

DCM LIMITED ANNUAL REPORT

2015 -2016

BOARD OF DIRECTORS

Dr. Vinay Bharat Ram
Chairman and Managing Director

Mr. Bipin Maira

Mr. Chandra Mohan

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

COMPANY SECRETARY

Mr. Yadvinder Goyal

BANKERS

Punjab National Bank

State Bank of Bikaner and Jaipur

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

Notice of Annual General Meeting

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 126th Annual General Meeting of DCM Limited (the Company) will be held on Wednesday, September 14, 2016 at 11.00 A.M. at Shankar Lal Murli Dhar Auditorium (Shri Ram Centre-Auditorium), 4, Safdar Hashmi Marg, Mandi House, New Delhi-110 001 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, 2016, 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, 2016 together with Report of Auditors thereon.
2. To confirm the interim dividend of Rs. 1.50 per equity share, already declared and paid during the financial year 2015-16, for the financial year ended March 31, 2016, as dividend for financial year 2015-16.
3. To appoint a director in place of Mr. Jitendra Tuli, (DIN 00272930), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To ratify the appointment of Statutory 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 the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 read with Rules issued thereunder, as amended from time to time, and pursuant to resolution passed by the members at the 125th Annual General Meeting (AGM) of the Company held on August 18, 2015, the appointment of M/s. BSR & Co. LLP, Chartered Accountants, (Regn. no. 101248W) as Statutory Auditors of the Company to hold office till the conclusion of the next AGM be and is hereby ratified and the Audit Committee of the Board of Directors of the Company be and is hereby authorized to fix the remuneration payable to them.”

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 recommendation of the Nomination and Remuneration Committee and in accordance with 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 Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. L Lakshman (DIN 00012554), who was appointed as an Additional Director by the Board of Directors of the Company with effect from May 30, 2016 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 his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years upto May 29, 2021, not 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.”

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 recommendation of the Nomination and Remuneration Committee and in accordance with 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 Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Raghupati Singhania (DIN 00036129), who was appointed as an Additional Director by the Board of Directors of the Company with effect from May 30, 2016 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 his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years upto May 29, 2021, not 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.”

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 recommendation of the Nomination and Remuneration Committee and in accordance with 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 Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Chandra Mohan (DIN 00017621), who was appointed as an Additional Director by the Board of Directors of the Company with effect from May 30, 2016 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 his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years upto May 29, 2021, not 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.”

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 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. 1,25,000/- (Rupees one lac and twenty five thousand only) plus service tax & out-of-pocket expenses, if any, to M/s V Kumar & Associates, Cost Accountants (Firm Registration Number 100137), as Cost Auditors, for financial year 2015-16, for audit of the Cost Accounts pertaining to Cast Iron Unit of the Company namely 'DCM Engineering Products' located at Ropar, Punjab; and
- ii. Rs. 60,000/- (Rupees sixty thousand only) plus service tax & 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 2015-16, for consolidation of the Cost Audit Report etc. of the Company.

RESOLVED FURTHER THAT aforesaid approval of members of the Company for payment of remuneration to M/s V Kumar & Associates, Cost Accountants (Firm Registration Number 100137) for audit of Cost Accounts pertaining to Cast Iron Unit of the Company and as Lead Cost Auditor, shall be in addition to approval already given by members at 125th Annual General Meeting (AGM) of the Company held on August 18, 2015 for payment of remuneration of Rs. 50,000/- (Rupees fifty thousand only) plus service tax & out-of-pocket expenses, if any, to M/s K C Kohli & Co., Cost Accountants (Firm Registration Number 100541), as Cost Auditors for financial year 2015-16 for audit of cost accounting records of 'Cotton Textile' manufactured by 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."

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

"RESOLVED THAT pursuant to the provisions of Section 148 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 service tax & out-of-pocket expenses, if any, to M/s K C Kohli & Co., Cost Accountants (Firm Registration Number 100541), as Cost Auditors, for financial year 2016-17, for audit of cost accounting records of 'Cotton Textile' manufactured by the Company;
- ii. Rs. 1,25,000/- (Rupees one lac and twenty five thousand only) plus service tax & out-of-pocket expenses, if any, to M/s V Kumar & Associates, Cost Accountants (Firm Registration Number 100137), as Cost Auditors, for financial year 2016-17, for audit of the Cost Accounts pertaining to Cast Iron Unit of the Company namely 'DCM Engineering Products' located at Ropar, Punjab; and
- iii. Rs. 60,000/- (Rupees sixty thousand only) plus service tax & 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 2016-17, for consolidation of the Cost Audit Report 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 : May 30, 2016

By the order of the Board
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 Items nos. 5 to 9 under Special Business of this Notice 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 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 Thursday, September 8, 2016 to Wednesday, September 14, 2016 (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 9, 2015 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 3, 2015. Members who have not received or not encashed their dividend warrant may approach M/s MCS Share Transfer Agent Limited, Registrar and Transfer Agent of the Company or to the Company, for revalidating the warrant or for obtaining duplicate warrant.
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 (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.
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 Share Transfer Agent Limited. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.

