DCM
LIMITED

June 7, 2018

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

The National Stock Exchange of India Limited
"Exchange Plaza"
Plot no. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai-400 051

Subject: Notice of the Hon'ble National Company Law Tribunal (NCLT) Convened Meeting of Equity Shareholders and Postal Ballot Notice (Public Shareholders) of the Company in respect of proposed Scheme of Amalgamation of Crescita Enterprises Private Limited ('Transferor Company') into & with DCM Limited ('Transferee Company') and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013

Scrip Code: BSE (502820), NSE (DCM)

Dear Sir,

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **please find enclose herewith copy of the Notice of Meeting of Equity Shareholders of DCM Limited ('DCM'/'Company')**, directed to be convened by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi vide its Order dated March 28, 2018, scheduled to be held as per details given below, for the purpose of considering, and if thought fit, approving with or without modification(s), the proposed Scheme of Amalgamation of Crescita Enterprises Private Limited ('Transferor Company') into & with DCM Limited ('Transferee Company') and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 ("Scheme"):

Class of NCLT Convened Meeting of DCM Limited	**Day, Date & Time**	**Venue of the NCLT Convened Meeting of DCM Limited**
Equity Shareholders	Saturday, July 14, 2018, (9.30 AM IST)	Aiwan - E - Ghalib Auditorium, Mata Sundari Lane, Kotla Road, Maulana Azad Road, Bahadur Shah Zafar Marg, New Delhi - 110 002

In addition to aforesaid NCLT Convened Meeting of equity shareholders, the Transferee Company is also seeking the approval of its 'Public Shareholders' to the Scheme by way of Postal Ballot and e-voting pursuant to SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with applicable notifications and circulars issued by the SEBI ('SEBI Circular'). The Notice of Postal Ballot and E-voting issued pursuant to SEBI Circular also forms part of the aforesaid Notice of NCLT convened meeting of equity shareholders of DCM Limited.

The Company has provided voting facility in respect of aforesaid NCLT convened meeting of Equity Shareholder and Postal Ballot Notice (Public Shareholders) as per details given below:

Registered Office :
Vikrant Tower, 4, Rajendra Place, New Delhi-110008
Phone : (011) 25719967 Fax : (011) 25765214
CIN: L74899DL1889PLC000004 Website: www.dcm.in E-mail: dcmltd@dcm.in
e-mail id: investors@dcm.in

Class of NCLT Convened Meeting of DCM Limited	Type of Voting facility
Equity Shareholders	Vote through Remote e-voting, Postal Ballot Form and Polling paper at NCLT Convened Meeting of Equity Shareholders. (Note - Equity Shareholders can opt for only one mode of voting i.e. either through Remote e-Voting or Postal Ballot form or Polling Paper at NCLT Convened Meeting of Equity Shareholders. In case members cast their vote by more than one means of voting, then voting will be counted in the following sequence of priority, namely, (i) Remote e-Voting, (ii) Postal Ballot Form and (iii) Polling Paper at NCLT Convened Meeting, as may be applicable)
Postal Ballot Notice (Public Shareholders)	Vote through Remote e-voting and Postal Ballot Form (Note - Public Shareholders can opt for only one mode of voting i.e. either through Remote E-Voting or Postal Ballot. In case members cast their vote by more than one means of voting, then voting will be counted in the following sequence of priority, namely, (i) Remote e-Voting and (ii) Postal Ballot form, as may be applicable)

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the facility of e-voting.

The Postal ballot and e-voting facility in respect of aforesaid NCLT convened meeting of Equity Shareholders and Postal Ballot Notice (Public Shareholders) will be available during the following period:

Start Date	**June 14, 2018 at 9.00 AM (IST), Thursday**
End Date	**July 13, 2018 at 5.00 PM (IST), Friday**

Any person, whose names appear in the Register of Members and list of Beneficial Owner as provided by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on May 11, 2018 shall only be entitled to vote in respect of aforesaid NCLT convened Meeting of equity Shareholders and Postal Ballot Notice (Public Shareholders) of DCM Limited.

Copy of the aforesaid Notice of the NCLT convened meeting of Equity Shareholders and Notice of Postal Ballot (Public Shareholders) of DCM Limited is available on the website of the Company i.e. www.dcm.in.

Kindly take the same on record and acknowledge the receipt.

Thanking You,
For DCM Limited

Yadvinder Goyal
Company Secretary

Encl. - As stated above

Copy to :
MCS Share Transfer Agent Ltd.
F-65, Okhla Industrial Area, Phase-1, New Delhi – 110020

National Securities Depository Limited
Trade World, A Wing, 4th & 5th Floors,
Kamala Mills Compound, Lower Parel, Mumbai – 400 013

DCM LIMITED

Registered Office : Vikrant Tower, 4, Rajendra Place, New Delhi – 110008
Tel No : 91-11-25719967
CIN : L74899DL1889PLC000004
E-Mail : investors@dcm.in
Website : www.dcm.in

NOTICE OF THE MEETING OF THE EQUITY SHAREHOLDERS OF DCM LIMITED

(Convened pursuant to order dated* March 28, 2018 *passed by the Hon'ble National Company Law Tribunal, New Delhi)

AND

NOTICE OF POSTAL BALLOT AND E-VOTING OF DCM LIMITED

(Pursuant to SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with other applicable notifications and circulars issued by SEBI)

DETAIL OF NCLT CONVENED MEETING OF EQUITY SHAREHOLDERS

Day	**Saturday**
Date	**July 14, 2018**
Time	**9:30 AM (IST)**
Venue	**Aiwan - E - Ghalib Auditorium, Mata Sundari Lane, Kotla Road, Maulana Azad Road, Bahadur Shah Zafar Marg, New Delhi - 110 002**

POSTAL BALLOT AND E-VOTING PERIOD [FOR BOTH (i) NCLT CONVENED MEETING OF EQUITY SHAREHOLDERS AND (ii) POSTAL BALLOT NOTICE]:

Start Date	**June 14, 2018** at **9.00 AM (IST)**
Last Date	**July 13, 2018** at **5.00 PM (IST)**

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI

COMPANY APPLICATION CA (CAA) No. 31 (PB)/ 2018

In the matter of Companies Act, 2013;

AND

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013;

AND

In the matter of the Scheme of Amalgamation of Crescita Enterprises Private Limited and DCM Limited and their respective shareholders and creditors;

CRESCITA ENTERPRISES PRIVATE LIMITED
(CIN: U74999DL2017PTC314190) }
A Private Limited Company incorporated under the provisions of the Companies Act, 2013 }
having its registered office at 1069, First Floor, Plaza-I, Central Square Complex, 20, }
Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi –110006 } **.... Applicant Company No.1 / Transferor Company**

AND

DCM LIMITED
(CIN: L74899DL1889PLC000004) }
A Listed Company incorporated under the provisions of the Indian Companies Act, 1882 }
having its registered office at Vikrant Tower, 4, Rajendra Place, }
New Delhi – 110008 } **.... Applicant Company No. 2 / Transferee Company**

FORM NO. CAA 2

[Pursuant to Section 230 (3) and Rule 6 and 7 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

Company Application CA (CAA) NO. 31 (PB)/ 2018

DCM Limited … Applicant Transferee Company

NOTICE CONVENING THE MEETING OF EQUITY SHAREHOLDERS OF DCM LIMITED PURSUANT TO THE ORDER DATED MARCH 28, 2018 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, PRINCIPAL BENCH, NEW DELHI

To

The Equity Shareholders of DCM Limited (the "Company")

NOTICE is hereby given that by an order dated March 28, 2018 (**the "Order"**), in the abovementioned Company Scheme Application CA (CAA) No. 31(PB)/ 2018, the National Company Law Tribunal, Principal Bench at New Delhi ("**NCLT" or "Tribunal"**) has directed a meeting to be held of the Equity Shareholders of the Transferee Company ("**NCLT Convened Meeting**"), for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Amalgamation of Crescita Enterprises Private Limited ("**Transferor Company**") into and with DCM Limited ("**Transferee Company**"/ "**Company**") and their respective Shareholders and Creditors ("**Scheme**").

In pursuance of the said Order and as directed therein, further notice is hereby given that a meeting of the Equity Shareholders of the Company will be held to transact the special business at 9.30 a.m., on Saturday, the 14th July, 2018 at Aiwan-E-Ghalib Auditorium, Mata Sundari Lane, Kotla Road, Maulana Azad Road, Bahadur Shah Zafar Marg, New Delhi – 110 002 at which time and place the said Equity Shareholders are requested to attend, to consider and if thought fit, approve with or without modification(s), the resolution set out below in this Notice under Section 230 to 232 and other applicable provisions, if any of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) with the requisite majority.

Further, notice is also hereby given to the equity shareholders of DCM Limited pursuant to Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Rules") (including any statutory modification or re-enactment thereof for the time being in force), and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with other applicable notifications and circulars issued by SEBI ("SEBI Circular"), and any other applicable regulations thereto, to consider, and if thought fit, approve the arrangement proposed and embodied in the Scheme and to pass the resolution set out below in this notice through postal ballot and remote e-voting.

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, all other rules, circulars and notifications issued thereunder, as may be applicable, and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the National Company Law Tribunal Rules, 2016, applicable provisions, if any, of the Income Tax Act, 1961, and any provision of any other applicable law / statute, observation letters issued by each of the BSE Limited and National Stock Exchange of India Limited dated September 22, 2017 and September 25, 2017 respectively and in accordance with the relevant clauses of the Memorandum of Association and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi ("**NCLT**" or "**Tribunal**") and approval of such other regulatory / statutory / government authority(ies), as may be necessary or as may be directed by the NCLT or such other competent authority(ies), as the case may be, approval of the equity shareholders of the Company be and is hereby accorded to the proposed Scheme of Amalgamation of Crescita Enterprises Private Limited ("**Transferor Company**") into and with DCM Limited ("**Transferee Company**") and their respective Shareholders and Creditors ("**Scheme**").

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter called the 'Board', which term shall be deemed to include any person(s) authorized and / or one or more committee(s) which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), be and are hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, (including withdrawal of the Scheme), which may be required or directed by the NCLT while sanctioning the Scheme or by any authorities under law or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board of Directors may deem fit and proper."

The Company has also provided an alternative facility to the Equity Shareholders to cast their votes either by Postal Ballot or Remote E-Voting and the Notes to this notice may be referred for the detailed instructions for casting vote by Postal Ballot and Remote E-Voting.

Explanatory Statement pertaining to the said resolution setting out the material facts and reasons thereof under Section 230, Section 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 along with copy of the Scheme and other annexures including Proxy Form, Attendance Slip and Postal Ballot Form (as indicated in the index) are enclosed herewith. Copies of the same can also be obtained free of cost from the registered office of the Company situated at Vikrant Tower, 4, Rajendra Place, New Delhi-110008.

The National Company Law Tribunal, Principal Bench at New Delhi, has appointed Justice B.B. Parsoon as Chairperson and Mr. Ashok Bharadwaj, Advocate as an alternate Chairperson of the said meeting.

Further, as directed by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi, Mr. Upkar Singh, Chartered Accountant, has been appointed as a Scrutinizer for the said meeting of the Equity Shareholders for conducting the postal ballot, remote e-Voting and poll process in a fair and transparent manner.

The above mentioned Scheme of Amalgamation, if approved by the Equity Shareholders in the aforesaid meeting, will be subject to the subsequent approval by the National Company Law Tribunal, Principal Bench at New Delhi.

For and on behalf of the Board of Directors
For DCM Limited

Sd/-
Yadvinder Goyal
Company Secretary

Dated: this 29th day of May, 2018
Place: New Delhi

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

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH A PROXY / PROXIES SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE FORM OF PROXY DULY COMPLETED SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT VIKRANT TOWER, 4, RAJENDRA PLACE, NEW DELHI-110008 NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE AFORESAID MEETING.

2. As per Section 105 of the Companies Act, 2013 and rules made thereunder, a person can act as proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. Further, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Shareholder.

3. All alterations made in the Form of Proxy should be initialed.

4. Form of proxy is annexed to this Notice and can also be obtained from the registered office of the Company.

5. The Physical copies of the Notice of this NCLT convened meeting are being sent to all the Equity Shareholders, by Registered Post or Speed Post or Courier, whose names appear in the Register of Members and list of Beneficial Owner as provided by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on May 11, 2018. The Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode have been sent the notice by e-mail also. The Notice 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

6. The authorized representative of a Body Corporate or Foreign Institutional Investor ("FII") or Foreign Portfolio Investor ("FPI"), which is a registered Equity Shareholder of the Company may attend and vote at the NCLT convened meeting of Equity Shareholders' of the Transferee Company provided a certified true copy of the resolution of the Board of Directors or other governing body of such Body Corporate / FII / FPI authorizing such representative to attend and vote at the NCLT Convened meeting of Equity Shareholders is deposited at the registered office of the Company situated at Vikrant Tower, 4, Rajendra Place, New Delhi-110008 at least 48 hours before the commencement of the meeting.

7. Equity Shareholders are informed that in case of joint holders attending the meeting, joint holder whose name stands first in the Register of Members and in his / her absence by the next named member of the Company in respect of such joint holding will be entitled to vote.

8. Equity Shareholders are requested to hand over the enclosed Attendance Slip, duly filled and signed in accordance with their specimen signature(s) registered with the Company / Depository for admission to the meeting hall. Shareholders who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification at the meeting.

9. Route map and details of prominent land mark of the venue of the meeting is provided and forms part of the Notice.

10. During the period beginning 24 (twenty four) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 (three) days of notice in writing is given to the Company.

11. As directed by the Tribunal, Mr. Upkar Singh, Chartered Accountant, has been appointed as scrutinizer for the said NCLT convened meeting of the Equity Shareholders for conducting the Postal Ballot, remote E-Voting and poll process in a fair and transparent manner. Post the meeting, the Scrutunizer will submit the report to the Chairman after completion of scrutiny of the Postal Ballots, remote E-Voting and Poll process. As per Order of Hon'ble Tribunal, the Chairman shall report the result of the meeting to the Hon'ble Tribunal within 2 weeks of the conclusion of the meeting with regard to proposed Scheme.

12. The material documents referred to in the accompanying Explanatory Statement and pursuant to applicable provisions, shall be open for inspection, by the Equity Shareholders of Transferee Company at its registered office between 11.00 am to 2.00 pm on all working days, except Saturdays, Sundays and Public Holidays, up to 1 (one) day prior to the date of the NCLT conevened meeting..

13. The Notice convening the aforesaid NCLT convened meeting will be published through advertisement in Business Standard, an English newspaper and Jansatta, a vernacular newspaper, in Delhi where the registered office of the Company is situated.

14. Members can opt for only one mode of voting i.e. either through remote E-Voting or Postal Ballot or Polling Paper at NCLT Convened Meeting of Equity Shareholders. In case members cast their vote by more than one means of voting, then voting will be counted in the following sequence of priority, namely, (i) Remote E-Voting, (ii) Postal Ballot, and (iii) Polling Paper at NCLT Convened Meeting, as may be applicable.

15. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of members as on May 11, 2018 i.e. the cut-off date.

16. It is clarified that casting of votes by Postal Ballot or Remote E-Voting does not disentitle an equity Shareholder as on the Cut-off date of May 11, 2018 from attending the NCLT convened meeting of Equity Shareholders. It is further clarified that the Proxies can only vote on Poll at the NCLT convened meeting of Equity Shareholders and not through any other mode.

17. NOTES AND INSTRUCTIONS FOR VOTING THROUGH POSTAL BALLOT FORM:

1. The postal ballot form together with self-addressed postage pre-paid Business Reply Envelope (BRE) is enclosed for use of the member(s). Members are requested to also refer to the instructions printed behind the postal ballot form for exercising their vote in physical form.

2. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on May 11, 2018 i.e. the cut-off date for dispatch of postal ballot notice. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting by way of postal ballot as well as voting at the meeting by way of polling paper and remote e-voting. Any person who acquires shares of the Company and becomes the member of the Company after the cut-off date i.e. May 11, 2018 shall not be eligible to vote either through remote e-voting or through postal ballot or by way of polling paper at NCLT convened meeting of Equity Shareholders.

3. In case of shares held by Companies, Institutional Members (FPIs/ Foreign Institutional Investors / Trust / Mutual Funds / Banks etc.), duly completed postal ballot form should also be accompanied by a certified true copy of the board resolution / other authority letter together with the attested specimen signatures of the duly authorized person exercising the voting by postal ballot.

4. Physical copies of the Notice of this NCLT convened meeting are being sent to all the Equity Shareholders, by Registered Post or Speed Post or Courier, whose names appear in the Register of Members and list of Beneficial Owner as provided by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on May 11, 2018. The Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode have been sent the notice by e-mail also. The Notice 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

5. In case equity shareholder is desirous of obtaining a Duplicate Postal Ballot Form, he or she may send an e-mail to investors@dcm.in The Registrar and Share Transfer Agent or the Company shall forward the same along with self-addressed postage-prepaid Business Reply Envelope to such equity shareholder.

6. A Member cannot exercise his / her vote on postal ballot form through proxy.

7. There will be only 1 (one) Postal Ballot Form for every registered folio/client ID irrespective of the number of joint members. A postal ballot form shall be considered invalid if:

   a. A form other than one issued by the Company has been used;
   b. It has not been signed by or on behalf of the Member;
   c. Signature on the postal ballot form doesn't match the specimen signatures with the Company;
   d. It is not possible to determine without any doubt the assent or dissent of the Member;
   e. Neither assent nor dissent is mentioned;
   f. Any incomplete, torn, incorrectly completed, mutilated, over-written form;
   g. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
   h. The envelope containing the postal ballot form is received after the last date prescribed;
   i. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;

j. It is received from a Member who is in arrears of payment of calls;

k. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;

l. Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

8. A Equity Shareholder desiring to exercise vote by postal ballot form shall complete & sign (as per specimen signature registered with the Transferee Company and /or furnished by National Securities Depositary Limited / Central Depository Services (India) Limited) the enclosed Postal Ballot Form titled **"Postal Ballot Form - NCLT Convened Meeting"** with assent (for) or dissent (against) and send it to the scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or by registered post at the expense of the Equity Shareholder will also be accepted. The envelopes may also be deposited personally at the address given thereon. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid Business Reply Envelope so as to reach the scrutinizer on or before Friday, July 13, 2018 at 5.00 p.m. Any Postal Ballot Form received after Friday, July 13, 2018 at 5.00 p.m. shall be treated as if the reply from the Equity Shareholder has not been received. The Company shall not be responsible for the loss or delay attributable to the postal department or for reasons beyond the control of the Company. The Equity Shareholders are requested to carefully read the instructions printed overleaf the Postal Ballot Form before exercising their votes.

18 INSTRUCTIONS AND PROCESS FOR REMOTE E-VOTING IS AS UNDER:

1. The remote e-voting period commences on Thursday, June 14, 2018, 9.00 a.m. (IST) and ends on Friday, July 13, 2018, 5.00 PM (IST). During this period equity shareholders of the Company, holding equity shares either in physical form or in dematerialized form, as on the cut-off date, i.e. May 11, 2018 may cast their vote electronically. The Remote E-Voting module shall be disabled by NSDL for voting after Friday, July 13, 2018, 5.00 PM (IST).

2. The voting rights of members shall be in proportion to their shares in the Paid-up Equity Share Capital of the Transferee Company as on cut-off date i.e May 11, 2018. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting by way of polling paper and voting by way of postal ballot form. Any person who acquires equity shares of the Transferee Company and becomes the member of the Transferee Company after the cut-off date i.e., May 11, 2018 shall not be eligible to vote either through remote e-voting or through postal ballot or by way of polling paper at this NCLT Convened Meeting of equity shareholders of Transferee Company.

