



October 17, 2018

BSE Limited

Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

National Stock Exchange of India Ltd.

Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051

Sub: Minutes of 128th Annual General Meeting ('AGM') of Company
Scrip Code: 502820 / DCM

Dear Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Minutes of 128th Annual General Meeting ('AGM') of the Company held on September 24, 2018.

You are requested to take the same on record.

Thanking you,

Yours truly,

For **DCM Limited**



Yadvinder Goyal
Company Secretary



Encl: As above

Registered Office :

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

Phone : (011) 25719967 Fax : (011) 25765214

CIN: L74899DL1889PLC000004 Website: www.dcm.in E-mail: dcm ltd@dcm.in

e-mail id: investors@dcm.in

DCM LIMITED: NEW DELHIMINUTES OF THE 128TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON SEPTEMBER 24, 2018

The 128th Annual General Meeting of the Company was 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

PRESENT

Dr. Vinay Bharat Ram	Chairman and Managing Director
Mr. Bipin Maira	Independent Director - Also as Chairman of Audit Committee of the Company ;
Prof S K Jain	Independent Director Also as Chairman of Share Transfer, Finance Facilities & Stakeholder Relationship Committee of the Company
Mr. Ravi Vira Gupta	Independent Director Also as Chairman of Nomination and Remuneration Committee of the Company
Dr. Meenakshi Nayar	Independent Director
Mr. Jitendra Tuli	Director
Mr. Amit Jain	Representing - M/s BSR & Co. LLP, Chartered Accountants, Statutory Auditors
Mrs. Pragnya Parimita Pradhan	Secretarial Auditor

In Attendance:

Mr. Ashwani Singhal	Executive Vice President (Finance & Accounts)
Mr. Yadvinder Goyal	Company Secretary

75 members and 2 proxies (proxies holding 16,800 equity shares) as per attendance data received were present, which constituted the requisite quorum as per Section 103 of the Companies Act, 2013 and Article 49 of the Articles of Association of the Company.

In accordance with Article 50 of the Articles of Association of the Company, Dr. Vinay Bharat Ram, Chairman of the Board of Directors took the chair.

Relevant Statutory Registers, documents, the Auditor's Report and secretarial Audit report as prescribed under the Companies Act, 2013 and Rules made thereunder were available during the meeting for inspection of the members.

CHAIRMAN'S INITIALS



At 11.30 a.m., the Chairman commenced the meeting and extend warm welcome to the members to 128th Annual General Meeting (AGM). The Chairman announced that the requisite quorum being present, the meeting was called to order and proceeded with the agenda.

The Chairman informed that Mr. L Lakshman, Dr. Raghupati Singhania, Mr. Sushil Kapoor, Mr. Dinesh Dhiman and Mr. N P Chawla, directors of the Company (who were pre-occupied and expressed their inability to attend the meeting) could not present at the AGM. The Chairman then introduced the members of Board of Directors, Executive Vice President (Finance & Accounts) and Company Secretary present on the dais. Thereafter, the Chairman made his speech, the text of which is annexed (Annexure - I).

Thereafter, the Chairman commenced the formal agenda of the AGM. The Notice convening the meeting, the Directors' Report along with Annexure thereto and the financial statements for the financial year ended March 31, 2018 were taken as read with the consent of members present.

The Chairman informed the members that the Auditor's Report to the members on the Annual Accounts of the Company for the financial year ended March 31, 2018 did not contain any qualification, observation or comment on financial transactions or matters, which had any adverse effect on the functioning of the Company.

The Chairman informed the members that the Secretarial Audit Report for the financial year ended March 31, 2018 did not contain any qualification, observation or comment or other remark.

Mrs. Pragnya Parimita Pradhan, Company Secretary in whole time Practice, whom the Board has appointed Scrutinizer for conducting and scrutinizing the 'Remote e-voting' and 'voting through poll' in a fair & transparent manner, was also present at the meeting.

The Chairman further stated that the Company had provided Remote e-voting facility to the members to cast their votes, through electronic voting platform of National Securities Depository Limited (NSDL), as per requirement of the Companies Act, 2013 in the manner as prescribed under the Companies (Management and Administration) Rules, 2014 and the Companies (Management and Administration) Amendment Rules, 2015, as amended from time to time.