13. The 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) unless the members have registered their request for a hard copy of the same. However, physical copy of the Annual Report including Notice of AGM and Attendance Slip is being sent to all members.
14. 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 business hours up to the date of the Meeting.
15. The relevant details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of persons seeking appointment /re-appointment as Directors of the Company under Items No. 3, 5, 6 and 7 of the Notice, are provided at page no. 40 & 41 of the Annual Report.
16. 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 51NV 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
17. 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.
18. 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.
19. 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.
20. 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).
21. 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) 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 pragnya.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 Sunday, September 11, 2016 (9.00 a.m. IST) and ends on Tuesday, September 13, 2016 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on September 7, 2016 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 7, 2016 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.
If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com
- vi. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, would 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 countersign the same.
- vii. 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
- viii. 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 14, 2016.

22. The route map to the venue of the Annual General Meeting is given at page no. 6 of this Annul Report.

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

Item No. 5, 6 & 7

Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan were acting in their capacity as Independent Directors on the Board of erstwhile DCM Engineering Limited.

Pursuant to sanction of Scheme of Amalgamation ('Scheme') of DCM Engineering Limited ('Subsidiary company' / 'transferor company') into and with DCM Limited ('Holding Company' / 'transferee company') by the Hon'ble Delhi High Court and its becoming effective on May 28, 2016, DCM Engineering Limited ceased to exist from the said effective date and whole Business of DCM Engineering Limited has got vested/transferred with the Company as going concern along with all assets and liabilities from the appointed date of 01.04.2014 in terms of the Scheme.

In order to continue to have benefit of vast knowledge & experience of Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan in the industry, the Board of Directors of the Company at its meeting held on May 30, 2016 have appointed Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan as Additional Directors on the Board of the Company with effect from May 30, 2016, in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company.

Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan have also been appointed as Independent Directors by the Board of Directors of the Company, under Section 149 of the Companies Act, 2013, for a term of five consecutive years upto May 29, 2021 subject to the approval of the shareholders of the Company.

The Company has received notices in writing from members of the Company alongwith deposits of requisite amount(s) prescribed under Section 160 of the Companies Act, 2013 proposing the candidatures of Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan for the office of independent directors of the Company.

In terms of provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, it is proposed to appoint Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan as Independent Directors of the Company for their respective term of five consecutive years upto May 29, 2021, not liable to retire by rotation.

Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan have given necessary 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, Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan 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, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan are independent of the management.

Brief resume of Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan, nature of their expertise in specific functional areas, names of listed companies (other than DCM Ltd.) in which they hold directorships and committee memberships, their shareholding in the Company, relationships amongst directors inter-se as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided in the Corporate Governance Report forming part of the Annual Report.

Other than Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan, their relatives, for their respective appointments, 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, 6 & 7 of this Notice.

Keeping in view their vast expertise and knowledge, it will be in the interest of the Company that Mr. L Lakshman, Dr. Raghupati Singhania and Mr. Chandra Mohan are appointed as Independent Directors of the Company, not liable to retire by rotation.

Accordingly, the Board recommends the Ordinary Resolutions as set out at Item Nos. 5, 6 & 7 of this Notice for approval of the members of the Company.

Item No. 8

The Board in its meeting held on June 20, 2015, on the recommendation of the Audit Committee, had approved the appointment of M/s K C Kohli & Co., Cost Accountants (Firm Registration Number 100541), as Cost Auditors for financial year 2015-16 for audit of cost accounting records of 'Cotton Textile' manufactured by the Company at a remuneration of Rs. 50,000/- (Rupees fifty thousand only) plus service tax & out-of-pocket expenses, if any.

Members of the Company have also approved the aforesaid remuneration payable to M/s K C Kohli & Co., Cost Accountants for financial year 2015-16, at the 125th Annual General Meeting of the Company held on August 18, 2015.

