of Directors, from time to time.

c. Subject to overall superintendence, direction and control of the Board of Directors, Mr. Dinesh Dhiman be responsible for Plant operations of the Engineering Division namely 'DCM Engineering Product' situated at Village Asron, Tehsil Balachur, District Shaheed Bhagat Singh Nagar, Punjab.

d. Either party may terminate the appointment by giving to the other, 3 calendar months' notice in writing.

e. 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.

f. Encashment of leave at the end of tenure will not be included in the computation of the ceiling on perquisites.

g. Remuneration for a part of the year shall be computed on a pro-rata basis.

h. Perquisites shall be evaluated at actual cost or if the cost is not ascertainable the same shall be valued as per Income Tax Rules.

i. 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.

j. For the purposes of retirement benefits like Gratuity, Provident Fund etc., the service of Mr. Dinesh Dhiman, Whole-Time Director designated as Executive Director (Engineering Operation) will be considered as continuation of service from the date of his joining with the Company.

RESOLVED FURTHER THAT pursuant to provisions of Section 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules issued there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, the remuneration as set out above, be paid as minimum remuneration to Mr. Dinesh Dhiman, Whole-Time Director, designated as Executive Director (Engineering Operation) of the Company, subject to such approvals as may be necessary, notwithstanding that in any relevant financial year(s) of the Company during his tenure as Whole-Time Director, the Company has no profit or its profits are inadequate under Section 198 of the Companies Act, 2013.

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

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

"RESOLVED THAT Mr. Sushil Kapoor (DIN 02481289), who was appointed by the Board of Directors as an Additional Director of the Company on the recommendations of Nomination & Remuneration Committee, with effect from January 15, 2018 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company liable to retire by rotation.

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

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 and Schedule - V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and other applicable provisions, if any, of the Companies Act, 2013 and Article of Association of the Company, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Sushil Kapoor (DIN: 02481289), as Whole-Time Director of the Company designated as Executive Director (Engineering Business) w.e.f. January 15, 2018 for a period of one year from January 15, 2018 upto January 14, 2019 on the remuneration and terms and conditions as given below:

Sl. No.	Particulars	Amount in Rs. (Per Month)	Amount in Rs. (Per Annum)
1	Salary	7,75,000	93,00,000
2	Car Allowance	60,000	7,20,000
	Total	**8,35,000**	**1,00,20,000**

He shall also be entitled to following:

- Performance Bonus linked to the achievement of targets, as may be determined by the Board of Directors of the Company and/or its committee(s), subject to maximum limit of Rs. 50 lacs per annum.
- Telephone expenses.

He shall not be entitled to any retirement benefits like Gratuity, Provident Fund, Superannuation and Leave encashment etc.

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. Sushil Kapoor shall report to and derive his authorities and functional responsibilities from the Chairman and Managing Director and/or Board of Directors of the Company.

c. Subject to overall superintendence, direction and control of the Board of Directors, Mr. Sushil Kapoor shall look after the working of and shall manage the day to day affairs of the 'DCM Engineering Product', a Unit of DCM Limited (referred as 'Engineering Division') situated at Village Asron, Tehsil Balachur, District Shaheed Bhagat Singh Nagar, Punjab.

d. Either party may terminate the appointment by giving to the other, 3 calendar months' notice in writing.

e. 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.

f. Remuneration for a part of the year shall be computed on a pro-rata basis.

g. 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 pursuant to provisions of Section 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules issued there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, the remuneration as set out above, be paid as minimum remuneration to Mr. Sushil Kapoor, Whole-Time Director, designated as Executive Director (Engineering Business) of the Company, subject to such approvals as may be necessary, notwithstanding that in any relevant financial year(s) of the Company during his tenure as Whole-Time Director, the Company has no profit or its profits are inadequate under Section 198 of the Companies Act, 2013.