He further stated that the cut-off date of September 17, 2018 has been fixed to record the entitlement of the shareholders for the said remote e-voting and voting through Poll at AGM. The said 'Remote e - voting' took place between Friday, September 21, 2018 (9.00 a.m. IST) and ends on Sunday, September 23, 2018 (5.00 p.m. IST) using the NSDL platform.

Pursuant to Remote e-voting facility provided by the Company, certain members have already exercised their votes during Remote e-voting period from Friday, September 21, 2018 (9.00 a.m. IST) and ends on Sunday, September 23, 2018 (5.00 p.m. IST).

CHAIRMAN'S
INITIALS



The Chairman also stated that the members who have not voted through 'Remote e-voting' and now present in person and through proxies at today's AGM are also entitled to vote in proportion to the shares held by them as on the same cut-off date of September 17, 2018.

He further informed that in line with the requirements of the Companies Act, 2013 and rules made thereunder, a Poll will be conducted for exercise of said physical voting rights by members / proxies present in the today's AGM on all resolutions of Ordinary and Special business as set out in item numbers 1 to 12 of the Notice. He further informed that Polling papers will be distributed to the members / proxies present in this AGM and then they will cast their votes in the Polling boxes kept on the table near the stage.

The Chairman further stated that Mrs. Pragnya Parimita Pradhan, Company Secretary in whole-time practice, appointed as Scrutinizer for 'Remote e- voting' and 'Polling at AGM', shall conduct the poll process and requested her to submit her report on or before September 26, 2018.

The Chairman further stated that on receipt of Scrutinizer's report from Mrs. Pragnya Parimita Pradhan on today's Poll, the same shall be clubbed with the result of Remote e-voting and the combined votes for or against each resolution shall be worked out and the consolidated results for the remote e-voting and Poll shall be declared on or before September 26, 2018, as prescribed. The consolidated result after declaration 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

The members present at the meeting raised certain queries/suggestions pertaining to the Annual Report/ Businesses, which were responded in the meeting.

Thereafter, the Chairman handed over the Poll process to the Mrs. Pragnya Parimita Pradhan, scrutinizer appointed for the Poll.

The Chairman stated that the meeting would stand concluded after completion of voting by members and proxies.

Conduct of Poll

Mrs. Pragnya Parimita Pradhan, scrutinizer appointed for the Poll, conducted the Poll. Before starting of voting on Poll, the Polling papers were distributed to the members and proxies. Empty Poll boxes were shown to the members and thereafter the Poll boxes were locked and sealed in the presence of members and proxies. The members and proxies present casted their votes.

After obtaining confirmation from the shareholders and the scrutinizer that everyone has exercised the vote, the poll was declared complete at around 12.05 p.m. accordingly the meeting was stand concluded at same time. Scrutinizer then took the custody of polling boxes.

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Result of 'Remote e-voting' and 'Poll' conducted on the items of Ordinary and Special Business at the Annual General Meeting of the Company held on September 24, 2018

On the basis of the Scrutinizer's Report dated September 24, 2018 for the Remote e-voting and Poll conducted at AGM, as per result of the voting, all the Ordinary and Special Resolutions as set out in item nos. 1 to 12 in the notice of the 128th Annual General Meeting of the Company have been duly passed by members with requisite majority.

The Results of Remote e-voting and Poll conducted at AGM along with Scrutinizer's Report were uploaded on the website of the Company and were also sent to NSDL, BSE Limited and National Stock Exchange of India Limited.

The Results of Remote e-voting and Poll are as under:

ORDINARY BUSINESS:

Ordinary Resolution at item No-1 - Adoption of:

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

Mode of Voting by members of the Company	Number of Valid votes in favour (No. of equity Shares)	Number of Valid votes against (No. of equity Shares)	Total	% of valid votes in favour of the resolution	% of valid votes against the resolution	Invalid Votes (No. of Shares)
Voting through Polling paper (in person or by proxy)	660	0	660	100.0000	0.0000	0
Remote e-Voting	92,62,165	1,400	92,63,565	99.98489	0.01511	0
Total	92,62,825	1,400	92,64,225	99.98489	0.01511	0