Further, Pursuant to sanction of Scheme of Amalgamation ('Scheme') of DCM Engineering Limited ('Subsidiary company' / 'transferor company') into and with DCM Limited ('Holding Company' / 'transferee company') by the Hon'ble Delhi High Court and its becoming effective from May 28, 2016, DCM Engineering Limited ceased to exist with effect from May 28, 2016 and Engineering Business of erstwhile DCM Engineering Limited held under its unit 'DCM Engineering Products' alongwith all its assets and liabilities stand transferred/vested with the Company as going concern from the appointed date of April 1, 2014 and identified as 'Engineering Division' of the Company.

Notice continued

As per Section 148 of the Companies Act, 2013 and Rules issued thereunder, as amended from time to time, aforesaid Cast Iron Unit namely 'DCM Engineering Products' located at Ropar, Punjab is also covered under the ambit of cost audit.

M/s V Kumar & Associates, Cost Accountants were appointed as Cost Auditors by the Board of Directors of erstwhile DCM Engineering Limited, for financial year 2015-16, for audit of Cost Accounts pertaining to aforesaid Cast Iron Unit and their remuneration was approved by members of erstwhile DCM Engineering Limited.

Pursuant to above, the Board of Directors of the Company at its meeting held on May 30, 2016 have appointed/ratified the appointment of said M/s V Kumar & Associates, Cost Accountants, as Cost Auditors, for financial year 2015-16, for audit of Cost Accounts pertaining to aforesaid Cast Iron Unit of the Company located at Ropar, Punjab at remuneration of Rs. 1,25,000/- (Rupees one lac & twenty five thousand only) plus service tax & out-of-pocket expenses, if any.

The Board of Directors of the Company in the same meeting held on May 30, 2016, on the recommendation of the Audit Committee, have also appointed said M/s V Kumar & Associates, Cost Accountants, as Lead Cost Auditors, for financial year 2015-16, for consolidation of the Cost Audit Report etc. of the Company at remuneration of Rs. 60,000/- (Rupees sixty thousand only) plus service tax & out-of-pocket expenses, if any.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rules issued thereunder, the remuneration payable to M/s V Kumar & Associates, Cost Accountants, Cost Auditors, as stated above, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for ratification of payment of remuneration to the Cost Auditors for financial year 2015-16.

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 as set out at Item No. 8 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 8 of this Notice for approval of members of the Company.

Item No. 9

The Board in its meeting held on May 30, 2016, on the recommendation of the Audit Committee, has approved the following appointments:

- i. M/s K C Kohli & Co., Cost Accountants (Firm Registration Number 100541), as Cost Auditors, for financial year 2016-17, for audit of cost accounting records of the 'Cotton Textile' manufactured by the Company at a remuneration of Rs. 50,000/- (Rupees fifty thousand only) plus service tax & out-of-pocket expenses, if any;
- ii. M/s. V Kumar & Associates, Cost Accountants (Firm Registration Number 100137), as Cost Auditors, for financial year 2016-17, for audit of Cost Accounts pertaining to Cast Iron Unit of the Company namely 'DCM Engineering Products' located at Ropar, Punjab at a remuneration of Rs. 1,25,000/- (Rupees one lac and twenty five thousand only) plus service tax & out-of-pocket expenses, if any; and
- iii. M/s V Kumar & Associates, Cost Accountants (Firm Registration Number 100137), as Lead Cost Auditors, for financial year 2016-17, for consolidation of the Cost Audit Report etc. of the Company, at a remuneration of Rs. 60,000/- (Rupees sixty thousand only) plus service tax & out-of-pocket expenses, if any.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rules issued thereunder, the remuneration payable to the Cost Auditors as stated above has to be ratified by members 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 financial year 2016-17.

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 as set out at Item No. 9 of the Notice.