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

12. 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 and all other applicable provisions 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), the remuneration payable to Cost Auditors appointed by the Board of Directors of the Company, as stated below be and is hereby ratified and confirmed:

i. Rs. 50,000/- (Rupees fifty thousand only) plus GST & out-of pocket expenses, if any, to M/s K G Goyal & Associates, Cost Accountants (Firm Registration Number 000024), as Cost Auditors, for financial year 2018-19, for audit of cost accounting records of 'Cotton Textiles' manufactured by the Company;

ii. Rs. 1,25,000/- (Rupees one lac and twenty five thousand only) plus GST & out-of-pocket expenses, if any, to M/s V Kumar & Associates, Cost Accountants (Firm Registration Number 100137), as Cost Auditors, for financial year 2018-19, for audit of the Cost Accounts pertaining to Cast Iron Unit of the Company namely 'DCM Engineering Products' located at Shaheed Bhagat Singh Nagar, Punjab; and

iii. Rs. 60,000/- (Rupees sixty thousand only) plus GST & out-of-pocket expenses, if any, to M/s V Kumar & Associates, Cost Accountants (Firm Registration Number 100137), as Lead Cost Auditor, for financial year 2018-19, for consolidation of the Cost Audit Reports etc. of the Company.

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

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

Place : New Delhi
Date : August 10, 2018

By order of the Board of Directors
For DCM Limited

Sd/-
Yadvinder Goyal
Company Secretary

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item nos. 3 to 12 under Special Business of this Notice is annexed hereto.

   B S R & Co. LLP, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 125th Annual General Meeting held on August 18, 2015 for a period of 5 years from the conclusion of 125th Annual General Meeting held on August 18, 2015 to hold office till conclusion of 130th Annual General Meeting of the Company subject to ratification of their appointment by the members at every intermittent AGM of the Company. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7th May, 2018, the mandatory requirement for ratification of appointment of Statutory Auditors by the Members at every Annual General Meeting ("AGM") is no longer required, and hence the Company is not proposing an item on ratification of appointment of Statutory Auditors at this 128th Annual General Meeting of the Company.

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 and rules made thereunder, 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 Tuesday, September 18, 2018 to Monday, September 24, 2018 (both days inclusive).

4. A. Members holding shares in physical form are requested to notify/ send the following to the Registrar & Transfer Agent (RTA) of the Company i.e. MCS Share Transfer Agents Limited:

      i) their bank account details in order to receive payment of dividend through electronic mode,

      ii) their email id, in case the same have not been sent earlier, for the purpose of receiving the communication electronically,

      iii) any change in their address/e-mail id/ECS mandate/ bank details,

      iv) share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account.

   B. Members holding shares in dematerialized form are requested to notify to their Depository Participant:

      i) their email id.

      ii) all changes with respect to their address/email id/ ECS mandate/ bank details.

   C. Kindly note that as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as `Listing Regulations`), it is mandatory for the Company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/ update your correct bank account details with the Company/ RTA/ Depository Participant, as the case may be.

5. Members are requested to bring their copy of Annual Report.

6. Members who are holding Company's shares in dematerialized form are requested to bring details of their Depository Account Number for identification.

7. 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.

8. 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.

9. 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.

10. The Securities and Exchange Board of India (SEBI) 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 Share Transfer Agent Limited.

11. As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), for securities market transactions and/or for off -market or private transactions involving transfer of shares in physical form, the transferee(s) as well as transferor(s) (including joint holders) shall furnish copy of PAN card to the Company for registration of such transfer of securities. Accordingly, all the shareholders/ transferor(s) / transferee(s) of shares (including joint holders) in physical form are requested to furnish a certified copy of their PAN Card to the Company/ RTA while transacting in the securities market including transfer, transmission or any other corporate action.

12. The amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018 has mandated that transfer of securities would be carried out in dematerialized form only.