Based on the above, the Ordinary Resolution No. 1 has been passed with the requisite majority

CHAIRMAN'S INITIALS

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Ordinary Resolution at item no-2- Appointment of a director in place of Mr. Jitendra Tuli (DIN 00272930), who retires by rotation and being eligible, offers himself for re- appointment

Mode of Voting by members of the Company	Number of Valid votes in favour (No. of equity Shares)	Number of Valid votes against (No. of equity Shares)	Total	% of valid votes in favour of the resolution	% of valid votes against the resolution	Invalid Votes (No. of Shares)
Voting through Polling paper (in person or by proxy)	660	0	660	100.0000	0.0000	0
Remote e-Voting	1,04,10,677	1,400	1,04,12,077	99.98655	0.01345	0
Total	1,04,11,337	1,400	1,04,12,737	99.98655	0.01345	0

Based on the above, the Ordinary Resolution No. 2 has been passed with the requisite majority

SPECIAL BUSINESS

Special Resolution at item no- 3- Approval for continuation of appointment of Mr. Ravi Vira Gupta (DIN 00017410), as a Non-Executive Independent Director of the Company with effect from 1st April, 2019 upto August 3, 2019

Mode of Voting by members of the Company	Number of Valid votes in favour (No. of equity Shares)	Number of Valid votes against (No. of equity Shares)	Total	% of valid votes in favour of the resolution	% of valid votes against the resolution	Invalid Votes (No. of Shares)
Voting through Polling paper (in person or by proxy)	660	0	660	100.0000	0.0000	0
Remote e-Voting	1,04,10,677	1,400	1,04,12,077	99.98655	0.01345	0
Total	1,04,11,337	1,400	1,04,12,737	99.98655	0.01345	0

Based on the above, the Special Resolution No. 3 has been passed with the requisite majority

CHAIRMAN'S
INITIALS



SPECIAL BUSINESS

Special Resolution at item no.- 4- Approval for continuation of appointment of Mr. Bipin Maira, (DIN 05127804), as a Non-Executive Independent Director of the Company with effect from 1st April, 2019 upto August 3, 2019

Mode of Voting by members of the Company	Number of Valid votes in favour (No. of equity Shares)	Number of Valid votes against (No. of equity Shares)	Total	% of valid votes in favour of the resolution	% of valid votes against the resolution	Invalid Votes (No. of Shares)
Voting through Polling paper (in person or by proxy)	660	0	660	100.0000	0.0000	0
Remote e-Voting	1,04,10,677	1,400	1,04,12,077	99.98655	0.01345	0
Total	1,04,11,337	1,400	1,04,12,737	99.98655	0.01345	0

Based on the above, the Special Resolution No. 4 has been passed with the requisite majority

SPECIAL BUSINESS

Special Resolution at item no.- 5- Approval for continuation of appointment of Mr. Jitendra Tuli (DIN 00272930), as a Director of the Company, liable to retire by rotation, for his remaining term of office with effect from 1st April, 2019 upto the period he retires by rotation or ceases to be director of the company

Mode of Voting by members of the Company	Number of Valid votes in favour (No. of equity Shares)	Number of Valid votes against (No. of equity Shares)	Total	% of valid votes in favour of the resolution	% of valid votes against the resolution	Invalid Votes (No. of Shares)
Voting through Polling paper (in person or by proxy)	660	0	660	100.0000	0.0000	0
Remote e-Voting	1,04,10,677	1,400	1,04,12,077	99.98655	0.01345	0
Total	1,04,11,337	1,400	1,04,12,737	99.98655	0.01345	0

Based on the above, the Special Resolution No. 5 has been passed with the requisite majority

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INITIALS

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SPECIAL BUSINESS

Special Resolution at item no.- 6- Approval for continuation of appointment of Dr. Vinay Bharat Ram (DIN 00052826), as a Director of the Company, liable to retire by rotation, for his remaining term of office with effect from 1st April, 2019 upto the period he retires by rotation or ceases to be director of the company