3. Any member who does not receive the User ID and password from NSDL, may obtain his / her User ID and Password by sending an e-mail to evoting@nsdl.co.in or contact NSDL at the toll free no. 1800-222-990 by mentioning their Folio No. / DP ID and Client ID. 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 'Forget User Details / Password' options available on www.evoting.nsdl.com

4. Step wise instructions for remote e-voting:

   (a) In case of shareholders' receiving e-mail from NSDL [for Members whose email IDs are registered with the Transferee Company/Depository Participant(s)]

   (i) Open e-mail and open PDF file viz; "DCM remote e-Voting.pdf" with your Client ID or Folio No. 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) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com

   (iii) Click on Shareholder - Login

   (iv) Put user ID and password as initial password noted in step (i) above. Click Login.

   (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. 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 Voting Cycles.

   (vii) Select "EVEN No. 108392" (i.e. Remote E-Voting Event Number) of "DCM Limited".

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

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

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

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

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant board resolution / authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through e-mail to upkarusa@gmail.com with a copy marked to investors@dcm.in and evoting@nsdl.co.in

(b) For members holding shares in dematerialised form whose email IDs are not registered with the Transferee Company/ Depository Participants and members holding shares in physical form, it may be noted that the Initial User ID and password is being provided at the bottom of the postal ballot form. Such members are requested to follow all steps from Sl. No. (ii) to (xii) above to cast vote.

(c) In case of Shareholders' receiving postal ballot form by post:

(i) Initial password is provided as below / at the bottom of the postal ballot form for NCLT Convened Meeting.

EVEN (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.

(d) 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 or call on toll free no.:1800-222-990.

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

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

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

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

19 Please note that the Company has issued following two notices, both of which are enclosed herewith:

a) Notice of the NCLT Convened meeting of Equity Shareholders of the Company to be held on Saturday, July 14, 2018 at 9.30 a.m. to seek approval of Equity Shareholders of the Company on the scheme, as per directions of Hon'ble NCLT;

b) Postal Ballot Notice pursuant to SEBI Circular in order to seek approval of the Public shareholders of the Company on the scheme through postal ballot form and e-voting.

Accordingly, there will be :

- two events of ***Remote e-voting*** of the Transferee Company for voting on the proposed scheme i.e. i) DCM Limited - NCLT Convened Meeting (EVEN No. 108392) and ii) DCM Limited – Postal Ballot Notice as per SEBI Circular (EVEN No. 108390). Public Shareholders are requested to vote for both the events and do necessary acts as per the notes mentioned in aforesaid respective notices.
- two ***Postal Ballot* Forms** of the Transferee Company for voting on the Scheme i.e. i) Postal Ballot Form NCLT Convened Meeting and ii) Postal Ballot Form (for Postal Ballot Notice as per SEBI Circular). Public Shareholders are requested to vote through both the Postal Ballot Forms and do necessary acts as per the notes mentioned in aforesaid respective notices.

However, shareholders other than Public Shareholders are requested to vote only through e-voting (EVEN - 108390) and Postal Ballot Form NCLT Convened 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 OF POSTAL BALLOT AND E-VOTING

Notice pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification or re-enactment thereof for the time being in force) and circulars and notifications issued thereunder, Regulation 44 of the SEBI (Listing obligations and Disclosures Requirements) Regulations, 2015 and Securities and Exchange Board of India (SEBI) Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with other applicable notifications and circulars issued by the SEBI ("SEBI Circular"), for the approval of the Public Shareholders (the term 'Public Shareholders' meaning as assigned to it in Rule 2(d) of the Securities Contracts (Regulations) Rules, 1957 as amended from time to time and in which context the term 'Public Shareholders' shall be construed) of DCM Limited through Postal Ballot and e-voting for the resolution set out hereinafter.

To,
The Public Shareholders,
DCM Limited

The Board of Directors of DCM Limited **("Transferee Company")**, at a meeting held on March 31, 2017, approved a draft Scheme of Amalgamation of Crescita Enterprises Private Limited ("Transferor Company") into and with DCM Limited ("Company"/ "Transferee Company") and their respective Shareholders and Creditors ("Scheme") in terms of the provisions of Section 230 to 232 of the Companies Act, 2013 read with rules framed thereunder ("2013 Act") and other applicable provisions of 2013 Act, if any, considering the recommendation of the Audit Committee, subject to sanction by the National Company Law Tribunal, Principal Bench at New Delhi ("NCLT") and subject to approvals/No Objection of (i) requisite majority of shareholders and creditors of the Transferee Company; (ii) BSE Limited and National Stock Exchange of India Limited; (iii) the Securities and Exchange Board of India and any other statutory / regulatory authority(ies)/body(ies)/ department(s) as applicable.

Vide its order dated March 28, 2018 the Hon'ble NCLT in Company Application No. CA (CAA) 31 (PB) of 2018, directed the Transferee Company to convene and conduct a meeting of its equity shareholders at Aiwan - E - Ghalib Auditorium, Mata Sundari Lane, Kotla Road, Maulana Azad Road, Bahadur Shah Zafar Marg, New Delhi - 110 002 on Saturday, July 14, 2018 at 9.30 A.M. **("NCLT Convened Meeting")**

In addition to said NCLT Convened Meeting, the Transferee Company is also seeking the approval of its Public Shareholders to the Scheme by way of Postal Ballot and e-voting pursuant to SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with applicable notifications and circulars issued by the **SEBI ('SEBI Circular').**

In terms of said SEBI Circular, listed companies are required to ensure that the scheme of amalgamation submitted with the National Company Law Tribunal for sanction, provides for voting by public shareholders through e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution, in the following cases:

i. Where additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed entity, or

ii. Where the Scheme of Arrangement involves the listed entity and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group,

iii. Where the parent listed entity, has acquired, either directly or indirectly, the equity shares of the subsidiary from any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed entity company, and if that subsidiary is being merged with the parent listed company under the Scheme of Arrangement,

iv. Where the scheme involving merger of an unlisted entity results in reduction in the voting share of pre-scheme public shareholders of listed entity in the transferee / resulting company by more than 5% of the total capital of the merged entity,

v. Where the scheme involves transfer of whole or substantially the whole of the undertaking of the listed entity and the consideration for such transfer is not in the form of listed equity shares;

The SEBI Circular also requires that the Scheme should provide that it shall be acted upon only if, the votes cast by the Public Shareholders in favor of the proposal are more than the number of votes cast by the Public Shareholders against it. Necessary disclosure to this effect has been provided under para 19.1(b) of the Scheme and accordingly the approval of Public Shareholders is being sought through e-voting and postal ballot.

In this regard, the Company is approaching its Public Shareholders for approving the proposed Scheme through e-voting and postal ballot as required under SEBI Circular and the Company shall comply with all the provisions of the SEBI Circular, as applicable.

The proposed resolution for approving the Scheme along with the Explanatory Statement is set out hereinafter for your consideration. A Postal Ballot Form is also enclosed.

The Transferee Company has appointed Mrs. Pragnya Parimita Pradhan, Company Secretary in whole-time practice, Proprietor of M/s Pragnya Pradhan & Associates, Company Secretaries as the Scrutinizer, for conducting the Postal Ballot and e-voting process in a fair and transparent manner. Further, the Transferee Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility.

In compliance with the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 44 of the SEBI (Listing obligations and Disclosures Requirements) Regulations, 2015, the Public Shareholders of the Transferee Company may cast their votes either through Postal Ballot Form or electronically i.e. e-voting. It is clarified that the Public Shareholders can opt for only one mode of voting i.e. either through Postal Ballot Form or e-voting. It is further clarified that casting of votes by Postal Ballot Form or e-voting does not disentitle a Public Shareholder from attending and voting at the NCLT Convened Meeting.

Public Shareholders desirous of voting electronically are requested to carefully read the instructions for e-voting enumerated in the notes to the Postal Ballot Notice. Public Shareholders who wish to exercise their vote using Postal Ballot Form are requested to carefully go through the instructions printed in the enclosed Postal Ballot Form.

The voting including e-voting will commence on June 14, 2018 (9.00 a.m. IST) and will end on July 13, 2018 (5.00 p.m. IST). You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before July 13, 2018 (5.00 p.m. IST).

Postal Ballot Forms received after the said date will be treated as if the reply from such Public Shareholder has not been received.

The Scrutinizer will submit her report addressed to the Chairman of the Company or to any other person duly authorized by the Chairman after completion of the scrutiny of the Postal Ballot Forms and e-votes within 2 days from the last date of receipt of Postal Ballot Forms and e-voting. The results together with the Scrutinizer's Report shall be declared not later than 48 hours of conclusion of the voting through Postal Ballot and E-voting at registered office of the Company i.e. at Vikrant Tower, 4, Rajendra Place, New Delhi - 110008. The result shall also 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 posted on the website of the Company i.e. www.dcm.in

Following resolution is to be passed by the Public Shareholders of the Transferee Company through Postal Ballot and e-voting :

To consider and if thought fit to pass, with or without modification(s), the following resolution with requisite majority as per the SEBI Circular:

"RESOLVED THAT pursuant to Securities and Exchange Board of India (SEBI) circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with other applicable notifications and circulars issued by the SEBI ("SEBI Circular"), the No-Objection Letter/Observation Letter dated September 22, 2017 issued by the BSE Limited, the No -Objection Letter/Observation Letter dated September 25, 2017 issued by the National Stock Exchange of India Limited, Sections 230 to 232 and other applicable provisions, if any of the Companies Act, 2013 read with rules framed thereunder ("2013 Act"), and other applicable enactments, rules, regulations and guidelines (including any amendment, re-enactment, substitution thereof), Memorandum and Articles of Association of the Company, subject to the approval of the shareholders of the Company in the meeting convened by the Hon'ble National Company Law Tribunal, Principal Bench at New Delhi ("NCLT"/"Tribunal") and approval of NCLT in terms of provisions of Section 230 to

232 of the 2013 Act and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and subject to the such other approvals, permission and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed and imposed by the NCLT/Tribunal, approval of the Public Shareholders of the Company be and is hereby accorded to the proposed Scheme of Amalgamation of Crescita Enterprises Private Limited ("Transferor Company") into and with DCM Limited ("Transferee Company") and their respective Shareholders and Creditors (the "Scheme"). .

RESOLVED FURTHER THAT the Board of directors of the Company (hereinafter called the 'Board', which term shall be deemed to include any person(s) authorized and / or one or more committee(s) which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), be and are hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, (including withdrawal of the Scheme), which may be required or directed by the NCLT while sanctioning the Scheme or by any authorities under law or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board of Directors may deem fit and proper."

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

For and on Behalf of the Board of Directors
For DCM Limited

Sd/-
Yadvinder Goyal
Company Secretary

Dated: this 29th day of May, 2018
Place: New Delhi

Notes:

1. Consideration and approval of the Public Shareholders of the Transferee Company by Postal Ballot and e-voting is sought for the above resolution.
2. Explanatory Statement pertaining to the said resolution setting out the material facts and reasons thereof under Section 230, Section 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 along with copy of the Scheme and other annexures including Proxy Form, Attendance Slip and Postal Ballot Form (as indicated in the index) are enclosed herewith. Copies of the same can also be obtained free of cost from the registered office of the Company situated at Vikrant Tower, 4, Rajendra Place, New Delhi-110008.
3. Approval of the Public Shareholders through postal ballot and remote e-voting is sought in addition to the approval of the said Scheme by shareholders of the Company at the NCLT convened meeting of the Shareholders of the Company to be held on Saturday, July 14, 2018 at 9:30 A.M. as per the directions of Hon'ble NCLT, Principal Bench at New Delhi.
4. Physical copies of the Postal Ballot Notice are being sent to all the Public Shareholders, by Registered Post or Speed Post or Courier, whose names appear in the Register of Members and list of Beneficial Owner as provided by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on May 11, 2018. The Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode have been sent the notice of Postal Ballot by e-mail also. The Postal Ballot Notice 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
5. The Transferee Company has appointed Mrs. Pragnya Parimita Pradhan, Company Secretary in whole-time practice, Proprietor of M/s Pragnya Pradhan & Associates, Company Secretaries as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.
6. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the shareholders as on May 11, 2018. The resolution shall be considered approved by the public shareholders in case the votes casted by Public Shareholders in favour of the resolution are more than the votes casted by Public Shareholders against the resolution.
7. Public shareholders have the option either to vote through e-voting or through Postal Ballot Form. If a Public Shareholder has opted for e-voting, then he/she should not vote by physical Postal Ballot Form and vice versa. In case Public Shareholders cast their vote via both modes i.e. physical Postal Ballot Form as well as e-voting, then voting done through e-voting shall prevail and Physical Postal Ballot Form of that member shall be treated as invalid.

8. A Postal Ballot Form along with self-addressed postage prepaid business reply envelope is also enclosed. Public Shareholders voting through Postal Ballot Form are requested to carefully read the instructions printed on the enclosed Postal Ballot Form.

9. The vote in this Postal Ballot cannot be exercised through proxy.

10. In case a public shareholder is desirous of obtaining a Duplicate Postal Ballot Form, he or she may send an e-mail to investors@dcm.in The Registrar and Share Transfer Agent / Company shall forward the same along with self-addressed postage-prepaid Business Reply Envelope to such public shareholder.

11. There will be only 1 (one) Postal Ballot Form for every registered folio/client ID irrespective of the number of joint members. A postal ballot form shall be considered invalid if:

    a) A form other than one issued by the Company has been used;

    b) It has not been signed by or on behalf of the Member;

    c) Signature on the postal ballot form doesn't match the specimen signatures with the Company;

    d) It is not possible to determine without any doubt the assent or dissent of the Member;

    e) Neither assent nor dissent is mentioned;

    f) Any incomplete, torn, incorrectly completed, mutilated, over-written form;

    g) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;

    h) The envelope containing the postal ballot form is received after the last date prescribed;

    i) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;

    j) It is received from a Member who is in arrears of payment of calls;

    k) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;

    l) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

12. A Public Shareholder desiring to exercise vote by postal ballot shall complete & sign (as per specimen signature registered with the Transferee Company and /or furnished by National Securities Depositary Limited / Central Depository Services (India) Limited) the enclosed Postal Ballot Form titled **"Postal Ballot Form (for Postal Ballot Notice as per SEBI Circular)"** with assent (for) or dissent (against) and send it to the scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot form, if sent by courier or by registered post at the expense of the Public Shareholder will also be accepted. The envelopes may also be deposited personally at the address given thereon. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid Business Reply Envelope so as to reach the scrutinizer on or before Friday, July 13, 2018 at 5.00 p.m. Any Postal Ballot Form received after Friday, July 13, 2018 at 5.00 p.m. shall be treated as if the reply from the Public Shareholder has not been received. The Company shall not be responsible for the loss or delay attributable to the postal department or for reasons beyond the control of the Company. The Public Shareholders are requested to carefully read the instructions printed overleaf the Postal Ballot Form before exercising their votes.

13. In case, shares are jointly held, this form should be completed and signed by the first named member and in his/her absence, by the next named member. Holder(s) of Power of Attorney ("PoA") on behalf of a Public Shareholder may vote on the Postal Ballot by enclosing the copy of the PoA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the board resolution/authorization giving the requisite authority to the person voting on the Postal Ballot Form.

14. In compliance with Regulation 44 of the SEBI (Listing obligations and Disclosures Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules and SEBI Circulars, the Company is pleased to provide e-voting facility to all its Public Shareholders, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Public Shareholders. The instructions for e-voting are as under :

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

(i) Open email and open PDF file viz; "DCM evoting.pdf " with your Client ID or Folio No. 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) Launch an internet browser and open https://www.evoting.nsdl.com/

(iii) Click on Shareholder – Login

(iv) Put user ID and initial password 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. Note new password. 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 Voting Cycles.

(vii) **Select "EVEN No.108390 (i.e. e-voting Event Number) of DCM Limited.**

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

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

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

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

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to pragnyap.pradhan@gmail.com with a copy marked to investor@dcm.in and evoting@nsdl.co.in

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

(i) Initial password is provided at the bottom of the Postal Ballot Form, in the manner as stated below:

EVEN(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 e-voting period commences on June 14, 2018 (9.00 a.m. IST) and will end on July 13, 2018 (5.00 p.m. IST). During this period Public shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of May 11, 2018, 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 Public shareholder, the Public shareholder shall not be allowed to change it subsequently.

15. The Scrutinizer will submit her report addressed to the Chairman of the Company or to any other person duly authorized by the Chairman after completion of the scrutiny of the Postal Ballot Forms and e-votes within 2 days from the last date of receipt of Postal Ballot Forms and e-voting. The results together with the Scrutinizer's Report shall be displayed, not later than 48 hours of conclusion of the voting through Postal Ballot and e-voting, at registered office of the Transferee Company i.e. at Vikrant Tower, 4, Rajendra Place, New Delhi - 110008. The result 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 posted on the website of the Company i.e. www.dcm.in

16. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.

17. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company between 11.00 a.m. and 2.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays) during the period of postal ballot and remote e-voting

18. Please note that the Company has issued following two notices, both of which are enclosed herewith:

    - Notice of the NCLT Convened meeting of shareholders of the Company to be held on Saturday, July 14, 2018 at 9.30 a.m. to seek approval of Equity Shareholders of the Company on the scheme, as per directions of Hon'ble NCLT;
    - Postal Ballot Notice pursuant to SEBI Circular in order to seek approval of the Public Shareholders of the Company on the scheme through postal ballot form and e-voting.

    Accordingly there will be :

    - two events of ***Remote e-voting*** of the Transferee Company for voting on the proposed scheme i.e. i) DCM Limited - NCLT Convened Meeting (EVEN No. 108392) and ii) DCM Limited – Postal Ballot Notice as per SEBI Circular (EVEN No. 108390). Public Shareholders are requested to vote for both the events and do necessary acts as per the notes mentioned in aforesaid respective notices.
    - two ***Postal Ballot* Forms** of the Transferee Company for voting on the Scheme i.e. i) Postal Ballot Form NCLT Convened Meeting and ii) Postal Ballot Form (for Postal Ballot Notice as per SEBI Circular). Public Shareholders are requested to vote through both the Postal Ballot Forms and do necessary acts as per the notes mentioned in aforesaid respective notices.

    However, shareholders other than Public Shareholders are requested to vote only through e-voting (EVEN - 108390) and Postal Ballot Form NCLT Convened Meeting.