    Pursuant to above please note that MCS Share Transfer Agents Limited (MCS), Registrars and Transfer Agent and the Company will not accept any request for transfer of shares in physical form with effect from December 5, 2018. This restriction shall not be applicable to the request received for transmission or transposition of physical shares. Shareholders are requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact any office of the nearest MCS branch to guide you in the demat procedure. You may visit website of depositories viz., NSDL or CDSL or websites of stock exchanges for further understanding about the demat procedure.

13. 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.

14. Annual Report including 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). However, physical copy of the Annual Report including Notice of AGM and Attendance Slip is also being sent to all members.

15. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays & Public Holidays) during 11.00 a.m. to 2.00 p.m. up to one day prior to date of the Meeting.

16. The relevant details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings, in respect of person seeking appointment /re-appointment as Director of the Company under Item No. 2, 3-11 of the Notice, are provided at page nos. 15&16 of the Annual Report.

17. 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/will be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government, from time to time, in accordance with applicable provisions of the Companies Act, 1956 and / or the Companies Act, 2013.

18. 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 5 INV 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. Deposit-holders/Debenture-holders/Shareholders may kindly check the said information and if any amount on account of matured deposits, matured debentures, or interest thereon or dividend is appearing as unclaimed / un-encashed against their name, they may lodge their claim, duly supported by relevant documents to the Company.

19. Also, in terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.

20. Any person whose shares, unclaimed/un-encashed dividend, matured deposits, matured debentures, or interest thereon, have been transferred to the IEPFA, can claim back the shares or apply for refund from IEPFA, as the case may be, by following the procedure prescribed under the aforesaid rules. Therefore, it is in the interest of deposit-holders/debenture-holders/ shareholders to claim the unclaimed / un-encashed amount of dividend, matured deposits, matured debentures or interest thereon with in scheduled time.

21. Mrs. Pragnya Parimita Pradhan, Company Secretary in whole-time practice, 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.

22. The facility for voting through polling paper shall also be made available at the Annual General Meeting and Members attending the Annual General Meeting who have not already cast their vote by remote e-voting shall be able to vote at the Annual General Meeting.

23. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.

24. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules made thereunder and the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting).

25. The instructions for remote e-voting are as under:

A. In case a Member receives an email from NSDL :

i. Open the PDF file 'DCM remote 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 on 'Login'.

v. Password change menu will appear. Change the Password with a new Password of your choice with minimum 8 digits/characters or combination thereof. 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 remote e-Voting -Active Voting Cycles.

vii. Select 'EVEN' (i.e. Remote e-voting Event Number) 109000 of DCM Limited.

viii. Now you are ready for remote 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 confirmed your vote on the resolution, you cannot 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 pragnyap.pradhan@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM:

I. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM, in the manner as stated below:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD /PIN
-	-	-

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

C. Other Instructions:

I. 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 Downloads section of www.evoting.nsdl.com

II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

III. The remote e-voting period commences on Friday, September 21, 2018 (9.00 a.m. IST) and ends on Sunday, September 23, 2018 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on September 17, 2018 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.

IV. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories, as on September 17, 2018 i.e. cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the Annual General Meeting through polling paper.

V. Any person, who acquires and/or allotted/issued shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or contact NSDL at toll free no. 1800-222-990. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.

Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on ***www.evoting.nsdl.com****.*

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DP ID + Client ID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No. + Folio No.).

26. The Scrutinizer shall, after the conclusion of voting at the Annual General Meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall counter sign the same.

27. The result shall be declared not later than 48 hours from conclusion of this Annual General Meeting. The result declared shall be communicated to BSE Limited, National Stock Exchange of India Limited, National Securities Depository Limited (NSDL), MCS Share Transfer Agent Limited (i.e. Registrar & Share Transfer Agent of the Company) and shall also be displayed on the website of the Company i.e. www.dcm.in

28. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on date of Annual General Meeting i.e. September 24, 2018.