Mode of Voting by members of the Company	Number of Valid votes in favour (No. of equity Shares)	Number of Valid votes against (No. of equity Shares)	Total	% of valid votes in favour of the resolution	% of valid votes against the resolution	Invalid Votes (No. of Shares)
Voting through Polling paper (in person or by proxy)	660	0	660	100.0000	0.0000	0
Remote e-Voting	1,04,10,655	1,400	1,04,12,055	99.98655	0.01345	0
Total	1,04,11,315	1,400	1,04,12,715	99.98655	0.01345	0

Based on the above, the Special Resolution No. 6 has been passed with the requisite majority

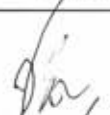
SPECIAL BUSINESS

Special Resolution at item no.- 7- Approval of appointment of Dr. Vinay Bharat Ram as Managing Director of the Company, for a period of three years w.e.f. January 30, 2019

Mode of Voting by members of the Company	Number of Valid votes in favour (No. of equity Shares)	Number of Valid votes against (No. of equity Shares)	Total	% of valid votes in favour of the resolution	% of valid votes against the resolution	Invalid Votes (No. of Shares)
Voting through Polling paper (in person or by proxy)	660	0	660	100.0000	0.0000	0
Remote e-Voting	1,04,10,677	1,400	1,04,12,077	99.98655	0.01345	0
Total	1,04,11,337	1,400	1,04,12,737	99.98655	0.01345	0

Based on the above, the Special Resolution No. 7 has been passed with the requisite majority

CHAIRMAN'S INITIALS



SPECIAL BUSINESS

Ordinary Resolution at item no.- 8- Approval of appointment of Mr. Dinesh Dhiman (DIN 08021624), as a Director of the Company, liable to retire by rotation

Mode of Voting by members of the Company	Number of Valid votes in favour (No. of equity Shares)	Number of Valid votes against (No. of equity Shares)	Total	% of valid votes in favour of the resolution	% of valid votes against the resolution	Invalid Votes (No. of Shares)
Voting through Polling paper (in person or by proxy)	660	0	660	100.0000	0.0000	0
Remote e-Voting	1,04,10,677	1,400	1,04,12,077	99.98655	0.01345	0
Total	1,04,11,337	1,400	1,04,12,737	99.98655	0.01345	0

Based on the above, the Ordinary Resolution No. 8 has been passed with the requisite majority

SPECIAL BUSINESS

Ordinary Resolution at item no.- 9- Approval of appointment of Mr. Dinesh Dhiman (DIN 08021624) as Whole-Time Director designated as Executive Director (Engineering Operation) of the Company, for a period of three years w.e.f. December 13, 2017

Mode of Voting by members of the Company	Number of Valid votes in favour (No. of equity Shares)	Number of Valid votes against (No. of equity Shares)	Total	% of valid votes in favour of the resolution	% of valid votes against the resolution	Invalid Votes (No. of Shares)
Voting through Polling paper (in person or by proxy)	660	0	660	100.0000	0.0000	0
Remote e-Voting	1,04,10,677	1,400	1,04,12,077	99.98655	0.01345	0
Total	1,04,11,337	1,400	1,04,12,737	99.98655	0.01345	0

Based on the above, the Ordinary Resolution No. 9 has been passed with the requisite majority

CHAIRMAN'S
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SPECIAL BUSINESS

Ordinary Resolution at item no.- 10- Approval of appointment of Mr. Sushil Kapoor (DIN 02481289) as a Director of the Company, liable to retire by rotation

Mode of Voting by members of the Company	Number of Valid votes in favour (No. of equity Shares)	Number of Valid votes against (No. of equity Shares)	Total	% of valid votes in favour of the resolution	% of valid votes against the resolution	Invalid Votes (No. of Shares)
Voting through Polling paper (in person or by proxy)	660	0	660	100.0000	0.0000	0
Remote e-Voting	1,04,10,677	1,400	1,04,12,077	99.98655	0.01345	0
Total	1,04,11,337	1,400	1,04,12,737	99.98655	0.01345	0

Based on the above, the Ordinary Resolution No. 10 has been passed with the requisite majority

SPECIAL BUSINESS

Special Resolution at item no.- 11- Approval for appointment of Mr. Sushil Kapoor (DIN 02481289) as Whole-Time Director designated as Executive Director (Engineering Business) of the Company, for a period of one year w.e.f. January 15, 2018