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI
COMPANY APPLICATION CA (CAA) NO. 31 (PB)/ 2018

In the matter of Companies Act, 2013;

AND

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013;

AND

In the matter of the Scheme of Amalgamation of Crescita Enterprises Private Limited and DCM Limited and their respective shareholders and creditors;

CRESCITA ENTERPRISES PRIVATE LIMITED
(CIN: U74999DL2017PTC314190) }
A Private Limited Company incorporated under the provisions of the Companies Act, 2013 }
having its registered office at 1069, First Floor, Plaza-I, Central Square Complex, 20, }
Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi –110006 } **.... Applicant Company No. 1 / Transferor Company**

AND

DCM LIMITED
(CIN: L74899DL1889PLC000004) }
A Listed Company incorporated under the provisions of the Indian Companies Act, 1882 }
having its registered office at Vikrant Tower, 4, Rajendra Place, }
New Delhi – 110008 } **.... Applicant Company No. 2 / Transferee Company**

EXPLANATORY STATEMENT UNDER SECTION 230 & SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 TO (1) THE NOTICE OF THE NCLT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF DCM LIMITED AND (2) THE NOTICE FOR POSTAL BALLOT AND E-VOTING, FOR OBTAINING APPROVAL OF PUBLIC SHAREHOLDERS OF TRANSFEREE COMPANY, UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) CIRCULAR NO. CFD/DIL3/CIR/2017/21 DATED MARCH 10, 2017 READ WITH OTHER APPLICABLE NOTIFICATIONS AND CIRCULARS ISSUED BY SEBI

1. The National Company Law Tribunal, Principal Bench at New Delhi, by Order dated March 28, 2018 ("Order") in the Company Application referred to above, with respect to the Scheme of Amalgamation of Crescita Enterprises Private Limited ("**Transferor Company**") into and with DCM Limited ("**Transferee Company**") and their respective Shareholders and Creditors ("**Scheme**") has directed the convening of the meeting of the Equity Shareholders of DCM Limited ("**NCLT convened meeting**") to be held on Saturday, the 14th day of July, 2018 at 9:30 a.m. at Aiwan-E-Ghalib Auditorium, Mata Sundari Lane, Kotla Road, Maulana Azad Road, Bahadur Shah Zafar Marg, New Delhi – 110 002. The National Company Law Tribunal, Principal Bench at New Delhi by the said Order further dispensed with the convening of the meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Transferor Company.

2. In addition to said NCLT convened meeting, the Transferee Company is also seeking the approval of its Public Shareholders on the Scheme by Postal ballot and e-voting pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with other applicable notifications and circulars issued by the SEBI ('**SEBI Circular**')

3. The definitions contained in the Scheme will apply to this explanatory statement also.

4. A copy of the Scheme setting out in detail the terms and conditions of the arrangement, *inter-alia*, providing for the proposed Scheme of Amalgamation of Crescita Enterprises Private Limited into and with DCM Limited and their respective shareholders and creditors, which has been approved by the Board of Directors of the Transferee Company at its meeting held on March 31, 2017 is attached to this explanatory statement and forms part of this statement as **Annexure A.**

5. Crescita Enterprises Private Limited ("**Transferor Company**"), a Private Limited Company, having CIN: U74999DL2017PTC314190 and PAN- AAGCC8765K, was incorporated in the NCT of Delhi under the Companies Act, 2013 ("**2013 Act**") on March 9, 2017 under its present name vide Certificate of Incorporation issued by the Registrar of Companies, NCT of Delhi and Haryana. The registered office of the Transferor Company is situated at 1069, First Floor, Plaza-I, Central Square Complex, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi –110006. There has been no change in the name, registered office and object clause of Transferor Company since incorporation. Email: crescita2017@gmail.com. The shares of the Transferor Company are not listed on any stock exchange in India. Transferor Company is holding 90,30,495 equity shares aggregating to 48.35% of the total equity share capital of Transferee Company.

6. The share capital structure of the Transferor Company as on 31st March, 2018 is as follows:

Particulars	Amount (in Rs.)
Authorised Share Capital	
5,000 Equity Shares of Rs.10/- each	50,000
Total Authorised Share Capital	**50,000**
Issued, Subscribed and Paid-up Share Capital	
5,000 Equity Shares of Rs.10/- each	50,000
Total Paid-up Share Capital	**50,000**

7. The main objects for which the Transferor Company has been incorporated are set out in its Memorandum of Association. The main objects of the Transferor Company are as follows:

   1. *To carry on all or any of the business of designing, manufacturing, developing, improving, hiring, repairing, trading, buying, selling dealing in forgings and castings of ferrous and non-ferrous materials and in any weight for any industry whatsoever, including grey iron castings, chilled and malleable castings, Ductile Iron, casting; gunmetal castings, steel castings, gunmetal, copper, brass and aluminum castings and foundry work.*
   2. *To carry on the business of iron-foundries, Engineering castings, manufacturers of machinery and equipments, tool makers, iron and steel converters, pattern makers, metallurgists, prototype solution provider to all types of engine manufacturing.*
   3. *To carry on business as manufacturers and dealers in metal, enamel, aluminum, alloys, and any other products, substances, articles, and things and to carry on and conduct workshop and foundries of iron, brass and other metals.*
   4. *To carry on the business of ginners, spinners, weavers, dyers, manufacturers, balers and pressers of all cotton, jute, silk, hemp, wool, hair, rayon and other fibrous materials and the cultivation thereof, and the business of buyers and sellers of and dealers in cotton, jute, silk, hemp, wool, hair, rayon and any other fibrous materials and transacting all manufacturing, curing, preparing, colouring, dyeing or leaching processes and purchasing, and vending the raw materials and manufactured articles, Purchasing, combing, preparing, spinning, weaving, dyeing, bleaching, printing manufacturing, selling, and otherwise dealing in yam, linen, cloth and other goods and fabrics made from cotton, jute, silk, hemp, wool, hair, rayon and any other fibres or fibrous substances; weaving and otherwise manufacturing, buying, selling and dealing in all kinds of cloth and other goods and fabrics, whether textiles, felted, netted or looped.*
   5. *To provide all or any types, descriptions, classifications, kinds, forms and varieties of services, including but not limited to information technology services, communications services, in- formation technology enabled services, back-office services, customer center services, technical support services, sales center services, e¬ commerce services, accounting services, data entry services, data conversion services, content development services, human resource services, insurance claim processing services, legal data base services, payroll distribution services, and to operate a high technology data processing center, for providing management, processing, analysis, development and accounting information and data.*
   6. *To carry on the business of consultants, agents and dealers in immovable property and to give on rent, sale and purchase, designing and construction of residential houses, commercial buildings, flats and factory's sheds and buildings in or out side of India and to act as builders, colonizers and civil and constructional contractors.*
   7. *To act as an agent for purchasing, selling and letting on hire, land, agricultural land and houses whether multistoried, commercial and/ or residential buildings on commission basis.*
   8. *To construct, execute, carry out, equip, maintain, improve, develop civil and constructional work relating to roads, electric power, heat and light supply works, hotel's buildings, godowns, pleasure grounds, parks, gardens, docks, jetties, embankments bunds, bridges, wharves, canals, irrigations, reclamations improvement, sewage, sanitary, telegraphic telephone works, warehouses, markets, public buildings, building and multistoried buildings, housing societies, Group Housing Societies and all other such civil and related constructional works and convenience of public utility.*

9. *To carry on the business as Builders, consultants, civil and constructional engineers, surveyors, designers, town planners, estimators, valuers, interior and exteriors decorators, General and Government civil and constructional contractors of immovable properties all types of structural and pilling engineering interior designing and graphic.*

8. The Transferor Company was incorporated with the object of businesses in Textiles, Grey Iron Casting, Real Estate and IT Services.

9. The details of the Directors of the Transferor Company as on 31st March, 2018 are as under:

S. No.	Name of Directors	Designation	Address
1	Dr. Vinay Bharat Ram	Director	B-69, Paschimi Marg, Vasant Vihar, New Delhi - 110057
2	Mr. Sumant Bharat Ram	Director	B-69, Paschimi Marg, Vasant Vihar, New Delhi - 110057
3	Mr. Pawan Kumar Gupta	Director	1786, Naya Bazar, Delhi -110006

10. The details of the promoters of the Transferor Company as on 31st March, 2018 are as under:

S. No.	Name of the Promoters	Address
1	Dr. Vinay Bharat Ram	B-69, Paschimi Marg, Vasant Vihar, New Delhi - 110057
2	Mr. Sumant Bharat Ram	B-69, Paschimi Marg, Vasant Vihar, New Delhi - 110057

11. DCM Limited ('**Transferee Company**'), a Public Listed Company, having CIN: L74899DL1889PLC000004 and PAN – AAACD1012E, was originally incorporated on March 26, 1889 under the name and style of The Delhi Cloth and General Mills Company which was changed to DCM Limited with effect from October 6, 1983. There has been no further change in the name of Transferee Company in the last five (5) years. There has been no change in the registered office address of Transferee Company in last five (5) years. The e-mail address of Transferee Company is investors@dcm.in. The shares of the Transferee Company are listed on the National Stock Exchange of India Limited ('**NSE**') and the BSE Limited ('**BSE**').

12. The share capital structure of the Transferee Company as on 31st March, 2018 is as follows:

PARTICULARS	AMOUNT (in Rs.)
Authorised Share Capital	
8,39,99,000 Equity Shares of Rs.10/- each	83,99,90,000
100 13.50% Redeemable Cumulative preference shares of Rs. 100 each	10,000
3,20,000 9.5% 6th Cumulative redeemable preference shares of Rs. 25 each	80,00,000
36,80,000 preference shares of Rs. 25 each	9,20,00,000
10,00,000 cumulative convertible preference shares of Rs. 100 each	10,00,00,000
Total Authorised Share Capital	**1,04,00,00,000**
Issued, Subscribed and Paid-up Share Capital	
1,86,77,749 Equity Shares of Rs.10/- each Less: Calls in arrears by others	18,67,77,490 (31,175)
Total Paid-up Share Capital	**18,67,46,315**

13. The main objects for which the Transferee Company has been incorporated are set out in its Memorandum of Association. The relevant key objects of the Transferee Company are as follows:

"(i)(a) Carrying on the business of ginners, spinners, weavers, dyers, manufacturers, balers and pressers of all cotton, jute, silk, hemp, wool, hair, rayon and other fibrous materials and the cultivation thereof, and the business of buyers and sellers of and dealers in cotton, jute, silk, hemp, wool, hair, rayon and any other fibrous materials and transacting all manufacturing, curing, preparing, coloring, dyeing or bleaching processes and purchasing, and vending the raw materials and manufactured articles, purchasing, combing, preparing, spinning, weaving, dyeing, bleaching, printing manufacturing, selling, and otherwise dealing in yarn, linen, cloth and other goods and fabrics made from cotton, jute, silk, hemp, wool, hair rayon and any other fibres or fibrous substances; weaving and otherwise manufacturing, buying, selling and dealing in all kinds of cloth and other goods and fabrics, whether textiles, felted, netted or looped.

(i)(b) Manufacturing and/or dealing in all kinds of threads, namely, embroidery, sewing and worsted threads, knitting yarn etc. to wind or ball cotton or thread or other fibrous substances or bobbins.

(viii) To carry on all or any of the business of designing, manufacturing, developing, improving, hiring, repairing, trading, buying, selling, dealing in forgings and castings of ferrous and non-ferrous materials and in any weight for any industry whatsoever, including grey iron castings, chilled and malleable castings, Ductile Iron, casting; gunmetal castings, steel castings, gunmetal, copper, brass and aluminum castings and foundry work.

(viiiA) To carry on the business of iron-foundries, Engineering castings, manufacturers of machinery and equipments, tool makers, iron and steel converters, pattern makers, metallurgists, prototype solution provider to all types of engine manufacturing.

(viiiB) To undertake job work of Castings and Engineering, value addition in Grey cast iron by machining, manufacture & supply of machined castings and components such as engine blocks, cylinder heads and other precision machined parts, semi finished or ready to be assembled on the Engine.

(viiiC) To carry on the business of manufacturers, traders, suppliers, sellers of casting of any type, foundry toolings including Patterns, Core Boxes, Jigs and Fixtures etc. for all types of castings.

(viiiD) To undertake and execute any contracts for works involving the supply or use of any machinery or components and accessories of machinery of any kind and to carry out any ancillary or other works comprised in such contracts.

(viiiE) To carry on business as manufacturers and dealers in metal, enamel, aluminum, alloys, and any other products, substances, articles, and things and to carry on and conduct workshop and foundries of iron, brass and other metals.

(XvC) To establish and carry on the business as manufacturers of and dealers in/ and exporters and importers of electronic products of all kinds.

(XvD) To develop supply and deal in import and export of software for use in the computer and other electronic systems and control equipments.

(XvDA) To provide all or any types, descriptions, classifications, kinds, forms and varieties of services, including but not limited to information technology services, communications services, information technology enabled services, back- office services, customer center services, technical support services, sales center services, e-commerce services, accounting services, data entry services, data conversion services, content development services, human resource services, insurance claim processing services, legal data base services, payroll distribution services, and to operate a high technology data processing center, for providing management, processing, analysis, development and accounting information and data.

(XvDB) To carry on the business of application software, embedded software, business software, industrial software, technology development, inproduct software, computer aided design software, integrated circuit designs, system design, digital signal processing, firmware/ microcode for consumer, industrial, entertainment, semi-industrial, professional, application specific and general purpose categories, and to design, develop, manufacture, conduct research, assemble, distribute, service, repair, trade, deal in, act as agents, export, import, buy, sell, lease, or to let out on hire and provide consultancy in software, hardware including components and spares and allied accessories, add-ons and office automation systems/equipment and to design, develop, integrate, buy, sell, add value, or take up turn key projects, provide substitution for import, export, support, maintain or otherwise deal in computer software, hardware and office automation systems and equipment used in any other field, to maintain training centres and to provide management consultancy, techno economic feasibility studies of projects, design and development of Management Information System.

(XvDC) To purchase, take on lease or hire, exchange or otherwise acquire, manufacture, fabricate, construct, assemble, design, develop, recondition, operate, set-up, maintain, improve, repair, work upon and to sell, lease or let on hire, export, dispose of and otherwise deal in computer hardware and software, computer applications, peripherals, consumables, accessories and media and any office machine, and processing machines of all kinds and all machinery, component parts, accessories, appliances, apparatus, devices, materials, substances, articles and things of a character similar or analogous to the foregoing and to deal in any other manner in all kinds of computers, computer equipments and computer related products, including maintenance services, softwares, information technology, and other items and to render all other services in connection therewith.

(xxiv) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any moveable and immoveable property, and any rights or privileges which the Company may think necessary or convenient for the purpose of its business and in particular any land, buildings, easements, machinery plant and stock-in- trade.

(xxv) To construct, improve, maintain, develop, work, manage, carry out or control any mills, factories, plants, machinery, roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, manufactories, warehouses, electric works, shops, stores and other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests; and to contribute to, subsidise or otherwise 'assist or take part in the construction, improvement, maintenance, working, management carrying out or control thereof; and to pull down, rebuild and repair any of the same."

14. The Transferee Company is currently engaged in four business segments i.e. Textiles, grey Iron Casting, Real Estate and IT infrastructure Services. Its businesses *inter-alia* includes manufacturing and/or dealing in cotton yarn, threads and various other cotton textile and clothing related materials; manufacturing and supply of grey iron casting in automotive segments, real estate development, provision of services in IT infrastructure management encompassing system administration, storage management, backup recovery, disaster management, database etc.

15. Details of Directors of the Transferee Company as on 31st March, 2018 are as under:

S. No	Name of Directors	Designation	Address
1.	Dr. Vinay Bharat Ram	Chairman & Managing Director	B-69, Paschimi Marg, Vasant Vihar, New Delhi - 110057
2.	Mr. Lakshman Lakshminarayan	Independent Director	Sharanalya, G-B, No. 11, Prithvi Avenue, 2nd Street, Chennai-600018
3.	Dr. Raghupati Singhania	Independent Director	40, Friends Colony, East, New Delhi - 110065
4.	Mr. Chandra Mohan	Independent Director	House No. 202, Sector 36-A, Chandigarh - 160036
5.	Mr. Ravi Vira Gupta	Independent Director	9, Anand Lok, August Kranti Marg, New Delhi-110049
6.	Mr. Bipin Maira	Independent Director	S-113, Greater Kailash, Part-II, New Delhi - 110048
7.	Mr. Jitendra Tuli	Non-Executive Director	N-192, GK-I, New Delhi -110048
8.	Prof. Sudhir Kumar Jain	Independent Director	43 Vikramshila Appartments, I.I.T Delhi, Haus Khas, New Delhi-110016
9.	Dr. Meenakshi Nayar	Independent Director	E-458, Greater Kailash 2, New Delhi - 110048
10.	Mr. Narendra Pal Chawla	Nominee Director	Q No. 4E, 5, Staff Quarters, Parameswara Apartments, Anandnagar, Khairatabad, Hyderabad - 500004
11.	Mr. Sushil Kapoor	Executive Director (Engineering Business)	Flat No. 205, Block-18, Heritage City Mehrauli, Gurgaon Road, Gurgaon-122002, Haryana
12.	Mr. Dinesh Dhiman	Executive Director (Engineering Operation)	House No 04-SF, Palam Grove Ansal API, Sector -115, Kharar Landran Road, Mohali -160062, Punjab

16. Details of Promoters of the Transferee Company as on 31st March, 2018 are as under:

S. No.	Name of Promoters	Address
1	Crescita Enterprises Private Limited	1069, First Floor, Plaza-I, Central Square Complex, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi – 110006
2	Dr. Vinay Bharat Ram*	B-69, Paschimi Marg, Vasant Vihar, New Delhi - 110057
3	Mr. Sumant Bharat Ram	B-69, Paschimi Marg, Vasant Vihar, New Delhi - 110057
4	Late Mrs. Panna Bharat Ram*	B-69, Paschimi Marg, Vasant Vihar, New Delhi - 110057
4	Mr. Rahil Bharat Ram	B-69, Paschimi Marg, Vasant Vihar, New Delhi - 110057
5	Mr. Yuv Bharat Ram	B-69, Paschimi Marg, Vasant Vihar, New Delhi - 110057

* 7,912 equity shares of late Mrs. Panna Bharat Ram have been transmitted in the name of Dr. Vinay Bharat Ram on April 28, 2018, therefore as on date Dr. Vinay Bharat Ram holds 14,437 equity shares of Transferee Company. Due to same, no shares of Transferee Company are now registered in the name of late Mrs. Panna Bharat Ram and therefore her name no more forms part of Promoters & Promoter Group of the Transferee Company.

17. Relationship between parties, Rationale and Salient Features of the Scheme:

a) Relationship between the Companies:

Dr. Vinay Bharat Ram, Director of Transferor Company is Chairman & Managing Director of Transferee Company as well. Mr. Sumant Bharat Ram, Director of the Transferor Company is Chief Executive & Financial Officer of Transferee Company as well. Both Dr. Vinay Bharat Ram and Mr. Sumant Bharat are promoters of and hold equity shares in Transferor Company and Transferee Company respectively. Transferor Company holds 90,30,495 equity shares aggregating to 48.35% of the total equity share capital of Transferee Company.

b) Rationale of the Scheme:

The proposed amalgamation of the Transferor Company with the Transferee Company pursuant to this Scheme shall be in the interest of the Transferor Company and the Transferee Company and all their concerned stakeholders including Shareholders, creditors, employees, and general public in the following ways:

a) the amalgamation would lead to simplification of the shareholding structure and reduction of shareholding tiers and also provides transparency to the Promoters' direct engagement with the Transferee Company. The amalgamation of the Transferor Company into the Transferee Company is being undertaken to, *inter-alia,* simplify the shareholding structure and reduce shareholding tiers, optimize administrative costs, demonstrate the promoter group's direct commitment to and engagement with the Transferee Company and to hold equity shares directly in the Transferee Company.

b) there would be no changes in the aggregate promoters' shareholding in the Transferee Company. All the costs and changes arising out of this Scheme shall be borne by the Promoters.

c) **Salient Features of the Scheme:**

The salient features of the Scheme are as follows:

1. Definitions

1.2 "Appointed Date" means the 31st day of March, 2017, or such other date as may be fixed by the Tribunal or any other appropriate authority.

1.3 "Board of Directors" or "Board" in relation to the Transferor Company and/or the Transferee Company, as the case may be, shall mean their respective Board of Directors, and unless it is repugnant to the context or otherwise, shall include committee of directors or any person authorized by the Board of Directors or such committee of directors.