29. The route map to the venue of the Annual General Meeting is given at page no. 17 of this Annual Report.

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

Item Nos. 3 & 4

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 `Listing Regulations`), with effect from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. Ravi Vira Gupta, aged 80 years (date of birth 19th November, 1937) and Mr. Bipin Maira aged 78 years (date of birth 7th November, 1939) were appointed as Non-Executive Independent Directors of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from August 4, 2014 upto August 3, 2019 under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under.

Mr. Ravi Vira Gupta and Mr. Bipin Maira are more than 75 years of age as on date of this notice of 128th Annual General Meeting i.e. August 10, 2018 and accordingly as per Regulation 17(1A) of Listing Regulations, their continuation as Non-Executive Independent Directors of the Company with effect from 1st April, 2019 shall require approval of shareholders by way of special resolution.

A brief justification for their continuation as Non-Executive Independent Directors on the Board of the Company with effect from 1st April, 2019 is as under:

Mr. Ravi Vira Gupta joined the Indian Administrative Service in 1962. He had worked in various states and held challenging assignment at the field. He was associated with various aspects of cooperatives as well as agriculture. He was Registrar of Cooperatives as well as Managing Director of National Cooperative Development Corporation. In Madhya Pradesh, he was the Managing Director of the MP Federation of Dairy Cooperatives for over three years. Between 1991 and 1998, he was closely associated with the economic reforms at the level of Additional Secretary / Secretary in the Government of India in the Ministries of Fertilizer, Food as well as Finance. He was also Deputy Governor of the Reserve Bank of India for about three years. He was associated with many committees over the years including at Reserve Bank Committee on agricultural credit.

Mr. Ravi Vira Gupta possess rich and diverse experience. His professional profile and proven experience in business domain is a valuable asset to the Company which adds diversity and enriched points of view in the Board`s discussions. He has all round experience in various functions of managing business enterprises.

Mr. Bipin Maira has around 53 years of industry experience; He started his career with Delhi Cloth & General Mills Co. Ltd. as Senior Management Trainee in 1962 & grew to the position of General Manager of DCM before leaving in 1982. He has served for seven years with the renowned Kewalram Chanrai Group as Chief Executive for their Nigerian manufacturing operations, including one of the largest textile complexes in Africa. He was associated for thirteen years as director & Partner with Resource Management Associates overseeing the International assignments in Management Consultation & H R. Currently since 2007, as Group H R Advisor, to the Singapore-based Kewalram Chanrai Group.

Mr. Bipin Maira`s judgment and knowledge of the sector in which the Company operates are very important elements in the debates and business decisions adopted by the Board of Directors. He inspires great confidence to the Board.

The Board of Directors are of the opinion that Mr. Ravi Vira Gupta and Mr. Bipin Maira are persons of integrity, possess relevant expertise and vast experience and their association as Non-Executive Independent Directors will be beneficial and in the best interest of the Company. Their presence on the Board of the Company adds more value and gives confidence to the Board in its decisions. Further, their association supports a good balance in the composition of the Board.

Mr. Ravi Vira Gupta and Mr. Bipin Maira fulfils all conditions specified by applicable laws for the position of an Independent Director of the Company. The Company has also received necessary declarations from Mr. Ravi Vira Gupta and Mr. Bipin Maira that they meet the criteria of independence as prescribed under the Companies Act, 2013 and the Listing Regulations, presently applicable. Further, they have also confirmed that they are not disqualified from being appointed as Director under Section 164 of the Companies Act, 2013.

The said Independent Directors are not related to any of the Directors or Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013.

Other than Mr. Ravi Vira Gupta and Mr. Bipin Maira, their relatives, for their respective appointments, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in their respective proposed Special Resolutions as set out in Item Nos. 3 & 4 of this Notice.

Accordingly, the Board recommends the Special Resolutions as set out at Item Nos. 3 & 4 of this Notice for approval of the members of the Company.

Item No. 5

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 `Listing Regulations`), with effect from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. Jitendra Tuli, aged 78 years (date of birth 20th September, 1939) was appointed as Non-Executive Director of the Company under Section 149 and 152 of the Companies Act, 2013 and Rules made there under, liable to retire by rotation.