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

Registered Office

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

Place: New Delhi

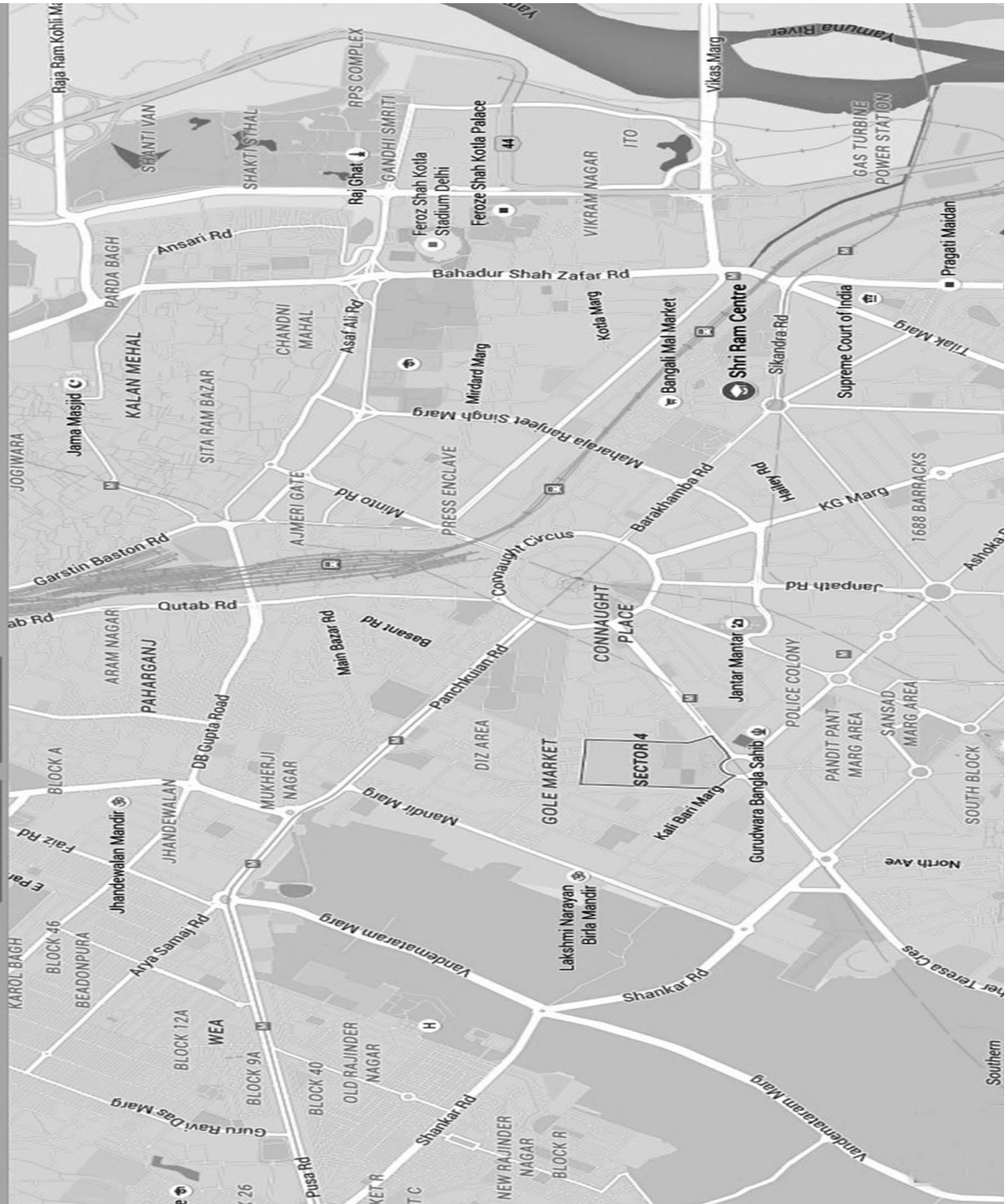
Date: May 30, 2016

By the order of the Board For DCM Limited

Sd/-

Yadvinder Goyal
Company Secretary

Route map for Venue 126th of Annual General Meeting of the Company



DIRECTORS' REPORT

Your directors have pleasure in presenting this 126th Annual Report together with the Audited Financial Statements of your Company for the year ended March 31, 2016.

ECONOMIC SCENARIO

The year was marked by an economic slow-down with demand continuing to be sluggish and the rural economy coming under stress due to a below-normal monsoon and unseasonal rains. The international market also faced headwinds in terms of sluggish economies, geo-political issues and currency volatility in some markets.

However, a decade-low slump in oil prices, a major drain on India's import bill, gave the desired boost to the government's foreign exchange reserves. Inflation and current account deficit levels were maintained below the guidance targets. It provided the much required momentum to the key macro indicators of the Indian economy in the year 2015-16.

The government has taken several initiatives like 'Ease of Doing Business', fresh investments in the roads and railways sectors, revival of 50 airports, 'Smart City' development, urban development, encouraging startups and skill development etc. The impact of most of these measures can only be gauged over a period of time and may not get reflected in the economic numbers immediately and they must hence be interpreted more in terms of laying a foundation for future growth.