1.5 "Effective Date" means the later of the dates on which certified copy of the order of the Tribunal sanctioning this Scheme is filed with the Registrar of Companies, NCT of Delhi and Haryana by the Transferor Company and the Transferee Company, as required under the provisions of the Act. Any references in the Scheme to "upon the Scheme becoming effective" or "effectiveness of the Scheme" or "Scheme coming into effect" shall mean the "Effective Date".

1.7 "NCLT" or "Tribunal" means the National Company Law Tribunal, New Delhi Bench at New Delhi or any other Bench of the NCLT having jurisdiction in relation to the Transferor Company and the Transferee Company.

1.9 "Record Date" means the date to be fixed by the Board of Directors of the Transferee Company for the purposes of issue of shares by the Transferee Company to the shareholders of the Transferor Company pursuant to amalgamation of the Transferor Company with the Transferee Company (in accordance with Clause 8 of the Scheme).

1.13 "Stock Exchanges" means each of the BSE and the NSE.

1.14 "Transferee Company" or "DCM" means DCM Limited, a company incorporated under the Companies Act, 1956 and having its registered office at Vikrant Tower, 4, Rajendra Place, New Delhi - 110008.

1.15 "Transferor Company" or "CEPL" means Crescita Enterprises Private Limited, a company incorporated under the Companies Act, 2013 as mentioned in the preamble of the Scheme under Clause A(1) above, and shall include but not limited to the following:

a) All the assets and properties (whether moveable or immovable, tangible or intangible, real or personal, corporeal or incorporeal, present, future or contingent, in possession or reversion) of the Transferor Company, including without limitation, all the properties, plant and machinery, equipment, office, capital work-in-progress, furniture, fixtures, office equipment, deposits, stocks, freehold land, buildings, structures, interiors, assets, cash balances with banks, loans, advances, contingent rights or benefits, receivables, advances or deposits paid by the Transferor Company, financial assets, leases (including lease rights), rights and benefits of all agreements, contracts and arrangements, memorandum of understanding, expressions of interest whether under agreement

or otherwise, tenancies or licenses in relation to the offices and all other interests in connection with or relating to the Transferor Company, investments (including but not limited to equity shares held by the Transferor Company in the Transferee Company), computers, office equipment, books, papers, files, stationery, product specifications, vehicles, incentives, fixed and other assets, if any, tax reliefs under the Income Tax Act, 1961 such as credit for advance tax, taxes deducted at source, benefits available under service tax, excise, any other benefits/ incentives/ exemptions given under any policy announced/ issued or promulgated by a Governmental Authority, rights to use and avail of telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties, or other interest held in trust, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights including sales tax deferrals, title, interests, other benefits (including tax benefits), easements, privileges, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in the control of or vested in or granted in favor of or enjoyed by the Transferor Company or in connection with or relating to the Transferor Company and all other interests of whatsoever nature belonging to or in the ownership, power, possession or the control of or vested in or granted in favor of or held for the benefit of or enjoyed by the Transferor Company;

b) All debts, if any, including secured and unsecured liabilities, duties and obligations of the Transferor Company of every kind, nature and description whatsoever and howsoever, borrowings, bills payable, interest accrued and all other debts, duties, undertakings, contractual obligations;

c) All employees, whether permanent or temporary, if any, engaged in or in relation to the Transferor Company as on the Effective Date;

d) All agreements, rights, contracts, entitlements, municipal permissions, approvals, pre-qualifications relating to the business of the Transferor Company, approvals, authorizations, consents, engagements, arrangements, authorities, allotments, powers and all other approvals of every kind, nature and description whatsoever relating to the business activities and operations of the Transferor Company;

e) All records, files, papers, computer programs, software, manuals, data, catalogues, lists, customer prototypes and other details of present and former customers and suppliers, customer credit information, customer and supplier pricing information and all other records and documents relating to the business activities and operations of the Transferor Company;

f) All legal (whether civil or criminal), taxation or other proceedings or investigations of whatsoever nature, if any, (including those before any Governmental Authority) that pertain to the Transferor Company, initiated by or against the Transferor Company or proceedings or investigations to which the Transferor Company is a party, whether pending as on Appointed Date or which may be instituted at any time in the future;

g) Without prejudice to the generality of the preceding Clauses, the Undertaking of the Transferor Company shall further include all assets including claims or obligations, certifications/ permissions of whatsoever nature directly or indirectly pertaining to the business of export of the past, present or future products, and technical know-how agreement, if any, or otherwise with any person/ institution/ company or any association anywhere in the world, enactments, lease-hold rights and, systems of any kind whatsoever, rights and benefits of all agreements and other interests including rights and benefits under various schemes of different taxation and other laws which may belong to or be available to the Transferor Company, rights and powers of every kind, nature and description of whatsoever probabilities, liberties and approval of, whatsoever nature and wherever situated.

7. TRANSFER AND VESTING

7.1 Upon the coming into effect of the Scheme and with effect from the Appointed Date, the entire business and whole of the Undertaking of the Transferor Company, comprising all assets and liabilities of whatsoever nature and wheresoever situated, shall, under the provisions of Section 230 read with Section 232 and all other applicable provisions, if any, of the Act, including any statutory re-enactments thereof, without any further act or deed, be transferred to and vested in and/ or be deemed to be transferred to and vested in the Transferee Company as a going concern so as to become as and from the Appointed Date the assets and liabilities of the Transferee Company and to vest in the Transferee Company all the rights, title, interest or obligations of the Undertaking therein. As regards transfer of specified movable assets, Clauses 7.2.1 and 7.2.2 below provide for the physical mode of effecting transfer.

7.2 Without prejudice to sub-clause 7.1 above, upon the coming into effect of the Scheme and with effect from the Appointed Date, the transfer and vesting shall be effected as follows:

7.2.1 Any and all movable assets including cash in hand or incorporeal property, if any, of the Undertaking of the Transferor Company, capable of passing by manual delivery or by endorsement and delivery, shall be so delivered or endorsed and delivered, by actual or constructive delivery, as the case may be, to Transferee Company without any further act, instrument or deed, and shall upon such transfer become the property and an integral part of the Transferee Company.

7.2.2 In respect of movables other than those specified in Clause 7.2.1 above, including sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances, deposits and balances, if any, with Government, Semi-Government, local and other authorities and bodies, customers and other persons, it shall not be necessary to obtain the consent of any third party or other person in order to give effect to the provisions of this Scheme, and such transfer shall be automatically effected on and from the Appointed Date without any notice or other intimation to the debtors (although the Transferee Company may, if so deems appropriate, give notice to the third party that the debts, outstanding and receivables do stand transferred to and vested in the Transferee Company), and the debtors shall be obliged to make payments to the Transferee Company on and after the Effective Date.

7.2.3 Any and all immovable properties, if any, owned or held by the Transferor Company, and any documents of title, rights and easements, if any, held by the Transferor Company thereto shall without any further act, instrument or deed be transferred to and/or vested in and/or be deemed to have been transferred to and vested in the Transferee Company and shall belong to the Transferee Company. It is hereby clarified that all the rights, title and interest of the Transferor Company in any leasehold properties shall, without any further act, instrument or deed, be vested in or be deemed to have been vested in the Transferee Company.

7.2.4 Any statutory licences, recognitions, certificates, entitlements, permissions, approvals or consents to carry on the operations of the Transferor Companies shall stand vested in or transferred to the Transferee Company without any further act or deed and shall be appropriately transferred by the Government Authorities concerned in favour of the Transferee Company upon the vesting and transfer of the Undertaking of the Transferor Company pursuant to this Scheme. The benefit of all statutory and regulatory permissions, licences, approvals and consents, service tax registrations, and consents shall vest in and become available to the Transferee Company pursuant to this Scheme. In so far as the various incentives, subsidies, refunds, grants, rehabilitation schemes, special status and other benefits or privileges enjoyed or granted by any Governmental Authority or by any other person, or availed of by the Transferor Company, as the case may be, are concerned, the same shall vest with and be available to the Transferee Company on the same terms and conditions.

7.2.5 Any and all debts, liabilities, contingent liabilities, duties and obligations of every kind, nature and description of the Transferor Company shall also, without any further act or deed, be transferred to or be deemed to be transferred to Transferee Company so as to become the debts, liabilities, contingent liabilities, duties and obligations of Transferee Company and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen, in order to give effect to the provisions of this sub-clause.

7.2.6 Any and all bank accounts of the Transferor Company shall be transferred to and continued to be operated as the bank accounts of the Transferee Company and till such time the names of the bank accounts of the Transferor Company are replaced with that of the Transferee Company, the Transferee Company shall be entitled to give instructions and operate the bank accounts of the Transferor Company in the name of the Transferor Company, in so far as may be necessary.

7.3 The transfer and vesting of the Undertaking as aforesaid shall be subject to the existing securities, hypothecation, charges and mortgages, if any, subsisting over or in respect of the property and assets or any part thereof of the Transferor Company. Provided however that the securities, charges and mortgages (if any subsisting) over and in respect of the assets or any part thereof of the Transferee Company shall continue with respect to such assets or part thereof and this Scheme shall not operate to enlarge such securities, charges or mortgages to the end and intent that such securities, charges and mortgages shall not extend or be deemed to extend, to any of the assets of the Transferor Company vested in the Transferee Company, unless otherwise agreed to by the Transferee Company.

Notwithstanding the above, the pledge on the shares of the Transferee Company held by the Transferor Company as on the Effective Date (such pledge hereinafter referred to as the 'old pledge'), if any, shall stand terminated upon the Scheme becoming effective and that a new pledge (on the same terms and conditions as that of the old pledge) shall be created for the same number

of shares of the Transferee Company (i.e., the number of shares of the Transferee Company as would be under pledge by the Transferor Company on the effective date of the Scheme) out of the Shares issued and allotted as per Clause 8 of this Scheme to the shareholders of Crescita.

7.4 Loans or other obligations, if any, due between or amongst the Transferor and the Transferee Company shall stand discharged and there shall be no liability/ obligation in that behalf with effect from the Appointed Date.

7.5 Where any of the liabilities and obligations of the Transferor Company as on the Appointed Date, deemed to be transferred to the Transferee Company, have been discharged by the Transferor Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Transferee Company and all loans raised and used and all liabilities and obligations incurred by the Transferor Company for the operation of the Transferor Company after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used or incurred for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date, shall also without any further act or deed, be and shall stand transferred to the Transferee Company and shall become its liabilities and obligations from such date.

7.6 With effect from the Appointed Date, all inter-party transactions, if any, between the Transferor Company and the Transferee Company shall be considered as intra party transactions for all purposes. To the extent that there are advances, loans, deposits, balances as between the Transferor Company and the Transferee Company, the obligations in respect of the same shall come to an end and there shall be no liability in that behalf on either parties and corresponding effect shall be given in the books of accounts and records of the Transferee Company.

7.7 With effect from the Effective Date, the borrowing limits of Transferee Company in terms of Section 180(1)(c) of the Act shall be deemed without any further act or deed to have been enhanced by the aggregate liabilities of the Transferor Company which are being transferred to Transferee Company pursuant to the Scheme, such limits being incremental to the existing limits of Transferee Company, with effect from the Effective Date.

7.8 For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that in accordance with the provisions of relevant laws, consents, permissions, licenses, registrations, certificates, authorities, powers of attorneys given by, issued to or executed in favour of the Transferor Company, and the rights and benefits under the same and all other interests of the Transferor Company, be without any further act or deed, be transferred to and vested in the Transferee Company.

7.9 For the avoidance of doubt, it is clarified that all rights and benefits of the Transferor Company under its approvals, titles, consents, permissions, licenses, registrations, certificates, authorities, powers of attorneys etc. and all certifications and approvals, trademarks, licenses, patents and domain names, copyrights and other intellectual property and all other interests shall remain preserved and in full force and effect without any further act, instrument or deed and shall not be adversely affected in any manner on account of this Scheme or any consequential steps.

8. ISSUE OF SHARES

8.1 Upon the requisite sanction and orders of the NCLT approving the Scheme, the Board of Directors of the Transferee Company shall fix the Record Date in accordance with Clause 1.9.

8.2 Upon the Scheme coming into effect and in consideration of the amalgamation of the Transferor Company into the Transferee Company pursuant to this Scheme, the Transferee Company shall, without any further act or deed and without any further consideration (cash or non-cash), issue and allot equity shares of Rs. 10/- each, as fully paid-up (hereinafter referred to as the "New Equity Shares"), at par to each shareholder of the Transferor Company whose name is recorded in the register of shareholders of the Transferor Company as on the Record Date in the following ratio:

"90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid up Equity Shares of the face value of Rs.10 (Rupees Ten) each of DCM against 90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid-up equity shares of Rs. 10 (Ten) each held by Crescita in DCM as on March 31, 2017 shall be issued and allotted to the equity shareholders of Crescita in proportion to their shareholding in Crescita"

"In the event Crescita holds more than 90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid-up equity shares of DCM without incurring any additional liability, such additional number of equity shares of DCM (if any) as may be held by Crescita in DCM in addition to 90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid up equity shares held by Crescita in DCM as on March 31, 2017 shall also be issued and allotted to the equity shareholders of Crescita, in proportion of their holdings in Crescita"

In the event Crescita holds less than 90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid-up equity shares of DCM on the Record Date, such lower number of shares of DCM as would be held by Crescita as on the Record Date shall be issued and allotted to the equity shareholders of Crescita, in proportion of their holdings in Crescita

8.3 The fractional entitlement, if any, to which shareholders of Crescita may become entitled to upon issue of shares of DCM Limited pursuant to clause 8.2 above shall be ignored. However, if the number of New Equity Shares to be allotted by the DCM Limited to the shareholders of Crescita is lower than the total number of equity shares held by Crescita in DCM Limited due to ignoring such fractional share entitlement, then the DCM Limited shall allot such number of additional New Equity Shares to the shareholders of Crescita that the New Equity Shares being allotted are the same as the number of equity shares held by Crescita in DCM Limited prior to the amalgamation. The additional New Equity Shares shall be allotted by the DCM Limited to the shareholders of Crescita in the order of the highest fractional entitlement for each shareholder.

8.4 In case of shareholders of the Transferor Company, who hold shares in the Transferor Company in dematerialised form, New Equity Shares will be credited to the existing depository accounts of the shareholders of the Transferor Company entitled thereto as per records maintained by National Securities Depository Limited and/ or Central Depository Services (India) Limited on the Record Date and made available by the Transferor Company to the Transferee Company.

8.5 All those shareholders who hold shares of the Transferor Company in physical form, shall be issued New Equity Shares in physical or electronic form, at the option of such shareholders to be exercised by them on or before the Record Date, by giving a notice in writing to the Transferee Company; and if such option is not exercised by such shareholders, the Transferee Company may allot shares in dematerialized form to the extent it has the necessary details of the account holder for issue of shares in dematerialized form and in respect of other members, issue share certificates in physical form. In respect of those members exercising the option to receive the shares in dematerialized form, such members shall have opened and maintained an account with a depository participant, and shall provide such other confirmation, information and details as may be required.

8.6 The issue and allotment of New Equity Shares as provided in this Scheme is an integral part hereof.

8.7 The shares or the share certificates of the Transferor Company in relation to the shares held by its shareholders shall, without any further application, act, instrument, deed, be deemed to have been automatically cancelled and be of no effect on and from the Effective Date.

8.8 The New Equity Shares to be issued and allotted in terms hereof will be subject to the Memorandum and Articles of Association of the Transferee Company and shall in all respects, rank paripassu with the existing equity shares of the Transferee Company.

8.9 Issuance of new shares by the Transferee Company shall be made in compliance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI circular.

8.10 New Shares allotted by the Transferee Company pursuant to the Scheme shall remain frozen in the depositories system till listing/ trading permission is given by the NSE and BSE and shall be listed and admitted to trading on the relevant stock exchange(s) in India, where the existing equity shares of the Transferee Company are listed and admitted to trading.

8.11 The New Shares to be issued by the Transferee Company in respect of any Equity Shares of the Transferor Company which are held in abeyance under the provisions of Section 126 of the Companies Act, 2013 or otherwise, shall also be kept in abeyance.

8.12 Provision for dividend to be made by the Transferee Company

Until the Effective Date, Crescita may utilize its income / available funds (including but not limited to the dividend income, if any, received by it), amongst others, for acquisition of equity shares of DCM, either by way of purchases on floor of Stock Exchanges subject or otherwise subject to compliance with SEBI (Substantial Acquisition of Shares and Takeover) Regulation 1997.

Further, the shareholder of Crescita shall, save as expressly provided otherwise in the Scheme, continue to enjoy their existing rights under the Articles of Association of Crescita including the right to receive dividends.

It is clarified that the aforesaid provisions in respect of acquisition of equity shares of DCM, including by way of purchases on floor of Stock Exchanges are enabling provisions only and shall be entirely at the discretion of the Board of Directors of Crescita.

It is clarified that upon amalgamation of Crescita with DCM in terms of this Scheme, DCM will issue and allot such additional number of equity shares of DCM to the equity shareholders of Crescita as on the Record Date, in lieu of the additional equity shares of DCM (if any) acquired by Crescita as per this Clause. Further, such additional equity shares of DCM (if any) acquired

by Crescita in accordance with this Clause shall also stand cancelled upon amalgamation of Crescita with DCM and issuance of New Equity Shares by DCM to the equity shareholders of Crescita, shall be in accordance with Clause 8.2 of the Scheme.

10. ACCOUNTING TREATMENT

Accounting for Amalgamation

On Scheme becoming effective, the Transferee Company shall account for amalgamation of the Transferor Company with the Transferee Company in its books of account with effect from the Appointed Date as under:

10.1.1 The Transferee Company shall follow the accounting treatment for amalgamation, in accordance with 'Pooling of interest method', as prescribed in Indian Accounting Standard 103 issued by The Institute of Chartered Accountants of India ("Ind AS 103"), specified under Section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014.

10.1.2 The Transferee Company shall record the assets and liabilities of the Transferor Company, including reserves/securities premium and profit and loss of the Transferor Company vested in it pursuant to this Scheme, at their respective book values as appearing in the books of the Transferor Company on the Appointed Date.

10.1.3 Inter-se investments amongst Crescita and DCM Limited, if any, shall stand cancelled upon the Scheme becoming effective.

10.1.4 The Transferee Company shall credit, the aggregate face value of the equity shares issued by it to the members of the Transferor Company pursuant to Clause 8 of this Scheme to the Share Capital Account.

10.1.5 The difference, if any, between the amount recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the Transferor Company, after considering Para 10.1.3 above, shall be transferred to capital reserve.

10.1.6 In case of any difference in the accounting policy between the Transferor Company and the Transferee Company, the impact of the same till the Appointed date will be quantified and adjusted in the Surplus in the Statement of Profit and Loss appearing in the Balance Sheet of the Transferee Company to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.

15. DISSOLUTION OF THE TRANSFEROR COMPANY

Upon this Scheme coming into effect, the Transferor Company shall, without any further act or deed, stand dissolved without being wound up.

THE FEATURES SET OUT ABOVE BEING ONLY THE SALIENT FEATURES OF THE SCHEME OF AMALGAMATION, THE EQUITY SHAREHOLDERS OF DCM LIMITED ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME OF AMALGAMATION TO GET THEMSELVES FULLY ACQUAINTED WITH THE PROVISIONS THEREOF.

