

POSTAL BALLOT NOTICE
(Pursuant to Section 192A of the Companies Act, 1956)

Dear Shareholder(s),

Notice is hereby given to the Members of DCM Shriram Consolidated Limited pursuant to Section 192A(2) of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 that the Company is seeking consent of its Members, for the following Resolution by way of Postal Ballot/e-voting :

To change the name of the Company and consequent alteration in the Memorandum and in the Articles of Association of the Company.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"Resolved that pursuant to the provisions of Section 21 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government, the consent, authority and approval of the Company be and is hereby accorded to change the name of the Company to "DCM Shriram Limited" and consequent alteration in the Memorandum and in the Articles of Association of the Company.

Resolved further that for the purpose of giving effect to this Resolution and for removal of any difficulty or doubt, the Board (which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the above or any other matters incidental or consequential thereto."

By Order of the Board
For DCM Shriram Consolidated Limited



New Delhi
9th January, 2014

(B.L. Sachdeva)
Company Secretary

"Go Green by using ways to save trees to help mankind, a creation of God"

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by companies and has issued circulars stating that the service of document by a Company can be made through electronic mode. Pursuant to this circular, Members are requested to provide their E-mail IDs to the Company or to RTA or their Depository Participant, as the case may be, for serving of documents by e-mode.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

It is proposed to change the name of the Company from "DCM Shriram Consolidated Limited" to "DCM Shriram Limited" as indicated in the proposed Resolution. The Directors believe that the change in the name of the Company which is being undertaken as part of corporate re-branding would make the name of the Company simple, sharp and focused.

The Registrar of Companies, NCT of Delhi & Haryana, has confirmed the availability of this new name to the Company.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

The provisions of the Companies Act, 1956 require the Company to seek the approval of Members by Special Resolution for change in name and consequent alteration in the Memorandum and in the Articles of Association of the Company.

The Board of Directors, accordingly, recommend the Resolution for the approval of Members.

None of the Directors, Manager, other Key Managerial Personnel and their relatives is concerned or interested in the Resolution, except to the extent of their respective interest as shareholders of the Company.

By Order of the Board
For DCM Shriram Consolidated Limited



New Delhi
9th January, 2014

(B.L. Sachdeva)
Company Secretary

- Encl. 1. Postal Ballot Form
2. Self addressed postage pre-paid envelope



DCM SHRIRAM CONSOLIDATED LTD

Regd. Office : 5th Floor, Kanchenjunga Building, 18, Barakhamba Road, New Delhi-110001.

POSTAL BALLOT FORM

(To be returned to the Company)

(FOR PHYSICAL VOTING ONLY)

S. No.

1. Name(s) of Shareholder(s) :
(Including joint holder(s), if any)2. Registered address of the sole/
First named Shareholder :

3. Folio No./DP ID No./Client ID No. :

4. Number of share(s) held :

5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice of the Company dated **9th January, 2014** by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below :

Brief Description of the Resolution	No. of Share(s)	Please Tick (✓) in the appropriate box below	
		I/We assent to the Resolution	I/We dissent to the Resolution
Special Resolution for consent, authority and approval to the Board of Directors to change the name of the Company to "DCM Shriram Limited" and consequent alteration in the Memorandum and in the Articles of Association of the Company as detailed in the Resolution.	12716166156	KINDLY USE YOUR EXISTING E-VOTING PASSWORD	

Place :

Signature of the Shareholder(s)

Date :

Cut from here

E-voting facility particulars (to be retained with the shareholder)

EVEN (E voting Event Number)	USER ID	PASSWORD/PIN

Note : Please read the notes carefully before filling the form.

Notes :

1. The Explanatory Statement and reasons for the proposed Special Resolution pursuant to Section 102 of the Companies Act, 2013 read with Section 192A(2) of the Companies Act, 1956 setting out the material facts are appended to the Notice.
2. The Company has appointed Shri Pankaj Bansal, a Practising Company Secretary as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
3. The Scrutinizer will submit his report to the Chairman of the Board after completion of scrutiny and the results of voting of the postal ballot will be announced on **14th February, 2014 at 5.00 p.m.** at the Registered Office of the Company. The results shall also be published as a newspaper advertisement and displayed on the Company's website www.dscl.com besides communicating to the National Stock Exchange of India Limited and BSE Limited. Shareholders who wish to be present at the time of declaration of the result may do so.
4. **E-Voting Facility through NSDL**
In Compliance with the provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company is also offering E-Voting facility as an alternative for its Members to cast votes electronically, instead of sending Physical Postal Ballot form. E-Voting is optional. Please read carefully the instructions on E-Voting. The E-Votes should be cast not later than the close of the working hours of **12th February, 2014**. The procedure and instructions for the same are as follows:

A. In case of Members' receiving E-Mail from NSDL

- i. Open E-Mail and open PDF file viz: "DSCL E-Voting.pdf" with your Client ID or Folio Number as password. The said PDF file contains your user ID and password for E-Voting. Please note that the password is an initial password.
- ii. Open web browser by typing <https://www.evoting.nsdl.com>
- iii. Click on "Shareholders" -Login
- iv. Enter your user ID and password as initial password noted in step (i) above. Click Login.
- v. Password change menu appears. Change the initial password with new password of your choice with minimum eight digits/characters or combination thereof. Kindly note that this new password is to be used by the holders for voting for resolution of any other Company on which they are eligible to vote, provided that such Company opts for E-Voting through NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home-page of "E-Voting" opens. Click on "E-Voting": Active E-Voting Cycles.
- vii. Select "EVEN" of DCM Shriram Consolidated Limited (i.e. the Electronic Voting Event Number), from the drop down menu.
- viii. Now you are ready for "E-Voting" as "Cast Vote" page opens.
- ix. Then cast your vote by selecting appropriate option and click on "SUBMIT" and also "CONFIRM" when prompted. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote and "Vote cast successfully" will be displayed.
- x. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at: pkbfcs@gmail.com with a copy marked to evoting@nsdl.co.in. A Member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the postal ballot form.

B. In case of Members' receiving Postal Ballot Form by Post

- i. Initial password is provided at the bottom of the Postal Ballot Form.
- ii. You are requested to follow all steps mentioned in 'A' above to cast your vote.

C. General

- i. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com
 - ii. If you are holding shares and had logged on to www.evoting.nsdl.com and cast your vote earlier for EVEN of any other company, then your earlier login id and password are to be used.
 - iii. On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting. You need to select your option.
 - iv. Click on the Resolution File Link if you wish to view the entire Postal Ballot Notice.
 - v. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - vi. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the link www.evoting.nsdl.com or www.dscl.com.
 - vii. A Member neither need to use all his votes nor need to cast all his votes in the same way.
 - viii. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
 - ix. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column. Postal ballot form bearing (✓) mark in both the column will render the form invalid.
5. The Notice will be dispatched to all the Members by post whose e-mail IDs are not registered with the Company and electronically by e-mail to those members who have registered their E-mail IDs with the Company, whose names appear in the Register of Members/Record of Depositories as on **3rd day of January, 2014 (cut-off-date)**. This date shall also be announced through advertisement in newspaper(s).
 6. Kindly note that each Member can opt for only one mode for voting i.e. either Physical Ballot or E-Voting. If E-Voting is opted, then please do not vote by Physical Ballot and vice versa. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through a valid Physical Postal Ballot Form shall prevail and E-Voting of that Member shall be treated as invalid.
 7. Voting rights shall be reckoned on the paid up value of shares registered in the names of the Members on the cut-off date.
 8. **Members are requested to read the instructions carefully and fill in the appended postal ballot form and return the form in original duly completed in all respects in the enclosed self addressed pre-paid postage envelope, so as to reach the Scrutinizer on or before the close of working hours on 12th February, 2014.** Any postal ballot form received after this date will be treated as if the same has not been received.
However, envelope(s) containing postal ballot(s), if deposited in person or sent by courier at the expense of the Member will also be accepted. In case of joint holdings, the voting shall be done by the first named joint holder and in his absence by the following named joint holder.
 9. Members may request for duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at item no. 8 above.
 10. Only a shareholder having voting rights is entitled to exercise his vote through postal ballot and a shareholder having no voting rights should treat this notice as an intimation only.
 11. Any incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Form will be rejected. The Postal Ballot shall not be exercised by a proxy.
 12. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope as all such envelopes will be received by Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
 13. All the material documents referred to in the Explanatory Statement such as Memorandum and Articles of Association of the Company will be open for inspection at the Registered Office of the Company at 5th Floor, Kanchenjunga Building, 18, Barakhamba Road, New Delhi-110 001 between **11.00 A.M. to 1.00 P.M.** on all working days from **14th January, 2014 till 12th February, 2014**.