Mr. Jitendra Tuli is more than 75 years of age as on date of this notice of 128th Annual General Meeting i.e. August 10, 2018 and accordingly as per Regulation 17(1A) of Listing Regulations, his continuation as Non-Executive Director of the Company, liable to retire by rotation, with effect from 1st April, 2019 shall require approval of shareholders by way of special resolution.

A brief justification for his continuation as Non-Executive Director on the Board of the Company with effect from 1st April, 2019 is as under:

Mr. Jitendra Tuli obtained his Post Graduate Diploma from London School of Journalism and attended the School of Public Relations and Communications at Boston University, USA. Mr. Jitendra Tuli is an editorial and communications consultant with World Health Organization, regional office for South East Asia, where he served as the Public Information Officer for 19 years till 1996. He has written for leading Newspapers and Magazines. He is deeply involved in the work for the less privileged ones, as trustee of Amarjyoti Charitable Trust and as founder member of Cancer Sehyog. Mr. Jitendra Tuli was Chairman of the Company for the period from December 20, 2011, to January 29, 2016, and has also served as Managing Director of the Company for the period from December 20, 2012 to January 29, 2016. His track record of managing the Company is also a plus for the Board.

Mr. Jitendra Tuli has around 54 years of vast experience in communications, external relations, media management and social responsibility. Due to his long association with the Company including in his capacity as Chairman & Managing Director of the Company in the past, he has ample experience and understanding of the business of the Company. In view of Board, the presence of Mr. Jitendra Tuli on the Board further enhances the diversity of the Board in terms of its composition.

The Board of Directors are of the opinion that Mr. Jitendra Tuli possess relevant expertise and vast experience and his association as Non-Executive Director will be beneficial and in the best interest of the Company. His presence on the Board of the Company adds more value and gives confidence to the Board in its decisions. Further, his association supports a good balance in the composition of the Board.

Mr. Jitendra Tuli is not related to any of the Directors or Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company in terms of Section 2(77) of the Companies Act, 2013.

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

Mr. Jitendra Tuli, retires by rotation at this 128th Annual General Meeting of the Company and being eligible offers himself for re-appointment as a director of the Company. Accordingly, an ordinary resolution as set out at Item No. 2 for his appointment as a director of the Company, liable to retire by rotation, forms part of this Notice of 128th Annual General Meeting of the Company, for seeking approval of members of the Company.

Therefore, the Special Resolution as set out at Item No. 5, of this Notice of 128th Annual General Meeting of the Company, for approval of the members of the Company, is subject to approval of ordinary resolution as set out at Item No. 2 of this Notice 128th Annual General Meeting of the Company, by members of the Company.

Accordingly, the Board recommends the Special Resolution as set out at Item No. 5 of this Notice for approval of the members of the Company.

Item Nos. 6 & 7

Dr. Vinay Bharat Ram, aged 82 years (date of birth 18th February, 1936) was appointed in his capacity as Non-Executive Director of the Company under Section 149 and 152 of the Companies Act, 2013 and Rules made there under, subject to retirement by rotation.

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 `Listing Regulations`), with effect from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Dr. Vinay Bharat Ram is more than 75 years of age as on date of this notice of 128th Annual General Meeting i.e. August 10, 2018 and accordingly as per Regulation 17(1A) of Listing Regulations, his continuation in his capacity as a Director of the Company, liable to retire by rotation, with effect from 1st April, 2019 shall require approval of shareholders by way of special resolution.

Details given under Table II in this item herein below shall also be treated as brief justification for his continuation in his capacity as a Director of the Company, liable to retire by rotation, with effect from 1st April, 2019.

Accordingly, it is proposed to seek the members' approval for the continuation of Dr. Vinay Bharat Ram in his capacity as a Director of the Company, liable to retire by rotation, with effect from 1st April, 2019, by way of Special Resolution, as required under Regulation 17(1A) of Listing Regulations.