18. Board Meeting, Valuation Report and Fairness Opinion:

a) The Proposed Scheme was placed before the Board of Directors of the Transferee Company on March 31, 2017 wherein the Share Entitlement report issued by M/s Chhajed & Chhajed Co., Chartered Accountants, and Fairness Opinion on the said Share Entitlement Ratio issued by D&A Financial Services Pvt. Ltd. were also placed before the Board.

b) In accordance with the provisions of SEBI Circular, the Audit Committee of the Transferee Company ("Audit Committee") *vide* a resolution passed on March 31, 2017, recommended the Scheme to the Board of Directors of the Transferee Company *inter-alia* taking into account;

i. The Share Entitlement report issued by M/s Chhajed & Chhajed Co., Chartered Accountants, dated March 29, 2017 for issue of shares pursuant to the Scheme;

ii. The Fairness Opinion issued by D&A Financial Services Pvt. Ltd. dated March 31, 2017 on the fairness of the report on Share Entitlement Ratio.

The Share Entitlement report dated March 29, 2017 issued by M/s Chhajed & Chhajed Co., Chartered Accountants and Fairness Opinion dated March 31, 2017 issued by D&A Financial Services Pvt. Ltd. are enclosed as **Annexure B** and **Annexure C**, respectively, to this Notice.

19. Submissions, Approvals and Other Information:

a) Pursuant to the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with other applicable notifications and circulars issued by the Securities and Exchange Board of India ("SEBI Circular") read with Regulation 37 of SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015, the Transferee Company has filed necessary application before the stock exchanges viz., BSE Limited and National Stock Exchange of India Limited on June 15, 2017 and June 17, 2017 respectively, seeking their no-objection to the Scheme. The Company has received observation letter(s) from BSE Limited dated September 22, 2017 and National Stock Exchange of India Limited dated September 25, 2017. Copy of the Observation Letters are enclosed as **Annexure D & Annexure E**, to this Notice.

b) As required by the SEBI Circular, the Transferee Company has filed the Complaints Report(s) with BSE Limited on August 3, 2017 and National Stock Exchange of India Limited on August 11, 2017. These reports indicate that the Demerged Company received nil complaints. A copy of the aforementioned Complaints Report(s) is enclosed as **Annexure F** to this notice.

c) The Transferee Company and the Transferor Company have made a joint application before the National Company Law Tribunal, Principal Bench, New Delhi, for the sanction of the Scheme under sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

20. Directors, Promoters and Key Managerial Personnel (KMP):

a) Dr. Vinay Bharat Ram, Chairman & Managing Director of the Transferee Company and Mr. Sumant Bharat Ram, Chief Executive & Financial Officer of the Transferee Company, being whole-time Key Managerial Personal of the Transferee Company are interested in the Transferor Company as directors and have 100% shareholding interest in Transferor Company. The Transferor Company directorly holds 48.35% of paid-up share capital of Transferee Company. The said whole-time Key Managerial Personal are promoter of the Transferee Company and hold 48.54% of paid-up share capital of Transferee Company through themselves, their relatives and Transferor Company. Mr. Hemant Bharat Ram, President (Textiles) is whole-time Key Managerial Personal of the Transferee Company and being relatives of aforesaid Key Managerial Personal is also deemed to be interested in the Scheme.

b) Except as stated above, no other Director, Key Managerial Personal and their relatives, of Transferee Company and Transferor Company are interested for concerened, financially or otherwise in the Scheme.

c) The details of the present directors and KMPs of the Transferee Company and the Transferor Company and their respective shareholdings in the Transferee Company and the Transferor Company are as follows:

Extent of shareholding of directors and KMPs of DCM Limited ('Transferee Company') and their respective shareholding in the Transferee Company and the Transferor Company as on 31st March, 2018 are as follows:

S. No.	Name of Directors	Designation	Address	Equity Shares in Transferee Company	Equity Shares in Transferor Company
1	Dr. Vinay Bharat Ram	Chairman & Managing Director	B-69, Paschimi Marg, Vasant Vihar, New Delhi - 110057	6,525*	4,999
2	Mr. Lakshman Lakshminarayan	Independent Director	Sharanalya, G-B, No. 11, Prithvi Avenue, 2nd Street, Chennai-600018	NIL	NIL
3	Dr. Raghupati Singhania	Independent Director	40, Friends Colony, East, New Delhi - 110065	NIL	NIL
4	Mr. Chandra Mohan	Independent Director	House No.202, Sector 36-A, Chandigarh - 160036	NIL	NIL
5	Mr. Ravi Vira Gupta	Independent Director	9, Anand Lok, August Kranti Marg, New Delhi-110049	NIL	NIL
6	Mr. Bipin Maira	Independent Director	S-113, Greater Kailash Part-II, New Delhi -110048	NIL	NIL
7	Mr. Jitendra Tuli	Non-Executive Director	N-192, GK-I, New Delhi -110048	NIL	NIL
8	Prof. Sudhir Kumar Jain	Independent Director	43 Vikramshila Appartments, I.I.T Delhi, Haus Khas, New Delhi-110016	NIL	NIL
9	Dr. Meenakshi Nayar	Independent Director	E-458, Greater Kailash 2, New Delhi - 110048	100	NIL

S. No.	Name of Directors	Designation	Address	Equity Shares in Transferee Company	Equity Shares in Transferor Company
10	Mr. Narendra Pal Chawla	Nominee Director	Q No. 4E, 5, Staff Quarters, Parameswara Apartments, Anandnagar, Khairatabad, Hyderabad - 500004	NIL	NIL
11	Mr. Sushil Kapoor	Executive Director (Engineering Business)	Flat No. 205, Block-18, Heritage City Mehrauli, Gurgaon Road, Gurgaon-122002, Haryana	NIL	NIL
12	Mr. Dinesh Dhiman	Executive Director (Engineering Operation)	House No 04-SF, Palam Grove Ansal API, Sector -115, Kharar Landran Road, Mohali - 160062, Punjab	NIL	NIL

* 7,912 equity shares of late Mrs. Panna Bharat Ram have been transmitted in the name of Dr. Vinay Bharat Ram on April 28, 2018, therefore as on date Dr. Vinay Bharat Ram holds 14,437 equity shares of Transferee Company.

S. No.	Name of the KMP's	Designation	Equity Shares in Transferee Company	Equity Shares in Transferor Company
1	Dr. Vinay Bharat Ram	Chairman & Managing Director	6,525*	4,999
2	Mr. Sumant Bharat Ram	Chief Executive & Financial Officer	12,000	1
3	Mr. Hemant Bharat Ram	President (Textiles)	NIL	NIL
4	Mr. Rakesh Goel	CEO, Textile Division	NIL	NIL
5	Mr. Varun Sarin	Chief of Operations & Finance, IT Division	NIL	NIL
6	Mr. Sushil Kapoor	Executive Director (Engineering Business)	NIL	NIL
7	Mr. Dinesh Dhiman	Executive Director (Engineering Operation)	NIL	NIL
8	Mr. Yadvinder Goyal	Company Secretary	NIL	NIL

* 7,912 equity shares of late Mrs. Panna Bharat Ram have been transmitted in the name of Dr. Vinay Bharat Ram on April 28, 2018, therefore as on date Dr. Vinay Bharat Ram holds 14,437 equity shares of Transferee Company.

Extent of shareholding of directors and KMPs of Crescita Enterprises Private Limited ('Transferor Company') and their respective shareholding in the Transferee Company and the Transferor Company as on 31st March, 2018 are as follows:

S. No.	Name of Directors	Address	Position	Equity Shares Held	
				Transferor Company	Transferee Company
1.	Dr. Vinay Bharat Ram	B-69, Paschimi Marg, Vasant Vihar, New Delhi - 110057	Director	4,999	6,525*
2.	Mr. Sumant Bharat Ram	B-69, Paschimi Marg, Vasant Vihar, New Delhi - 110057	Director	1	12,000
3	Mr. Pawan Kumar Gupta	1786, Naya Bazar, Delhi - 110006	Director	NIL	NIL

* 7,912 equity shares of late Mrs. Panna Bharat Ram have been transmitted in the name of Dr. Vinay Bharat Ram on April 28, 2018, therefore as on date Dr. Vinay Bharat Ram holds 14,437 equity shares of Transferee Company.

Name of the KMP's	Designation	Equity Shares in Transferee Company	Equity Shares in Transferor Company
NIL *At present, Transferor Company is not required to appoint any KMP*			

d) Extent of shareholding of Promoters of the Transferee Company and Transferor Company:

Extent of shareholding of the Promoters of DCM Limited ('Transferee Company') in the Transferee Company and Transferor Company as on 31st March, 2018 are as follows:

S. No.	Name of the Promoters	Address	Equity Shares in Transferee Company	Equity Shares in Transferor Company
1	Crescita Enterprises Private Limited	1069, First Floor, Plaza-I, Central Square Complex, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi –110006	90,30,495	N.A.
2	Dr. Vinay Bharat Ram*	B-69, Paschimi Marg, Vasant Vihar, New Delhi - 110057	6,525*	4,999
3	Mr. Sumant Bharat Ram	B-69, Paschimi Marg, Vasant Vihar, New Delhi - 110057	12,000	1
4	Late Mrs. Panna Bharat Ram*	B-69, Paschimi Marg, Vasant Vihar, New Delhi - 110057	7,912*	NIL
5	Mr. Rahil Bharat Ram	B-69, Paschimi Marg, Vasant Vihar, New Delhi - 110057	4,852	NIL
6	Mr. Yuv Bharat Ram	B-69, Paschimi Marg, Vasant Vihar, New Delhi - 110057	4,800	NIL

*7,912 equity shares of late Mrs. Panna Bharat Ram have been transmitted in the name of Dr. Vinay Bharat Ram on April 28, 2018, therefore as on date Dr. Vinay Bharat Ram holds 14,437 equity shares of Transferee Company. Due to same, no shares of Transferee Company are now registered in the name of late Mrs. Panna Bharat Ram and therefore her name no more forms part of Promoters & Promoter Group of the Transferee Company.

Extent of shareholding of the Promoters of Crescita Enterprises Private Limited ('Transferor Company') in the Transferee Company and Transferor Company as on 31st March, 2018 are as follows:

S. No	Name of Promoters	Address	Equity Shares in Transferee Company	Equity Shares in Transferor Company
1	Dr. Vinay Bharat Ram	B-69, Paschimi Marg, Vasant Vihar, New Delhi - 110057	6,525*	4,999
2	Mr. Sumant Bharat Ram	B-69, Paschimi Marg, Vasant Vihar, New Delhi -110057	12,000	1

* 7,912 equity shares of late Mrs. Panna Bharat Ram have been transmitted in the name of Dr. Vinay Bharat Ram on April 28, 2018, therefore as on date Dr. Vinay Bharat Ram holds 14,437 equity shares of Transferee Company.

e) The pre and post Scheme (expected) shareholding pattern of the Transferee Company is as under:

S. No.	Description	Pre Scheme shareholding pattern (As on March 31, 2018)		Post Scheme shareholding pattern	
		Number of Shares Held	% of Share Capital	Number of Shares Held	% of Share Capital
(A)	**PROMOTER**				
1	**Indian**				
(a)	Individuals / Hindu Undivided Family	36,089	0.19	90,66,584	48.54
(b)	Central Government/ State Government(s)	-	-	-	-
(c)	Financial Institutions/ Banks	-	-	-	-
(d)	(Any Other) - Bodies Corporate	90,30,495	48.35	-	-
	Sub-Total A(1):	**90,66,584**	**48.54**	**90,66,584**	**48.54**
2	**Foreign**				
(a)	Individuals (NRI/ Foreign Individuals)	-	-	-	-
(b)	Government	-	-	-	-
(c)	Institutions	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-
(e)	(Any Other) - Bodies Corporate	-	-	-	-
	Sub-Total A(2) :	-	-	-	-
	Total A=A(1)+A(2)	**90,66,584**	**48.54**	**90,66,584**	**48.54**
(B)					
B 1	**Institutions**				
(a)	Mutual Funds / UTI	71,854	0.38	71,854	0.38
(b)	Venture Capital Funds	-	-	-	-
(c)	Alternate Investment Funds	-	-	-	-
(d)	Foreign Venture Capital Investors	-	-	-	-
(e)	Foreign Portfolio Investors	-	-	-	-
(f)	Financial Institutions / Banks	20,870	0.11	20,870	0.11
(g)	Insurance Companies	11,48,512	6.15	11,48,512	6.15
(h)	Provident Funds/ Pension Funds	-	-	-	-
(i)	Any other	-	-	-	-
	Sub-Total B(1) :	**12,41,236**	**6.64**	**12,41,236**	**6.64**
B2	**Central/State Govt(s)/ President of India**	2,964	0.02	2,964	0.02
	Sub-Total B(2):	**2,964**	**0.02**	2,964	**0.02**
B3	**Non-Institutions**				
(a)	Individual shareholders holding shares upto nominal value of Rs. 2 Lakhs	41,83,321	22.40	41,83,321	22.40

S. No.	Description	Pre Scheme shareholding pattern (As on March 31, 2018)		Post Scheme shareholding pattern	
		Number of Shares Held	% of Share Capital	Number of Shares Held	% of Share Capital
(b)	Individual shareholders holding shares in excess of nominal value of Rs. 2 Lakhs	20,74,316	11.11	20,74,316	11.11
(c)	NBFCs registered with RBI	-	-	-	-
(d)	Employee Trusts	-	-	-	-
(e)	Overseas Depositories(holding DRs)	-	-	-	-
(f)	Any Other				
	-Bodies Corporate (Domestic)	13,83,590	7.41	13,83,590	7.41
	-Non Resident Indians*	7,23,393	3.87	7,23,393	3.87
	-Trust	2,345	0.01	2,345	0.01
	Sub-Total B(3):	**83,66,965**	**44.80**	**83,66,965**	**44.80**
	Total B=B(1)+B(2)+ B(3):	**96,11,165**	**51.46**	**96,11,165**	**51.46**
Total (A+B):		**1,86,77,749**	**100.00**	**1,86,77,749**	**100.00**

* Non Resident Shareholders include 71 shareholders (consisting of 70 demat and 1 physical folio) holding 44,278 equity Shares of Rs. 10/- each which are in custody of the Custodian of Enemy Property for India.

f) The pre and post Scheme (expected) shareholding pattern of the Transferor Company is as under:

S. No.	Description	Pre Scheme shareholding pattern (As on March 31, 2018)		Post Scheme shareholding pattern *(Not applicable since Transferor Company cease to exist post amalgamation)*	
		Number of Shares Held	% of Share Capital	Number of Shares Held	% of Share Capital
(A)	**PROMOTER**				
1	**Indian**				
(a)	Individuals / Hindu Undivided Family	5,000	100.00	-	-
(b)	Central Government/ State Government(s)	-	-	-	-
(c)	Financial Institutions/ Banks	-	-	-	-
(d)	(Any Other) - Bodies Corporate	-	-	-	-
	Sub-Total A(1):	**5,000**	**100.00**	-	-
2	**Foreign**				
(a)	Individuals (NRI/ Foreign Individuals)	-	-	-	-
(b)	Government	-	-	-	-
(c)	Institutions	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-
(e)	(Any Other) - Bodies Corporate	-	-	-	-
	Sub-Total A(2) :	-	-	-	-
	Total A=A(1)+A(2)	-	-	-	-

S. No.	Description	Pre Scheme shareholding pattern (As on March 31, 2018)		Post Scheme shareholding pattern *(Not applicable since Transferor Company cease to exist post amalgamation)*	
		Number of Shares Held	% of Share Capital	Number of Shares Held	% of Share Capital
(B)					
B 1	**Institutions**				
(a)	Mutual Funds / UTI	-	-	-	-
(b)	Venture Capital Funds	-	-	-	-
(c)	Alternate Investment Funds	-	-	-	-
(d)	Foreign Venture Capital Investors	-	-	-	-
(e)	Foreign Portfolio Investors	-	-	-	-
(f)	Financial Institutions / Banks	-	-	-	-
(g)	Insurance Companies	-	-	-	-
(h)	Provident Funds/ Pension Funds	-	-	-	-
(i)	Any other	-	-	-	-
	Sub-Total B(1) :	-	-	-	-
B2	**Central/State Govt(s)/ President of India**	-	-	-	-
	Sub-Total B(2):	-	-	-	-
B3	**Non-Institutions**				
(a)	Individual shareholders holding shares upto nominal value of Rs. 2 Lakhs	-	-	-	-
(b)	Individual shareholders holding shares in excess of nominal value of Rs. 2 Lakhs	-	-	-	-
(c)	NBFCs registered with RBI	-	-	-	-
(d)	Employee Trusts	-	-	-	-
(e)	Overseas Depositories(holding DRs)	-	-	-	-
(f)	Any Other	-	-		
	-Bodies Corporate (Domestic)	-	-	-	-
	-Non Resident Indians	-	-	-	-
	-Trust	-	-	-	-
	Sub-Total B(3):	-	-	-	-
	Total B=B(1)+B(2)+ B(3):	-	-	-	-
Total (A+B):		**5,000**	**100.00**	-	-

g) Capital Structure of the Transferee Company and Transferor Company – Pre and Post Scheme (expected):

a) Pre and Post Scheme capital structure of the Transferee Company is follows:

Description	Pre-Scheme as on March 31, 2018		Post-Scheme	
	No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.
Authorized Share Capital				
Equity Shares of Rs.10/- each	8,39,99,000	83,99,90,000	8,39,99,000	83,99,90,000
13.50% Redeemable Cumulative preference shares of Rs. 100 each	100	10,000	100	10,000
9.5% 6th Cumulative redeemable preference shares of Rs. 25 each	3,20,000	80,00,000	3,20,000	80,00,000
Preference shares of Rs.25 each	36,80,000	9,20,00,000	36,80,000	9,20,00,000
Cumulative convertible preference shares of Rs. 100 each	10,00,000	10,00,00,000	10,00,000	10,00,00,000
Total Authorised Share Capital		**1,04,00,00,000**		**1,04,00,00,000**
Issued, Subscribed and Paid up Share Capital:				
Paid Up Share Capital: Fully Paid Equity Shares of Rs.10/- each Less: Calls in arrears by others	1,86,77,749	18,67,77,490 (31,175)	1,86,77,749	18,67,77,490 (31,175)
Total paid up share capital		**18,67,46,315**		**18,67,46,315**

b) Pre and Post Scheme capital structure of the Transferor Company is follows:

Description	Pre-Scheme as on March 31, 2018		Post-Scheme *(Not applicable since Transferor Company cease to exist post amalgamation)*	
	No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.
Authorized Share Capital				
Equity shares of Rs.10/- each	5,000	50,000	-	-
Total Authorised Share Capital	**5,000**	**50,000**	-	-
Issued, Subscribed and Paid up Share Capital:			-	-
Equity Shares of Rs.10/- each	5,000	50,000	-	-
Total paid up share capital	**5,000**	**50,000**	-	-

21. General:

a) To the knowledge of Transferee Company, there is no petition pending for winding up of the Transferee Company.

b) The proposed Scheme does not affect in any manner nor vary the rights in any manner of the Key Managerial Persons (as defined under the Companies Act, 2013) or directors of the Transferor Company or the Transferee Company. The Scheme also does not propose any compromise or arrangement with the creditors of the Transferor Company or the Transferee Company.

22. As on November 30, 2017, the Transferor Company has no Secured Creditors. However it has 1 (one) Unsecured Creditor amounting INR 2,50,000 (Rupees Two Lacs Fifty Thousand Only) as on November 30, 2017, who has given written consent and approval to the Scheme.

23. The National Company Law Tribunal, Principal Bench at New Delhi by its Order dated March 28, 2018 has dispensed with the requirement of convening the meeting(s) of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Transferor Company.