Mode of Voting by members of the Company	Number of Valid votes in favour (No. of equity Shares)	Number of Valid votes against (No. of equity Shares)	Total	% of valid votes in favour of the resolution	% of valid votes against the resolution	Invalid Votes (No. of Shares)
Voting through Polling paper (in person or by proxy)	660	0	660	100.0000	0.0000	0
Remote e-Voting	1,04,10,677	1,400	1,04,12,077	99.98655	0.01345	0
Total	1,04,11,337	1,400	1,04,12,737	99.98655	0.01345	0

Based on the above, the Special Resolution No. 11 has been passed with the requisite majority

CHAIRMAN'S INITIALS



SPECIAL BUSINESS

Ordinary Resolution at item no.- 12- Approval of ratification of remuneration payable to Cost Auditors for Financial Year 2018-19

Mode of Voting by members of the Company	Number of Valid votes in favour (No. of equity Shares)	Number of Valid votes against (No. of equity Shares)	Total	% of valid votes in favour of the resolution	% of valid votes against the resolution	Invalid Votes (No. of Shares)
Voting through Polling paper (in person or by proxy)	660	0	660	100.0000	0.0000	0
Remote e-Voting	1,04,10,677	1,400	1,04,12,077	99.98655	0.01345	0
Total	1,04,11,337	1,400	1,04,12,737	99.98655	0.01345	0

Based on the above, the Ordinary Resolution No. 12 has been passed with the requisite majority

The resolutions passed by the shareholders are recorded hereunder as part of the proceedings of 128th Annual General Meeting held on September 24, 2018:

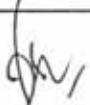
ORDINARY BUSINESS

ITEM NO. - 1. ORDINARY RESOLUTION FOR ADOPTION OF (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

"RESOLVED THAT

- 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
- the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 together with Report of Auditors thereon, be and are hereby received, approved and adopted."

CHAIRMAN'S
INITIALS





ITEM NO. - 2. ORDINARY RESOLUTION FOR APPOINTMENT OF A DIRECTOR IN PLACE OF MR. JITENDRA TULI (DIN: 00272930), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE- APPOINTMENT

"RESOLVED THAT Mr. Jitendra Tuli, (holding DIN 00272930), who retires by rotation and being eligible, having offered himself for re-appointment be and is hereby appointed as a director of the Company."

SPECIAL BUSINESS

ITEM NO. - 3. SPECIAL RESOLUTION FOR APPROVAL FOR CONTINUATION OF APPOINTMENT OF MR. RAVI VIRA GUPTA (DIN 00017410), AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY WITH EFFECT FROM 1ST APRIL, 2019 UPTO AUGUST 3, 2019

"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."

ITEM NO. -4. SPECIAL RESOLUTION FOR APPROVAL FOR CONTINUATION OF APPOINTMENT OF MR. BIPIN MAIRA, (DIN 05127804), AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY WITH EFFECT FROM 1ST APRIL, 2019 UPTO AUGUST 3, 2019

"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

CHAIRMAN'S
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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."

ITEM NO. -5. SPECIAL RESOLUTION FOR APPROVAL FOR CONTINUATION OF APPOINTMENT OF MR. JITENDRA TULI (DIN 00272930), AS A DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION, FOR HIS REMAINING TERM OF OFFICE WITH EFFECT FROM 1ST APRIL, 2019 UPTO THE PERIOD HE RETIRES BY ROTATION OR CEASES TO BE DIRECTOR OF THE COMPANY

"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 retire 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."

ITEM NO. -6. SPECIAL RESOLUTION FOR APPROVAL FOR CONTINUATION OF APPOINTMENT OF DR. VINAY BHARAT RAM (DIN 00052826), AS A DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION, FOR HIS REMAINING TERM OF OFFICE WITH EFFECT FROM 1ST APRIL, 2019 UPTO THE PERIOD HE RETIRES BY ROTATION OR CEASES TO BE DIRECTOR OF THE COMPANY

"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

CHAIRMAN'S
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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."