India is a bright spot in a depressed global landscape. The Indian economy is on a steady growth path. The consequent increase in private consumption is likely to continue through 2016, making it possible for India to sustain its leading position as the largest fast-growing economy.

FINANCIAL DATA

Rs. / Crores

	Financial Year ended March 31, 2016	Financial Year ended March 31, 2015
Profit before Interest, Depreciation, Tax and Exceptional Item	69.14	57.67
Less: - Finance Cost	32.56	20.10
- Depreciation	36.40	24.86
Profit before Tax	0.18	12.71
Less -Provision for tax	(3.11)	(1.21)
Profit after tax	3.29	13.92
Add - Profit brought forward	151.56	146.76
Less - Adjustment of Depreciation	-	2.35
Less – Adjustment for amalgamation	7.96	-
Profit available for appropriation	146.89	158.33
Appropriations:		
Interim Dividend on equity shares	2.61	2.61
Proposed Final Dividend on equity shares	-	2.61
Corporate Dividend Tax	0.53	1.05
General Reserves	-	0.50
Balance Profit carried forward	143.75	151.56

TRANSFER TO RESERVES

No amount is proposed to be transferred to the General Reserve out of the amount available for appropriation.

DIVIDEND

During the financial year ended March 31, 2016, your Company has declared an interim dividend of Rs. 1.50 (Rupee one and fifty paise only) per equity share of Rs. 10 each, out of accumulated profits of past years, in November 2015 and the same was paid in December 2015. Your directors do not recommend the final dividend for the financial year 2015-16. The interim dividend already paid will be considered as final dividend for the financial year 2015-16.

OPERATIONS OVERVIEW

Textile Division

The Textile Division of the Company is located at Hisar in Haryana with a capacity of 114096 Spindles. During the year under review, the production of yarn increased by 13% (approx.) to 28490 MT from 25271 MT last year mainly due to the increase in production capacity and ongoing TQM activities on improvements etc. Lower global demand especially from China, increase in wages in the State and high volatility of local currency during the year restricted the Profit before Tax (PBT) to Rs. 6.65 Crores in the financial year 2015-16.

Engineering Division

Pursuant to sanction of Scheme of Amalgamation of DCM Engineering Ltd into & with DCM Ltd. by Hon'ble Delhi High Court vide its order dated May 16, 2016, the Engineering Business of erstwhile DCM Engineering Limited held under its Unit 'DCM Engineering Products' stood vested with the Company as going concern from the appointed date of April 1, 2014 and identified as 'Engineering Division' of the company.

The said Unit was set up as a Grey Iron Foundry in 1977 with a capacity of 17,000 MTPA (Metric Tons Per Annum). The capacity of this foundry was increased to 35,000 MPTA & 50,000 MTPA in 1994-95 & 2005-06 respectively. Recently, this capacity has been further increased to 72,000 MTPA, making it one of the leading foundries in India, in the segment of automotive castings.

The Engineering Division is supplying castings across all segments in the automotive market: car, multi-utility vehicle, tractor, light commercial vehicle, heavy commercial vehicle and earth moving equipment.

During the year, the Division made total dispatch of 40,544 MT (previous year 47,338 MT). The volume continued to remain low primarily due to lower supplies to the tractor industry which constitutes a major portion of the sales volume of the Division. It was due to low demand in tractor segment on account of poor monsoon in two consecutive years which affected the agri sector, both in terms of income and sentiment.

However, the volume growth in the tractor industry is likely to improve in financial year 2016-17 due to expected normal monsoon besides strong government support in budget for improvement in agricultural productivity and adoption of improved agricultural practices.

The losses during the year were due to continued lower volume, under-recovery of fixed overheads and reduction made in margins to retain market share due to intensive competition by new entrants supplying at lower rate(s).

The continued focus on process improvements and manufacturing techniques across all areas of operations has helped the Division to maintain cost effectiveness.

The sales volume of the Division is expected to increase in the medium and long-term with the commercial supplies of new development items as well as positive growth expected in auto industry on account of healthy economic outlook, finance penetration, investment in roads infrastructure and new launches by original equipment manufacturers.

IT Division

The IT Division of the Company is an established service provider for IT Infrastructure management, networking, Analytics and Cloud related services operating through its offices located in India and USA.

During the year under review, the sales and other income of the Division was Rs. 65.50 crores compared to Rs. 75.54 crores in the previous year. The Profit before Tax (PBT) was Rs. 5.73 crores compared to Rs. 6.44 crores in the previous year.