24. The Scheme is conditional upon and subject to :-

    a) The requisite consent, approval or permission of the Central Government or any other statutory or regulatory authority, including stock exchange(s) and/or Securities and Exchange Board of India, which by law may be necessary for the implementation of this Scheme;

    b) The Scheme being approved by a shareholders' resolution of the Transferee Company passed by way of postal ballot/e-voting in terms of para 9(b) of the SEBI Circular read with SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017; provided that the said resolution shall be acted upon only if the votes cast by the public shareholders of the Transferee Company in favour of the proposal are more than the number of votes cast by the public shareholders against it;

    c) The Scheme being agreed to by the respective requisite majority of members and creditors of the Transferor Company and the Transferee Company, as may be directed by the NCLT;

    d) The Scheme being approved by the NCLT; and

    e) Filing of the certified copies of the order of the NCLT sanctioning the Scheme, by the Transferor Company and the Transferee Company, under the applicable provisions of the Act with the Registrar of Companies, Delhi.

25. Statement disclosing details of Amalgamation as per sub-section 3 of Section 230 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016:

S. No.	Particulars	DCM Limited	Crescita Enterprises Private Limited
i. Details *of the order of the NCLT directing the calling, convening and conducting of the meeting :-*			
A	Date of the order	Order dated March 28, 2018	Order dated March 28, 2018
B	Date, time and venue of the meeting	Saturday, 14th day of July, 2018 at 9:30 A.M at Aiwan - E - Ghalib Auditorium, Mata Sundari Lane, Kotla Road, Maulana Azad Road, Bahadur Shah Zafar Marg, New Delhi - 110 002	Not Applicable
ii. *Details of the Companies including:*			
A	Corporate Identification Number (CIN)	L74899DL1889PLC000004	U74999DL2017PTC314190
B	Permanent Account Number (PAN)	AAACD1012E	AAGCC8765K
C	Name of Company	DCM Limited	Crescita Enterprises Private Limited
D	Date of Incorporation	March 26, 1889	March 9, 2017
E	Type of Company	Public Listed Company	Private Company
F	Registered Office address	Vikrant Tower, 4, Rajendra Place, New Delhi – 110008	1069, First Floor, Plaza-I, Central Square Complex, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi –110006
	E-mail address	investors@dcm.in	crescita2017@gmail.com
G	Summary of relevant key objects as per the memorandum of association; and main business carried on by the Company	As per para 13 of the Explanatory Statement	As per para 7 of the Explanatory Statement

S. No.	Particulars	DCM Limited	Crescita Enterprises Private Limited
H	Details of change of name, registered office and objects of the company during the last five years;	The Transferee Company, DCM Limited was originally incorporated on March 26, 1889 under the name and style of The Delhi Cloth and General Mills Company under the provisions of the Indian Companies Act, 1882. The name of the Transferee Company was changed to "DCM Limited" on October 6, 1983. CIN: L74899DL1889PLC000004. Please refer Para 11 of the Explanatory Statement for further details.	Transferor Company, Crescita Enterprises Private Limited was incorporated on March 9, 2017. Transferor Company has been allotted a CIN: U74999DL2017PTC314190. Please refer Para 5 of the Explanatory Statement for further details.
I	Name of the stock exchange (s) where securities of the company are listed, if applicable;	BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)	Not applicable
J	Details of capital structure – Authorised, Issued, Subscribed and Paid up share capital;	As per Para 12 of the Explanatory Statement.	As per Para 6 of the Explanatory Statement
K	Names of the Directors and Promoters along with their addresses	As per Para 15 & 16 of the Explanatory Statement.	As per Para 9 & 10 of the Explanatory Statement.
iii.	***If the scheme of arrangement relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of compromise or arrangement, including holding, subsidiary or associate companies***	At present, Transferor Company is holding 90,30,495 equity shares aggregating to 48.35% of the paid-up equity share capital of Transferee Company.	
iv.	***The date of board meeting at which the scheme was approved by the board of directors including the name of directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution***	The scheme was approved by the Board of Directors of the Transferee Company at its meeting held on March 31, 2017 and the said meeting was attended by Dr. Vinay Bharat Ram, Mr. Bipin Maira, Mr. Jitendra Tuli, Dr. Meenakshi Nayar, Mr. Ravi Vira Gupta and Prof. Sudhir Kumar Jain, directors of the Company. Leave of absence was sought for & granted to Mr. L Lakshman, Dr. Raghupati Singhania, Mr. Chandra Mohan and Mr. Narendra Pal Chawla, directors of the Company from the above mentioned meeting and they did not attend the said meeting. Further, Mr. Bipin Maira, Mr. Jitendra Tuli, Dr. Meenakshi Nayar, Mr. Ravi Vira Gupta and Prof. Sudhir Kumar Jain, directors voted in favour of the Resolution. Dr. Vinay Bharat Ram, being interested, did not participate.	The scheme was approved by the Board of Directors of the Transferor Company at its meeting held on March 31, 2017 and was attended by Dr. Vinay Bharat Ram, Mr. Sumant Bharat Ram, Mr. Pawan Kumar Gupta, Directors of the Company. All the directors of the Company were present in the meeting and voted in favour of the resolution.

S. No.	Particulars	DCM Limited	Crescita Enterprises Private Limited
v. Explanatory *statement disclosing details of the scheme of compromise or arrangement including:-*			
A	Parties involved in such compromise or arrangement;	Crescita Enterprises Private Limited ('Transferor Company') DCM Limited ('Transferee Company')	
B	Appointed Date	March 31, 2017	
C	Effective Date	"Effective Date" means the later of the dates on which certified copy of the order of the Tribunal sanctioning this Scheme is filed with the Registrar of Companies, NCT of Delhi and Haryana by the Transferor Company and the Transferee Company, as required under the provisions of the Act. Any references in the Scheme to "upon the Scheme becoming effective" or "effectiveness of the Scheme" or "Scheme coming into effect" shall mean the "Effective Date".	
D	Share entitlement ratio (if applicable) and other considerations, if any	Upon the Scheme coming into effect and in consideration of the amalgamation of the Transferor Company into the Transferee Company pursuant to this Scheme, the Transferee Company shall, without any further act or deed and without any further consideration (cash or non-cash), issue and allot equity shares of Rs. 10/- each, as fully paid-up (hereinafter referred to as the "New Equity Shares"), at par to each shareholder of the Transferor Company whose name is recorded in the register of shareholders of the Transferor Company as on the Record Date in the following ratio: "90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid up Equity Shares of the face value of Rs.10 (Rupees Ten) each of DCM against 90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid-up equity shares of Rs. 10 (Ten) each held by Crescita in DCM as on March 31, 2017 shall be issued and allotted to the equity shareholders of Crescita in proportion to their shareholding in Crescita" "In the event Crescita holds more than 90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid-up equity shares of DCM without incurring any additional liability, such additional number of equity shares of DCM (if any) as may be held by Crescita in DCM in addition to 90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid up equity shares held by Crescita in DCM as on March 31, 2017 shall also be issued and allotted to the equity shareholders of Crescita, in proportion of their holdings in Crescita" "In the event Crescita holds less than 90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid-up equity shares of DCM on the Record Date, such lower number of shares of DCM as would be held by Crescita as on the Record Date shall be issued and allotted to the equity shareholders of Crescita, in proportion of their holdings in Crescita."	

S. No.	Particulars	DCM Limited	Crescita Enterprises Private Limited
E	Summary of Valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at registered office of the Company	M/s. Chhajed & Chhajed Co, Chartered Accountants, has provided Report dated March 29, 2017 on allotment of equity shares of DCM Limited as consideration for amalgamation of Crescita Enterprises Pvt. Limited into DCM Limited. By virtue of issue of equity shares pursuant to the proposed amalgamation, the indirect economic interest held by the shareholders of the Transferor Company (in the Transferee Company) would become direct economic interest in the Transferee Company without having any economic impact on the other shareholders. Further, since the Transferor Company does not have any assets/liabilities, which would have any material impact, apart from 90,30,495 equity shares of the Transferee Company, there would be no difference in financial and operational position of the Transferee Company. Hence, allotment of equity shares of the Transferee Company to the shareholders of the Transferor Company pursuant to the proposed amalgamation, as mentioned above, appear fair and appropriate. M/s D & A Financial Services Pvt. Limited, SEBI Registered Merchant Banker, has provided Fairness Opinion Report dated March 31, 2017. Please refer Annexure B for Share Entitlement Report; and Annexure C for fairness opinion. The same are also available for inspection at the Registered Office of the Company on all working days, except Saturdays, Sundays and Public Holidays during business hours from Monday to Friday between 11.00 am to 1.00 pm up to one day prior to the date of the meeting.	
F	Details of capital or debt restructuring, if any	NIL	
G	Rationale for the arrangement	Refer Para C in preamble section of the Scheme. Also refer Para 17 of the Explanatory Statement.	
H	Benefits of the arrangement as perceived by the Board of directors to the company, members, creditors and others (as applicable)	As provided in the rationale for Arrangement in Para C in preamble section of the Scheme and as stated in Para 17 of the Explanatory Statement.	
I	Amount due Secured and unsecured creditors as on November 30, 2017	Secured Creditors - INR 2,52,57,36,490.05 Unsecured Creditors - INR 59,89,09,597.56	Secured Creditors - NIL Unsecured Creditors - 2,50,000
vi.	***Disclosure about effect of the compromise or arrangement on***		
A	Key Managerial Personnel	No effect.	No effect.
B	Directors	No effect.	No effect
C	Promoters	No effect. By virtue of allotment of same number of equity shares, as are hold by Transferor Company in the Transferee Company, to the shareholders of Transferor Company, the economic interest held by the Transferor Company in the shares of Transferee Company would become economic interest of the shareholders of Transferor Company without having any economic impacts on the other shareholders of the Transferee Company.	No effect. By virtue of allotment of same number of equity shares, as are hold by Transferor Company in the Transferee Company, to the shareholders of Transferor Company, the economic interest held by the Transferor Company in the shares of Transferee Company would become economic interest of the shareholders of Transferor Company without having any economic impacts on the other shareholders of the Transferee Company.

S. No.	Particulars	DCM Limited	Crescita Enterprises Private Limited
D	Non-promoter members	No effect	Not Applicable
E	Depositors	No effect	Not Applicable
F	Creditors	No effect	No effect
G	Debenture holders	No effect	Not Applicable
H	Deposit trustee and debenture trustee	Not Applicable	
I	Employees of the company	Not Applicable	No adverse effect as employees, if any, of Transferor Company, as on effective date, will become employees of the Transferee Company. All employee benefits pertaining to such employees shall continue on the same terms and conditions.
vii.	***Disclosure about effect of compromise or arrangement on material interest of Directors, Key Managerial Personnel and debenture trustee***		
A	Directors	No material effect of arrangement	
B	Key Managerial Personnel	No material effect of arrangement	
C	Debenture Trustee	Not Applicable	Not Applicable
viii.	***Investigation or proceedings, if any, pending against the company under the Companies Act, 2013***	None	None
ix.	***Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of compromise or arrangement***	BSE and NSE have given their observation letter stating no adverse observation to the Scheme *vide* their observation letters dated September 22, 2017 and September 25, 2017 respectively. Notice under Section 230(5) of Companies Act, 2013 is being submitted with the Central Government, Registrar of Companies and Income Tax Authorities in respect of both Companies and to SEBI and concerned Stock Exchange(s) in respect of Transferee Company.	
x.	***A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means***	Members to whom the Notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through Postal Ballot Form or electronic means.	

26. Copy of the notice(s) issued to the Equity Shareholders of the Transferee Company, the Scheme of Amalgamation and Explanatory Statement under Section 230 of the Companies Act, 2013 have been placed on the website of the Transferee Company at www.dcm.in.

27. The following documents will be open for inspection by the Equity Shareholders of Transferee Company at its registered office between 11.00 am to 2.00 pm on all working days, except Saturdays, Sundays and Public Holidays, up to 1 (one) day prior to the date of the meeting:

    (a) Copy of the Company Application CA (CAA) No. 31(PB)/2018;

    (b) Copy of the Order dated March 28, 2018 of the Hon'ble National Company Law Tribunal, Principal Bench at New Delhi passed in the above Company Application;

(c) Copy of the Memorandum and Articles of Association of the Transferor Company and the Transferee Company;

(d) Latest audited Financial Statement of the Transferee Company for the period ended March 31, 2017;

(e) Copy of Supplementry Unaudited Accounting Statement of the Transferee Company for the period ended December 31, 2017 along with Limited Review Report of Statutory Auditors thereon;

(f) Copy of Supplementry Unaudited Accounting Statement of the Transferor Company for the period ended December 31, 2017;

(g) Copy of Scheme of Amalgamation of Crescita Enterprises Private Limited into & with DCM Limited and their respective Shareholders and Creditors;

(h) Copy of the extracts of the Board Resolutions dated 31st March, 2017 of the Transferor Company and the Transferee Company approving the Scheme;

(i) Copy of the Report dated March 29, 2017 on allotment of equity shares of DCM Limited as consideration for amalgamation of Crescita Enterprises Pvt. Limited into DCM Limited issued by M/s. Chhajed & Chhajed Co, Chartered Accountants

(j) Copy of Fairness Opinion dated March 31, 2017 issued by D & A Financial Services Pvt. Limited;

(k) Copy of Audit Committee Report dated March 31, 2017 of the Transferee Company;

(l) Copy of the Report adopted by the Board of Directors of the Transferee Company at its meeting held on February 8, 2018, pursuant to Section 232 (2) (c) of the Companies Act 2013;

(m) Copy of the Report adopted by the Board of Directors of the Transferor Company at its meeting held on February 8, 2018, pursuant to Section 232(2)(c) of the Companies Act 2013;

(n) Copy of the observation letter(s) of BSE Limited dated September 22, 2017 and National Stock Exchange of India Limited dated September 25, 2017;

(o) Copy of the applicable information of Transferor Company in the format specified for abridged prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(p) Complaint Reports dated August 3, 2017 and August 11, 2017 submitted by the Company to BSE Limited and National Stock Exchange of India Limited respectively;

(q) Certificate issued by the auditor of the Transferee Company to the effect that the accounting treatment, if any proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of Companies Act, 2013;

(r) Certificate issued by the auditor of the Transferor Company to the effect that the accounting treatment, if any proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of Companies Act, 2013;

(s) List of Equity Shareholders of the Transferee Company as on May 11, 2018;

(t) Any other information including documents submitted with the stock exchanges and contracts or agreements material to the amalgamation.

For and on behalf of the Board of Directors
For DCM Limited

Sd/-
Yadvinder Goyal
Company Secretary

Dated: this 29th day of May, 2018
Place: New Delhi

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

ANNEXURE - A

SCHEME OF AMALGAMATION

BETWEEN

CRESCITA ENTERPRISES PRIVATE LIMITED ...TRANSFEROR COMPANY

AND

DCM LIMITED ...TRANSFEREE COMPANY

UNDER SECTION 230 TO 232 READ WITH ANY OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS IN RESPECT OF AMALGAMATION OF CRESCITA ENTERPRISES PRIVATE LIMITED INTO AND WITH DCM LIMITED

PREAMBLE

A. DESCRIPTION OF COMPANIES

1. **Crescita Enterprises Private Limited** (hereinafter referred to as **"CEPL"** or **"Transferor Company"**) (**CIN - U74999DL2017PTC314190**, PAN – AAGCC8765K) is a private company limited by shares.

   The registered office of the Transferor Company is presently located at 1069, First floor, Plaza-I, Central Square Complex, 20, Manohar Lal Khurana Marg, Bara Hindu Rao Delhi – 110006.

   The company was incorporated with the object of businesses in Textiles, Grey Iron Casting, Real Estate and IT Services.

2. DCM Limited ("DCM Ltd." or the "DCM" or "Transferee Company", as the context may admit) was originally incorporated on March 26, 1889 under the name and style of The Delhi Cloth and General Mills Company which was changed to DCM Ltd. with effect from October 6, 1983. The equity shares of DCM Limited are listed on the BSE Limited and the National Stock Exchange of India Limited. The Corporate Identity Number of DCM Ltd. is L74899DL1889PLC000004. The registered office of DCM Ltd. is situated at Vikrant Tower, 4, Rajendra Place, New Delhi - 110008. Further, the Permanent Account Number of DCM Ltd. is AAACD1012E

The company is currently engaged in four business segments i.e. Textiles, Grey Iron Casting, Real Estate and IT Services. Its businesses inter-alia include manufacturing and/ or dealing in cotton yarns, threads and various other cotton textiles and clothing related materials; manufacturing and supply of grey iron castings in automotive markets, real estate development, provision of services in IT Infrastructure management encompassing system administration, storage management, backup recovery, disaster management, databases, etc.

B. PURPOSE OF THE SCHEME OF AMALGAMATION

This Scheme of Amalgamation ("**Scheme**") is presented under Section 230 to 232 of the Companies Act, 2013 ("**Act**") read with any other applicable provisions of the Act and the rules or regulations framed thereunder, to the extent notified, and is divided into different Sections, for amalgamation of the Transferor Company with and into the Transferee Company as a measure of group restructuring.

This Scheme also provides for various other matters consequential or otherwise integrally connected herewith.

C. RATIONALE OF THE SCHEME

The Transferor Company holds 48.35% equity shareholding in the Transferee Company as of March 31, 2017. The Transferor Company's equity share capital as of March 31, 2017 is substantially (99.99%) held by the promoter of Transferee Company (i.e. Dr. Vinay Bharat Ram).

The amalgamation of the Transferor Company into the Transferee Company is being undertaken to, *inter alia*, simplify the shareholding structure and reduce shareholding tiers, optimize administrative costs, demonstrate the promoter group's direct commitment to and engagement with the Transferee Company and to hold equity shares directly in the Transferee Company.

D. OVERVIEW OF SCHEME

With the aforesaid objectives, the Scheme is organized as follows:

Section A: General

Section B: Amalgamation of the Transferor Company into the Transferee Company

Section C: Issue of shares/ Accounting treatment

Section D: Other provisions

SECTION A: GENERAL

1. DEFINITIONS

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the following meaning:

1.1 **"Act"** means the Companies Act, 2013 to the extent notified, the schedules, rules and regulations prescribed thereunder and shall include all amendments and modifications or re-enactment thereof for the time being in force and references to sections of the Act shall be deemed to mean and include reference to sections enacted in modification or replacement thereof.

1.2 **"Appointed Date"** means the 31st day of March, 2017, or such other date as may be fixed by the Tribunal or any other appropriate authority.

1.3 **"Board of Directors"** or **"Board"** in relation to the Transferor Company and/or the Transferee Company, as the case may be, shall mean their respective Board of Directors, and unless it is repugnant to the context or otherwise, shall include committee of directors or any person authorized by the Board of Directors or such committee of directors.

1.4 **"BSE"** means the BSE Ltd.

1.5 **"Effective Date"** means the later of the dates on which certified copy of the order of the Tribunal sanctioning this Scheme is filed with the Registrar of Companies, NCT of Delhi and Haryana by the Transferor Company and the Transferee Company, as required under the provisions of the Act. Any references in the Scheme to "upon the Scheme becoming effective" or "effectiveness of the Scheme" or "Scheme coming into effect" shall mean the "Effective Date".

1.6 **"Government"** or **"Governmental Authority"** means any applicable central, state or local government, legislative body, regulatory or administrative authority, agency or commission or committee or any court, tribunal, board, bureau, instrumentality, judicial or quasi-judicial or arbitral body having jurisdiction over the territory of India.

1.7 **"NCLT"** or **"Tribunal"** means the National Company Law Tribunal, New Delhi Bench at New Delhi or any other Bench of the NCLT having jurisdiction in relation to the Transferor Company and the Transferee Company.