ITEM NO. -7. SPECIAL RESOLUTION FOR APPROVAL OF APPOINTMENT OF DR. VINAY BHARAT RAM AS MANAGING DIRECTOR OF THE COMPANY, FOR A PERIOD OF THREE YEARS W.E.F. JANUARY 30, 2019

"**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/Reimbursement	5,000	60,000
Water, Electricity and 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

CHAIRMAN'S
INITIALS

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

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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."

ITEM NO. -8. ORDINARY RESOLUTION FOR APPROVAL OF APPOINTMENT OF MR. DINESH DHIMAN (DIN 08021624), AS A DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION

"**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."

ITEM NO. -9. ORDINARY RESOLUTION FOR APPROVAL OF APPOINTMENT OF MR. DINESH DHIMAN (DIN 08021624) AS WHOLE-TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR (ENGINEERING OPERATION) OF THE COMPANY, FOR A PERIOD OF THREE YEARS W.E.F. DECEMBER 13, 2017

"**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:

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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	4,326	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:

- Company maintained car with driver;
- Telephone facility.

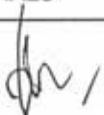
However, for the personal use of car, the amount equivalent to the perquisite value of the car as per Income Tax Act shall be recovered from him.

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:

- 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.
- 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.

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- 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."

ITEM NO. -10. ORDINARY RESOLUTION FOR APPROVAL OF APPOINTMENT OF MR. SUSHIL KAPOOR (DIN 02481289) AS A DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION

"RESOLVED THAT Mr. Sushil Kapoor (DIN 02481289), who was appointed by the Board of Directors as an Additional Director of the Company on the

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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."

ITEM NO. -11. SPECIAL RESOLUTION FOR APPOINTMENT OF MR. SUSHIL KAPOOR (DIN 02481289) AS WHOLE-TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR (ENGINEERING BUSINESS) OF THE COMPANY, FOR A PERIOD OF ONE YEAR W.E.F. JANUARY 15, 2018

"**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 defined 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:

- 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.

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- 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."

ITEM NO. -12. ORDINARY RESOLUTION FOR APPROVAL OF RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS FOR FINANCIAL YEAR 2018-19

"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:

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- 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."

All the above resolutions, which were put to vote, were passed with requisite majority.

Date: 15/10/2018
Place: New Delhi


Dr. Vinay Bharat Ram
(Chairman)

ANNEXURE-I

CHAIRMAN'S STATEMENT AT 128TH AGM - 24TH SEPTEMBER, 2018

Dear Shareholders,

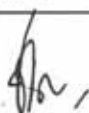
On behalf of the Board of Directors and on my own behalf, I extend a very warm welcome to each one of you to the 128th Annual General Meeting of your Company. I thank you for your presence here today and for your continued support.

I would like to brief you the economic scenario and on your Company's performance during the year 2017-18.

THE MACRO SCENE

The global economy picked up on the cyclical recovery that started in late 2016 and experienced broad based growth in 2017-18. In particular, economic

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activity gained momentum in the US and Europe. Global manufacturing activity continued to grow on account of favourable financing conditions, accommodative policies, rising investor confidence and increase in commodity prices.

India's economy picked up some pace in FY 2017-18 and the gross domestic product growth was better than FY 2016-17. In terms of economic performance in the year under consideration, India stood tall amongst its global peers and continues to maintain prospects of significant growth. With an improving business ecosystem, stable macroeconomic indicators and a liberal FDI regime, foreign capital inflow has provided impetus to the domestic economy.

Currently, India is witnessing remarkable transformation. Mega tax reforms, financial inclusion, universal health insurance, mass digitalisation, infrastructure development and the growth of manufacturing and service sectors are some of the change enablers. More so, the country currently enjoys prudent fiscal conditions, stable inflation and growing trade to support sustainable GDP growth. Not surprisingly, the country is in the spotlight globally.

However, there are near-term challenges. Trade protectionism, rising international crude oil prices, rupee depreciating to a record low, geopolitical risks and the uncertainty about tightening monetary policies in advanced economies are worrisome and can have a spillover negative effect on our economy.

Infrastructure projects such as Bharatmala Pariyojana, airports, metros, affordable housing, smart cities will strengthen economic growth in the medium-term.