1.8 **"NSE"** means the National Stock Exchange of India Limited

1.9 **"Record Date"** means the date to be fixed by the Board of Directors of the Transferee Company for the purposes of issue of shares by the Transferee Company to the shareholders of the Transferor Company pursuant to amalgamation of the Transferor Company with the Transferee Company (in accordance with Clause 8 of the Scheme).

1.10 **"Scheme of Amalgamation"** or **"this Scheme"** or **"the Scheme"** means this Scheme of Amalgamation in its present form or with any modifications made pursuant to Clause 21 of the Scheme.

1.11 **"SEBI"** means the Securities and Exchange Board of India established under the Securities and Exchange Board of India Act, 1992.

1.12 **"SEBI circular"** means Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by SEBI as amended time to time.

1.13 **"Stock Exchanges"** means each of the BSE and the NSE.

1.14 **"Transferee Company"** or **"DCM"** means DCM Limited, a company incorporated under the Companies Act, 1956 and having its registered office at Vikrant Tower, 4, Rajendra Place, New Delhi - 110008.

1.15 **"Transferor Company"** or **"CEPL"** means Crescita Enterprises Private Limited, a company incorporated under the Companies Act, 2013 as mentioned in the preamble of the Scheme under Clause A(1) above, and shall include but not limited to the following:

a) All the assets and properties (whether moveable or immovable, tangible or intangible, real or personal, corporeal or incorporeal, present, future or contingent, in possession or reversion) of the Transferor Company, including without limitation, all the properties, plant and machinery, equipment, office, capital work-in-progress, furniture, fixtures, office equipment, deposits, stocks, freehold land, buildings, structures, interiors, assets, cash balances with banks, loans, advances, contingent rights or benefits, receivables, advances or deposits paid by the Transferor Company, financial assets, leases (including lease rights), rights and benefits of all agreements, contracts and arrangements, memorandum of understanding, expressions of interest whether under agreement or otherwise, tenancies or licenses in relation to the offices and all other interests in connection with or relating to the Transferor Company, investments (including but not limited to equity shares held by the Transferor Company in the Transferee Company), computers, office equipment, books, papers, files, stationery, product specifications, vehicles, incentives,

fixed and other assets, if any, tax reliefs under the Income Tax Act, 1961 such as credit for advance tax, taxes deducted at source, benefits available under service tax, excise, any other benefits/ incentives/ exemptions given under any policy announced/ issued or promulgated by a Governmental Authority, rights to use and avail of telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties, or other interest held in trust, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights including sales tax deferrals, title, interests, other benefits (including tax benefits), easements, privileges, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in the control of or vested in or granted in favor of or enjoyed by the Transferor Company or in connection with or relating to the Transferor Company and all other interests of whatsoever nature belonging to or in the ownership, power, possession or the control of or vested in or granted in favor of or held for the benefit of or enjoyed by the Transferor Company;

b) All debts, if any, including secured and unsecured liabilities, duties and obligations of the Transferor Company of every kind, nature and description whatsoever and howsoever, borrowings, bills payable, interest accrued and all other debts, duties, undertakings, contractual obligations;

c) All employees, whether permanent or temporary, if any, engaged in or in relation to the Transferor Company as on the Effective Date;

d) All agreements, rights, contracts, entitlements, municipal permissions, approvals, pre-qualifications relating to the business of the Transferor Company, approvals, authorizations, consents, engagements, arrangements, authorities, allotments, powers and all other approvals of every kind, nature and description whatsoever relating to the business activities and operations of the Transferor Company;

e) All records, files, papers, computer programs, software, manuals, data, catalogues, lists, customer prototypes and other details of present and former customers and suppliers, customer credit information, customer and supplier pricing information and all other records and documents relating to the business activities and operations of the Transferor Company;

f) All legal (whether civil or criminal), taxation or other proceedings or investigations of whatsoever nature, if any, (including those before any Governmental Authority) that pertain to the Transferor Company, initiated by or against the Transferor Company or proceedings

or investigations to which the Transferor Company is a party, whether pending as on Appointed Date or which may be instituted at any time in the future;

g) Without prejudice to the generality of the preceding Clauses, the Undertaking of the Transferor Company shall further include all assets including claims or obligations, certifications/ permissions of whatsoever nature directly or indirectly pertaining to the business of export of the past, present or future products, and technical know-how agreement, if any, or otherwise with any person/ institution/ company or any association anywhere in the world, enactments, lease-hold rights and, systems of any kind whatsoever, rights and benefits of all agreements and other interests including rights and benefits under various schemes of different taxation and other laws which may belong to or be available to the Transferor Company, rights and powers of every kind, nature and description of whatsoever probabilities, liberties and approval of, whatsoever nature and wherever situated.

2. EXPRESSIONS NOT DEFINED IN THIS SCHEME

The expressions which are used in this Scheme and not defined in this Scheme, shall, unless repugnant or contrary to the context or meaning hereof, have the same meaning ascribed to them under the Act, and other applicable laws, rules, regulations, bye-laws, as the case may be, or any statutory modification of re-enactment thereof from time to time.

3. DATE OF COMING INTO EFFECT

The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by NCLT or any other appropriate authority shall be effective from the Appointed Date, upon completion of conditions as specified under Clause 19 of the Scheme.

4. UNLESS THE CONTEXT OTHERWISE REQUIRES:

a) The singular shall include the plural and vice versa; and references to one gender include all genders.

b) References to a person include any individual, firm, body corporate (whether incorporated), government, state or agency of a state or any joint venture, association, partnership, works council or employee representatives body (whether or not having separate legal personality).

c) Reference to any law or to any provision thereof or to any rule or regulation promulgated thereunder includes a reference to such law, provision, rule or regulation as it may, from time to time, be amended, supplemented or re-enacted, or to any law, provision, rule or regulation that replaces it.

5. SHARE CAPITAL

(i) The authorised, issued, subscribed and paid up capital of Transferor Company as on March 10 2017 is as follows:

PARTICULARS	AMOUNT (in Rs.)
AUTHORISED CAPITAL	
5,000 equity shares of Rs 10 each	50,000
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL	
5,000 equity shares of Rs 10 each	50,000

There has been no change in the above capital structure of the Transferor Company after March 10, 2017 till the date of approval of this Scheme by the Board of the Transferor Company.

Notwithstanding anything else contained in this Scheme, during the pendency of the Scheme, the Transferor Company is expressly authorized to raise capital, in any manner as considered suitable by the Board of Directors of the Transferor Company, whether by means of rights issue, preferential issue or any other manner whatsoever.

(ii) The authorised, issued, subscribed and paid up capital of Transferee Company as on December 31, 2016 is as follows:

PARTICULARS	AMOUNT (in Rs.)
AUTHORISED CAPITAL	
8,39,99,000 equity shares of Rs 10 each	83,99,90,000
100 13.50% Redeemable Cumulative preference shares of Rs 100 each	10,000
3,20,000 9.5% 6th Cumulative preference shares of Rs 25 each	80,00,000
36,80,000 preference shares of Rs 25 each	9,20,00,000
10,00,000 Cumulative convertible preference shares of Rs 100 each	10,00,00,000
Total	**1,04,00,00,000**
ISSUED, SUBSCRIBED AND FULLY PAID UP	
1,86,77,749 equity Shares of Rs. 10/- each	18,67,77,490
Less: Call in arrears by others	(31,175)
Total	**18,67,46,315**

There has been no change in the above capital structure of the Transferee Company after December 31, 2016 till the date of approval of this Scheme by the Board of the Transferee Company.

The equity shares of the Transferee Company are listed on Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

Notwithstanding anything else contained in this Scheme, during the pendency of the Scheme, the Transferee Company is expressly authorized to raise capital for the purpose of fuelling its growth or any other purpose, in any manner as considered suitable by the Board of Directors of the Transferee Company, whether by means of rights issue, preferential issue, public issue or any other manner whatsoever. Further, such funds may be raised by means of any instrument considered suitable by the Board of Directors of the Transferee Company, including equity/ equity linked instruments, convertible/ non-convertible bonds, debentures, debt, depository receipts etc.

6. COMPLIANCE WITH TAX LAW

6.1 This Scheme, in so far as it relates to the merger of the Transferor Company into the Transferee Company, has been drawn up to comply with the conditions relating to "Amalgamation" as specified under the tax laws, including Section 2(1B) of the Income Tax Act, 1961 and other relevant Sections (including Section 47) of the Income Tax Act, 1961, which include the following:

a) all the property of the amalgamating company immediately before the amalgamation becomes the property of the amalgamated company by virtue of the amalgamation;

b) all the liabilities of the amalgamating company immediately before the amalgamation become the liabilities of the amalgamated company by virtue of the amalgamation; and

c) shareholders holding not less than three-fourths in value of the shares in the amalgamating company (other than shares already held therein immediately before the amalgamation by, or by a nominee for, the amalgamated company or its subsidiary) become shareholders of the amalgamated company by virtue of the amalgamation.

6.2 If any terms or provisions of the Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date, whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the aforesaid provisions of the tax laws shall prevail. The Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other parts of the Scheme.

SECTION B: AMALGAMATION OF THE TRANSFEROR COMPANY WITH AND INTO THE TRANSFEREE COMPANY

7. TRANSFER AND VESTING

7.1 Upon the coming into effect of the Scheme and with effect from the Appointed Date, the entire business and whole of the Undertaking of the Transferor Company, comprising all assets and liabilities of whatsoever nature and wheresoever situated, shall, under the provisions of Section 230 read with Section 232 and all other applicable provisions, if any, of the Act, including any statutory re-enactments thereof, without any further act or deed, be transferred to and vested in and/ or be deemed to be transferred to and vested in the Transferee Company as a going concern so as to become as and from the Appointed Date the assets and liabilities of the Transferee Company and to vest in the Transferee Company all the rights, title, interest or obligations of the Undertaking therein. As regards transfer of specified movable assets, Clauses 7.2.1 and 7.2.2 below provide for the physical mode of effecting transfer.

7.2 Without prejudice to sub-clause 7.1 above, upon the coming into effect of the Scheme and with effect from the Appointed Date, the transfer and vesting shall be effected as follows:

7.2.1 Any and all movable assets including cash in hand or incorporeal property, if any, of the Undertaking of the Transferor Company, capable of passing by manual delivery or by endorsement and delivery, shall be so delivered or endorsed and delivered, by actual or constructive delivery, as the case may be, to Transferee Company without any further act, instrument or deed, and shall upon such transfer become the property and an integral part of the Transferee Company.

7.2.2 In respect of movables other than those specified in Clause 7.2.1 above, including sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances, deposits and balances, if any, with Government, Semi-Government, local and other authorities and bodies, customers and other persons, it shall not be necessary to obtain the consent of any third party or other person in order to give effect to the provisions of this Scheme, and such transfer shall be automatically effected on and from the Appointed Date without any notice or other intimation to the debtors (although the Transferee Company may, if so deems appropriate, give notice to the third party that the debts, outstanding and receivables do stand transferred to and vested in the Transferee Company), and the debtors shall be obliged to make payments to the Transferee Company on and after the Effective Date.

7.2.3 Any and all immovable properties, if any, owned or held by the Transferor Company, and any documents of title, rights and easements, if any, held by the Transferor Company thereto shall without any further act, instrument or deed be transferred to and/or vested in and/or be deemed to have been transferred to and vested in the Transferee Company and shall belong to the Transferee Company. It is hereby clarified that all the rights, title and interest of the Transferor Company in any leasehold properties shall, without any further act, instrument or deed, be vested in or be deemed to have been vested in the Transferee Company.

7.2.4 Any statutory licences, recognitions, certificates, entitlements, permissions, approvals or consents to carry on the operations of the Transferor Companies shall stand vested in or transferred to the Transferee Company without any further act or deed and shall be appropriately transferred by the Government Authorities concerned in favour of the Transferee Company upon the vesting and transfer of the Undertaking of the Transferor Company pursuant to this Scheme. The benefit of all statutory and regulatory permissions, licences, approvals and consents, service tax registrations, and consents shall vest in and become available to the Transferee Company pursuant to this Scheme. In so far as the various incentives, subsidies, refunds, grants, rehabilitation schemes, special status and other benefits or privileges enjoyed or granted by any Governmental Authority or by any other person, or availed of by the Transferor Company, as the case may be, are concerned, the same shall vest with and be available to the Transferee Company on the same terms and conditions.

7.2.5 Any and all debts, liabilities, contingent liabilities, duties and obligations of every kind, nature and description of the Transferor Company shall also, without any further act or deed, be transferred to or be deemed to be transferred to Transferee Company so as to become the debts, liabilities, contingent liabilities, duties and obligations of Transferee Company and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen, in order to give effect to the provisions of this sub-clause.

7.2.6 Any and all bank accounts of the Transferor Company shall be transferred to and continued to be operated as the bank accounts of the Transferee Company and till such time the names of the bank accounts of the Transferor Company are replaced with that of the Transferee Company, the Transferee Company shall be entitled to give instructions and operate the bank accounts of the Transferor Company in the name of the Transferor Company, in so far as may be necessary.

7.3 The transfer and vesting of the Undertaking as aforesaid shall be subject to the existing securities, hypothecation, charges and mortgages, if any, subsisting over or in respect of the property and assets or any part thereof of the Transferor Company. Provided however that the

securities, charges and mortgages (if any subsisting) over and in respect of the assets or any part thereof of the Transferee Company shall continue with respect to such assets or part thereof and this Scheme shall not operate to enlarge such securities, charges or mortgages to the end and intent that such securities, charges and mortgages shall not extend or be deemed to extend, to any of the assets of the Transferor Company vested in the Transferee Company, unless otherwise agreed to by the Transferee Company.

Notwithstanding the above, the pledge on the shares of the Transferee Company held by the Transferor Company as on the Effective Date (such pledge hereinafter referred to as the '**old pledge**'), if any, shall stand terminated upon the Scheme becoming effective and that a new pledge (on the same terms and conditions as that of the old pledge) shall be created for the same number of shares of the Transferee Company (i.e., the number of shares of the Transferee Company as would be under pledge by the Transferor Company on the effective date of the Scheme) out of the Shares issued and allotted as per Clause 8 of this Scheme to the shareholders of Crescita.

7.4 Loans or other obligations, if any, due between or amongst the Transferor and the Transferee Company shall stand discharged and there shall be no liability/ obligation in that behalf with effect from the Appointed Date.

7.5 Where any of the liabilities and obligations of the Transferor Company as on the Appointed Date, deemed to be transferred to the Transferee Company, have been discharged by the Transferor Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Transferee Company and all loans raised and used and all liabilities and obligations incurred by the Transferor Company for the operation of the Transferor Company after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used or incurred for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date, shall also without any further act or deed, be and shall stand transferred to the Transferee Company and shall become its liabilities and obligations from such date.

7.6 With effect from the Appointed Date, all inter-party transactions, if any, between the Transferor Company and the Transferee Company shall be considered as intra party transactions for all purposes. To the extent that there are advances, loans, deposits, balances as between the Transferor Company and the Transferee Company, the obligations in respect of the same shall come to an end and there shall be no liability in that behalf on either parties and corresponding effect shall be given in the books of accounts and records of the Transferee Company.

7.7 With effect from the Effective Date, the borrowing limits of Transferee Company in terms of Section 180(1)(c) of the Act shall be deemed without any further act or deed to have been enhanced by the aggregate liabilities of the Transferor Company which are being transferred to Transferee Company pursuant to the Scheme, such limits being incremental to the existing limits of Transferee Company, with effect from the Effective Date.

7.8 For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that in accordance with the provisions of relevant laws, consents, permissions, licenses, registrations, certificates, authorities, powers of attorneys given by, issued to or executed in favour of the Transferor Company, and the rights and benefits under the same and all other interests of the Transferor Company, be without any further act or deed, be transferred to and vested in the Transferee Company.

7.9 For the avoidance of doubt, it is clarified that all rights and benefits of the Transferor Company under its approvals, titles, consents, permissions, licenses, registrations, certificates, authorities, powers of attorneys etc. and all certifications and approvals, trademarks, licenses, patents and domain names, copyrights and other intellectual property and all other interests shall remain preserved and in full force and effect without any further act, instrument or deed and shall not be adversely affected in any manner on account of this Scheme or any consequential steps.

SECTION C – ISSUE OF SHARES/ ACCOUNTING TREATMENT

8. ISSUE OF SHARES

8.1 Upon the requisite sanction and orders of the NCLT approving the Scheme, the Board of Directors of the Transferee Company shall fix the Record Date in accordance with Clause 1.9.

8.2 Upon the Scheme coming into effect and in consideration of the amalgamation of the Transferor Company into the Transferee Company pursuant to this Scheme, the Transferee Company shall, without any further act or deed and without any further consideration (cash or non-cash), issue and allot equity shares of Rs. 10/- each, as fully paid-up (hereinafter referred to as the **"New Equity Shares"**), at par to each shareholder of the Transferor Company whose name is recorded in the register of shareholders of the Transferor Company as on the Record Date in the following ratio:

"90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid up Equity Shares of the face value of Rs.10 (Rupees Ten) each of DCM against 90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid-up equity shares of Rs. 10 (Ten) each held by Crescita in DCM as on March 31, 2017 shall be issued and allotted to the equity shareholders of Crescita in proportion to their shareholding in Crescita"

"In the event Crescita holds more than 90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid-up equity shares of DCM without incurring any additional liability, such additional number of equity shares of DCM (if any) as may be held by Crescita in DCM in addition to 90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid up equity shares held by Crescita in DCM as on March 31, 2017 shall also be issued and allotted to the equity shareholders of Crescita, in proportion of their holdings in Crescita"

In the event Crescita holds less than 90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid-up equity shares of DCM on the Record Date, such lower number of shares of DCM as would be held by Crescita as on the Record Date shall be issued and allotted to the equity shareholders of Crescita, in proportion of their holdings in Crescita

8.3 The fractional entitlement, if any, to which shareholders of Crescita may become entitled to upon issue of shares of DCM Limited pursuant to clause 8.2 above shall be ignored. However, if the number of New Equity Shares to be allotted by the DCM Limited to the shareholders of Crescita is lower than the total number of equity shares held by Crescita in DCM Limited due to ignoring such fractional share entitlement, then the DCM Limited shall allot such number of

additional New Equity Shares to the shareholders of Crescita that the New Equity Shares being allotted are the same as the number of equity shares held by Crescita in DCM Limited prior to the amalgamation. The additional New Equity Shares shall be allotted by the DCM Limited to the shareholders of Crescita in the order of the highest fractional entitlement for each shareholder.

8.4 In case of shareholders of the Transferor Company, who hold shares in the Transferor Company in dematerialised form, New Equity Shares will be credited to the existing depository accounts of the shareholders of the Transferor Company entitled thereto as per records maintained by National Securities Depository Limited and/ or Central Depository Services (India) Limited on the Record Date and made available by the Transferor Company to the Transferee Company.

8.5 All those shareholders who hold shares of the Transferor Company in physical form, shall be issued New Equity Shares in physical or electronic form, at the option of such shareholders to be exercised by them on or before the Record Date, by giving a notice in writing to the Transferee Company; and if such option is not exercised by such shareholders, the Transferee Company may allot shares in dematerialized form to the extent it has the necessary details of the account holder for issue of shares in dematerialized form and in respect of other members, issue share certificates in physical form. In respect of those members exercising the option to receive the shares in dematerialized form, such members shall have opened and maintained an account with a depository participant, and shall provide such other confirmation, information and details as may be required.

8.6 The issue and allotment of New Equity Shares as provided in this Scheme is an integral part hereof.

8.7 The shares or the share certificates of the Transferor Company in relation to the shares held by its shareholders shall, without any further application, act, instrument, deed, be deemed to have been automatically cancelled and be of no effect on and from the Effective Date.