FINANCIAL HIGHLIGHTS

During the year 2017-18, your Company has recorded a Loss of Rs. 35.54 crores against a Loss of Rs. 2.51 crores during last year.

Let me now take you through the performance of different businesses of your Company during financial year 2017-18:

TEXTILE BUSINESS

The Textile Division of the Company is located at Hisar in Haryana with a capacity of 1,14,096 Spindles. The Profit Before Tax (PBT) decreased to Rs. 15.51 crores in financial Year 2017-18 as compared to Rs. 31.21 crores in the previous financial year 2016-17. During the year, the profitability of the Textile Division was lower primarily due to decrease in margin in the first half of the year on account of reduction in yarn prices, lower market demand, rupee appreciation etc. However, in the 2nd half with the availability of the new crop in India, cotton prices fell, thereby improving margins.

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ENGINEERING BUSINESS

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

During the year, the Division achieved total dispatch of 40,957 MT (previous year 44,970 MT). The Engineering Division continued to make losses because of lower volume due to production constraints primarily on account of IR issues, decline in margin because of higher rejection, increased input cost and under-recovery of the fixed overheads. The interaction with the workmen by officials of the Division at different levels has been enhanced to strengthen cordial relations and to improve their morale.

The Division is continuously focusing to achieve improved quality standards, skill set improvement and enhancement of manpower and machine efficiencies. This should lead to better productivity and cost effectiveness across all areas of operations.

IT BUSINESS

The IT Division of the Company is an established service provider for managed IT Services globally. The Division has over a decade's experience in IT Infrastructure services specializing in networking, analytics, cloud, and digital technologies.

During the year under review, the sales and other income of the Division was Rs. 44.98 crores (previous year Rs. 60.11 crores) and Profit before Tax (PBT) was Rs 1.63 crores (Previous year Rs. 5.98 crores).

The performance of the Division was adversely affected due to IT budget cut backs of primary customers and slow offtake in the US market. The business operations have now been aligned to cater to the newer opportunities in cloud, automation, and digital services in the overseas market, and special thrust on Smart Cities in India. This should help the Division to grow faster in future.

Given this financial background, the Board of Directors of your Company does not recommend any dividend for FY 2017-18.

DIRECTORS

Mr. Chandra Mohan, Non-Executive Independent Director of the Company has resigned from the directorship of the Company with effect from August 7, 2018. Your Board placed on record its appreciation for the contributions made by him during his tenure as Non-Executive Independent Director of the Company.

During the year under review, Mr. Dinesh Dhiman was appointed as Executive Director (Engineering Operation) of the Company for a period of 3 years with effect from December 13, 2017 and Mr. Sushil Kapoor was appointed as Executive Director (Engineering Business) of the Company for a period of 1 year with effect from January 15, 2018. Necessary resolution(s) for seeking approval of members for their respective appointments have been included in Notice of this Annual General Meeting of the Company.

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Mr. Jitendra Tuli retires by rotation and being eligible offers himself for re-appointment. Accordingly necessary resolution seeking approval of members for appointment of Mr. Jitendra Tuli as director of the Company, liable to retire by rotation, has been included in the Notice of this Annual General Meeting of the Company.

Further, necessary resolution seeking approval of members for my appointment as Managing Director of the Company for a period of 3 years with effect from January 30, 2019 has been included in the Notice of this Annual General Meeting of the Company.

Pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, necessary resolution(s) for continuation of remaining term of appointments of Mr. Ravi Vira Gupta, Mr. Bipin Maira, Mr. Jitendra Tuli and myself, w.e.f. April 1, 2019, have been included in the Notice of forthcoming 128th Annual General Meeting of the Company, as we have attained the age of more than 75 years.

ACKNOWLEDGEMENTS

On behalf of your Company's Board, I record our thanks to all our banks, financial institutions, stakeholders, business associates and the Central and State Governments for their co-operation and support.

I would like to place on record the sincerity, hard work, commitment and dedication of our employees. Let me express our deepest gratitude to each of you, our shareholders. I look forward to your ongoing support.

Thank you!

Speech by Dr. Vinay Bharat Ram, Chairman & Managing Director, at the 128th Annual General Meeting of DCM Limited held on Monday, the 24th day of September, 2018, at New Delhi.

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[Signature]