8.8 The New Equity Shares to be issued and allotted in terms hereof will be subject to the Memorandum and Articles of Association of the Transferee Company and shall in all respects, rank paripassu with the existing equity shares of the Transferee Company.

8.9 Issuance of new shares by the Transferee Company shall be made in compliance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI circular.

8.10 New Shares allotted by the Transferee Company pursuant to the Scheme shall remain frozen in the depositories system till listing/ trading permission is given by the NSE and BSE and shall be listed and admitted to trading on the relevant stock exchange(s) in India, where the existing equity shares of the Transferee Company are listed and admitted to trading.

8.11 The New Shares to be issued by the Transferee Company in respect of any Equity Shares of the Transferor Company which are held in abeyance under the provisions of Section 126 of the Companies Act, 2013 or otherwise, shall also be kept in abeyance.

8.12 Provision for dividend to be made by the Transferee Company

Until the Effective Date, Crescita may utilize its income / available funds (including but not limited to the dividend income, if any, received by it), amongst others, for acquisition of equity shares of DCM, either by way of purchases on floor of Stock Exchanges subject or otherwise subject to compliance with SEBI (Substantial Acquisition of Shares and Takeover) Regulation 1997.

Further, the shareholder of Crescita shall, save as expressly provided otherwise in the Scheme, continue to enjoy their existing rights under the Articles of Association of Crescita including the right to receive dividends.

It is clarified that the aforesaid provisions in respect of acquisition of equity shares of DCM, including by way of purchases on floor of Stock Exchanges are enabling provisions only and shall be entirely at the discretion of the Board of Directors of Crescita.

It is clarified that upon amalgamation of Crescita with DCM in terms of this Scheme, DCM will issue and allot such additional number of equity shares of DCM to the equity shareholders of Crescita as on the Record Date, in lieu of the additional equity shares of DCM (if any) acquired by Crescita as per this Clause. Further, such additional equity shares of DCM (if any) acquired by Crescita in accordance with this Clause shall also stand cancelled upon amalgamation of Crescita with DCM and issuance of New Equity Shares by DCM to the equity shareholders of Crescita, shall be in accordance with Clause 8.2 of the Scheme.

9. CANCELATION OF EXISTING SHARES OF TRANSFEREE COMPANY HELD BY TRANSFEROR COMPANY

9.1 Upon the Scheme coming into effect, the investment in equity share capital of Transferee Company as appearing in the books of account of Transferor Company as on the Effective Date shall stand cancelled. Accordingly, the issued, subscribed and paid-up equity share capital of the Transferee Company shall be reduced by the paid-up capital held by the Transferor Company in the Transferee Company. The cancellation shall be effected as an integral part of the Scheme in accordance with the provisions of Section 230 and any other applicable provisions of the Act and the order of the jurisdictional NCLT sanctioning the Scheme shall also be deemed to be an order confirming such cancellation.

9.2 Notwithstanding the reduction in capital of the Transferee Company as aforesaid, given the strong financial position of the Transferee Company and the fact that the share capital of the Transferee Company stands fully reinstated post-merger, the Transferee Company shall not be required to add "and reduced" as suffix to its name.

10. ACCOUNTING TREATMENT

Accounting for Amalgamation

On Scheme becoming effective, the Transferee Company shall account for amalgamation of the Transferor Company with the Transferee Company in its books of account with effect from the Appointed Date as under:

10.1.1 The Transferee Company shall follow the accounting treatment for amalgamation, in accordance with 'Pooling of interest method', as prescribed in Indian Accounting Standard 103 issued by The Institute of Chartered Accountants of India ("Ind AS 103"), specified under Section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014.

10.1.2 The Transferee Company shall record the assets and liabilities of the Transferor Company, including reserves/securities premium and profit and loss of the Transferor Company vested in it pursuant to this Scheme, at their respective book values as appearing in the books of the Transferor Company on the Appointed Date.

10.1.3 Inter-se investments amongst Crescita and DCM Limited, if any, shall stand cancelled upon the Scheme becoming effective.

10.1.4 The Transferee Company shall credit, the aggregate face value of the equity shares issued by it to the members of the Transferor Company pursuant to Clause 8 of this Scheme to the Share Capital Account.

10.1.5 The difference, if any, between the amount recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the Transferor Company, after considering Para 10.1.3 above, shall be transferred to capital reserve.

10.1.6 In case of any difference in the accounting policy between the Transferor Company and the Transferee Company, the impact of the same till the Appointed date will be quantified and adjusted in the Surplus in the Statement of Profit and Loss appearing in the Balance Sheet of the Transferee Company to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.

Other terms

10.2 To the extent that there are inter-corporate loans or balances between the Transferor and the Transferee Company, the obligations in respect thereof shall come to an end and corresponding effect shall be given in the books of account and records of the Transferee Company for the increase or reduction of any assets or liabilities, as the case may be.

SECTION D - OTHER PROVISIONS

11. CONDUCT OF BUSINESS

From the date of the approval of the Scheme by the respective Board of Directors of the Transferor and the Transferee Company, Transferor Company shall not take any step that could adversely impact its networth or adopt any material changes in its operations/business without the prior written consent of the Transferee Company.

12. LEGAL PROCEEDINGS

With effect from the Appointed Date, the Transferee Company shall bear the burden and the benefits of any legal or other proceedings initiated by or against the Transferor Company. If any suit, appeal or other proceedings of whatever nature instituted by or against the Transferor Company is pending, the same shall not abate, and shall not in any way be prejudicially affected by reason of the transfer of Undertakings or of anything contained in this Scheme but the proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Company as if this Scheme had not been made.

13. CONTRACTS AND DEEDS

Subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements, insurance policies and other instruments, if any, of whatsoever nature to which the Transferor Company is a party and subsisting or having effect on the Effective Date shall be in full force and effect against or in favour of the Transferee Company, as the case may be, and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Company, Transferee Company had been a party thereto. Transferee Company may enter into and/ or issue and/ or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations, to which the Transferor Company will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required or if so considered necessary. Transferee Company shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Transferor Company, as the case may be, and to implement or carry out all formalities required on the part of the Transferor Company to give effect to the provisions of this Scheme. It is clarified that any inter-se contracts between the Transferor Company and the Transferee Company as on the Effective Date shall stand merged and vest in the Transferee Company.

14. SAVING OF CONCLUDED TRANSACTIONS

To the extent applicable, the transfer and vesting of the assets, liabilities and obligations of the Transferor Company and the continuance of proceedings by or against the Transferee Company shall not affect any transaction or proceedings already concluded or initiated by the Transferor Company on or before the date when the Transferor Company adopts the Scheme in its Board meeting, and after the date of such adoption till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Company in respect thereto as done and executed on behalf of itself, wherever necessary.

15. DISSOLUTION OF THE TRANSFEROR COMPANY

Upon the Scheme coming into effect, the Transferor Company shall, without any further act or deed, stand dissolved without being wound up.

16. STAFF AND EMPLOYEES

16.1 On the Scheme coming into effect, all staff and employees of the Transferor Company in service on such date shall be deemed to have become staff and employees of the Transferee Company without any break in their service and on the basis of continuity of service and the terms and conditions of their employment with the Transferee Company shall not be less favourable than those applicable to them with reference to the Transferor Company on the Effective Date.

16.2 Upon the Scheme coming into effect, the accumulated balance standing to the credit of the employees of the Transferor Company in the existing Provident Fund, Gratuity Fund and/ or other schemes, if any, shall be transferred to such Provident Fund, Gratuity Fund and/ or other funds to be nominated by the Transferee Company. The Transferor Company or the Transferee Company shall, where applicable, take all steps necessary for the transfer of the Provident Fund and/ or other schemes, to the Transferee Company. All obligations of the Transferor Company with regard to the said fund or funds as defined in the relevant rules shall be taken over by the Transferee Company from the Effective Date to the end and intent that all rights, duties, powers and obligations of the Transferor Company in relation to such fund or funds shall become those of the Transferee Company and all the rights, duties and benefits of the employees employed in the Transferor Company under such funds shall be fully protected, subject to the provisions of law for the time being in force. It is clarified that the services of the staff, workmen and employees of the Transferor Company will be treated as having been continuous for the purpose of the said fund or funds

17. TREATMENT OF TAXES

17.1 Any tax liabilities under the Income-tax Act, 1961, Finance Act 1994, any other stamp laws or other applicable laws/ regulations (hereinafter in this Clause referred to as "Tax Laws") allocable or related to the business of the Transferor Company, to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date, shall be transferred to the Transferee Company.

17.2 All taxes (including income tax, service tax, etc.) paid or payable by the Transferor Company in respect of the operations and/ or the profits of the business on and from the Appointed Date, shall be on account of the Transferee Company and, in so far as it relates to the tax payment (including without limitation income tax, service tax, etc.), whether by way of deduction at source, advance tax, MAT credit or otherwise howsoever, by the Transferor Company in respect of the profits or activities or operation of the business on and from the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company and shall in all proceedings be dealt with accordingly.

17.3 Any surplus in the taxation/ duties/ levies account including but not limited to advance income tax, Tax Deducted at Source, MAT credit, service tax and any tax credit entitlements under any tax laws as on the date immediately preceding the Appointed Date shall also be transferred to the Transferee Company.

17.4 Any refund under the Tax Laws due to the Transferor Company including refunds consequent to the assessments made on it and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.

17.5 Without prejudice to the generality of the above, deductions, benefits, losses, and credits (including but not limited to MAT/CENVAT credit, etc.) under the income tax, service tax, any central government/ state government incentive schemes etc., to which the Transferor Company are/ would be entitled to in terms of the applicable Tax Laws of the union and state governments as well as any foreign jurisdiction, shall be available to and vest in the Transferee Company.

17.6 Since each of the permissions, approvals, consents, sanctions, remissions, special reservations, service-tax exemptions, incentives, concessions and other authorizations of the Transferor Company shall stand transferred by the order of NCLT to the Transferee Company, the Transferee Company shall file the relevant intimations, for the record of the statutory authorities who shall take them on file, pursuant to the vesting orders of the sanctioning NCLT.

17.7 Obligation for deduction of tax at source on any payment made by or to be made by the Transferor Company shall be made or deemed to have been made and duly complied with by the Transferee Company. Further, any tax deducted at source by Transferor Company/ Transferee Company on transactions with the Transferee Company/ Transferor Company, if any (from Appointed Date to Effective Date) shall be deemed to be advance tax paid by the Transferee Company and shall, in all proceedings, be dealt with accordingly.

17.8 The Transferee Company is expressly permitted to file/ revise its income tax, service tax, VAT, sales tax, excise, CENVAT and other statutory returns, consequent to this Scheme becoming effective, notwithstanding that the period for filing/revising such returns may have lapsed. However, upon the Scheme becoming effective subsequently, the Transferee Company shall have the right to revise and consolidate its financial statements and returns along with prescribed forms, filings and applications/ annexures under the Income Tax Act, 1961, service tax and other tax laws. The Transferee Company is expressly permitted to amend tax deducted/ collected at source and other statutory certificates and shall have the right to claim refunds, advance tax credits, set offs and adjustments relating to its respective incomes/ transactions from the Appointed Date. It is specifically declared that all the taxes/ duties paid by the Transferor Company shall be deemed to be the taxes/ duties paid by the Transferee Company and the Transferee Company shall be entitled to claim credit for such taxes deducted/ paid against its tax/ duty liabilities notwithstanding that the certificates/ challans or other documents for payment of such taxes/ duties are in the name of the Transferor Company.

17.9 All tax assessment proceedings/ appeals of whatsoever nature by or against the Transferor Company pending and/or arising at the Appointed Date and relating to the Transferor Company shall be continued and/or enforced until the Effective Date as desired by the Transferee Company. As and from the Effective Date, the tax proceedings shall be continued and enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Company.

17.10 Further, the aforementioned proceedings shall neither abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of the Transferor Company with the Transferee Company or anything contained in the Scheme.

17.11 Furthermore, on or after the Effective Date, all rights, entitlements and powers to revise returns and filings of the Transferor Company under the Tax Laws, and to claim refunds and/ or credits for the taxes paid, etc. and for matters incidental thereto, shall be available to and vest with the Transferee Company.

17.12 Without prejudice to the aforementioned, with effect from the Appointed Date, all inter-party transactions between Transferor Company and the Transferee Company shall be considered as intra-party transactions for all purposes (including for tax compliances, credits/refunds as the case may be).

17.13 Upon the coming into effect of this Scheme, all tax compliances under any tax laws by the Transferor Company on or after Appointed Date shall be deemed to be made by the Transferee Company.

18. APPLICATION TO NCLT AND OTHER AUTHORITY

18.1 The Transferor Company and the Transferee Company shall, with all reasonable dispatch, make applications to the NCLT, New Delhi Bench under Section 230 of the Act, seeking orders for dispensing with or convening, holding and conducting of the meetings of the respective classes of the members and/or creditors of the Transferor Company and the Transferee Company as may be directed by the NCLT.

18.2 On the Scheme being agreed to by the requisite majorities of the classes of the members and/or creditors, the Transferor Company and the Transferee Company shall, with all reasonable dispatch, apply to the NCLT for sanctioning the Scheme under Sections 230 and 232 of the Act, and for such other order or orders, as the NCLT may deem fit for carrying this Scheme into effect.

19. CONDITIONALITY OF SCHEME

19.1 The Scheme is conditional upon and subject to:

(a) The requisite consent, approval or permission of the Central Government or any other statutory or regulatory authority, including stock exchange(s) and/or Securities and Exchange Board of India, which by law may be necessary for the implementation of this Scheme;

(b) The Scheme being approved by a shareholders' resolution of the Transferee Company passed by way of postal ballot/e-voting in terms of para 9(b) of the SEBI Circular read with SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017; provided that the said resolution shall be acted upon only if the votes cast by the public shareholders of the Transferee Company in favour of the proposal are more than the number of votes cast by the public shareholders against it;

(c) The Scheme being agreed to by the respective requisite majority of members and creditors of the Transferor Company and the Transferee Company, as may be directed by the NCLT;

(d) The Scheme being approved by the NCLT; and

(e) Filing of the certified copies of the order of the NCLT sanctioning the Scheme, by the Transferor Company and the Transferee Company, under the applicable provisions of the Act with the Registrar of Companies, Delhi.

20. EFFECT OF NON APPROVALS

20.1 In the event the Scheme is not sanctioned by NCLT for any reason whatsoever or for any other reasons the Scheme cannot be effected, the Scheme shall become null and void and shall be of no effect and in that event no rights and/or liabilities shall accrue to or be incurred *inter-se* by the Transferor Company and the Transferee Company or their respective shareholders or creditors or employees or any other person.

20.2 If any part or section of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the decision of the respective Boards of the Transferor Company and the Transferee Company, as the case may be, affect the adoption or validity or interpretation of the other parts and/or provisions of this Scheme.

20.3 In the event of any of the said sanctions and approvals referred to in Clause 19 not being obtained and/ or the Scheme not being sanctioned by NCLT or such other competent authority and/ or the Order not being passed as aforesaid, this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/ or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.

21. MODIFICATION, AMENDMENT OR WITHDRAWAL

21.1 The Transferor Company and the Transferee Company (by their Directors or their committee thereof) may assent to any modification(s) or amendment(s) in this Scheme which the NCLT and/or any other Authority may deem fit to direct or impose or which may otherwise be considered necessary or desirable for implementing and/or carrying out the Scheme or which may be considered necessary due to any change in law and the Transferor Company and the Transferee Company (by their Directors or their committee thereof) be and are hereby

authorized to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme and to resolve any doubts, difficulties or questions whether by reason of any orders of the NCLT or of any directive or orders of any other authorities or otherwise howsoever arising out of, under or by virtue of this Scheme and/or any matters concerning or connected therewith.

21.2 The expression 'any other Authority' in the preceding sub-clause shall include Securities and Exchange Board of India (SEBI) and the stock exchanges with which the shares of the Transferee Company are listed and with which a copy of this Scheme is filed in terms of the relevant rules and regulations.

21.3 The Transferor Company and the Transferee Company (by their Board of Directors or their committee thereof) may, at any time prior to the sanction of the Scheme by the NCLT, withdraw the Scheme, and upon such withdrawal none of the actions to be taken pursuant to the Scheme will be required to be taken, and all actions taken, if any, to give effect to the Scheme will be deemed to not have been taken, and the Scheme shall be deemed to be null and void.

22. COSTS, CHARGES AND EXPENSES

All costs, charges, taxes including duties (including the stamp duty and/ or transfer charges, if any, applicable in relation to this Scheme), levies and all other expenses, if any (save as expressly otherwise agreed) arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto shall be borne and paid by Crescita. In case the amount of cost, charges and expenses is in excess of the cash available with Crescita, such excess amount shall be borne by the shareholders of Crescita.

23. INDEMNITY BY SHAREHOLDERS OF CRESCITA

The shareholders of Crescita shall indemnify and hold harmless DCM and its directors, officers, representatives, partners, employees and agents (collectively the "**Indemnified Persons**") for losses, liabilities, costs, charges, expenses (whether or not resulting from third party claims), including those paid or suffered pursuant to any actions, proceedings, claims and including interests and penalties discharged by the Indemnified Persons which may devolve on Indemnified Persons on account of amalgamation of Crescita into DCM but would not have been payable by such Indemnified Persons otherwise, in the form and manner as may be agreed amongst the shareholders of Crescita.

24. SEVERABILITY

If any part of this Scheme is held invalid, ruled illegal by Tribunal or any other competent jurisdiction, or becomes unenforceable for any reason, whether under present or future laws, then it is the intention of the Transferor Company and the Transferee Company that such part of the Scheme shall be severable from the remainder and this Scheme shall not be affected thereby, unless deletion of such part of the Scheme causes the Scheme to become materially adverse to either the Transferor Company or the Transferee Company, in which case the Transferor Company and the Transferee Company shall attempt to bring about a modification in this Scheme, as will best preserve for the parties the benefits and obligations of this Scheme, including but not limited to such part of the Scheme.

ANNEXURE - B

Chhajed & Chhajed Co.
CHARTERED ACCOUNTANTS

5311-A, Hardhyan Singh Road, Dev Nagar,
Karol Bagh, New Delhi - 110005
[Mobile: 9899997603, 011-45034170]
[E-mail:- rahul.girdhar87@gmail.com]

PRIVATE AND CONFIDENTIAL

29 March 2017

Board of Directors
DCM Limited
6th Floor, Vikrant Tower,
4, Rajendra Place,
New Delhi-110 008

Board of Directors
Crescita Enterprises Private Limited
1069, 1st Floor, Plaza-I,
Central Square Complex, 20,
Manohar Lal Khurana Marg,
Bara Hindu Rao
New Delhi - 110006

Dear Sirs,

Subject: **Report on allotment of equity shares of DCM Limited, as consideration for amalgamation of Crescita Enterprises Private Limited into DCM Limited**

Context and Purpose

We have been requested by you to issue our report in relation to allotment of equity shares of DCM Limited (the "Transferee Company") to the shareholders of Crescita Enterprises Private Limited (the "Transferor Company") pursuant to amalgamation of the Transferor Company into the Transferee Company ("Proposed Amalgamation") with effect from the Appointed Date of March 31, 2017, as per the Scheme of Amalgamation, a draft of which has been provided to us for our review ("Draft Scheme"). The Transferee Companyand the Transferor Company,collectively, are hereinafter referred to as "Companies".

CHHAJED & CH
Chartered Acc

Background

1. The Transferee Company is a public limited company incorporated on March 26, 1889under the provisions of The Indian Companies Act, 1882 and its registered office is located at Vikrant Tower, 4, Rajendra Place, New Delhi - 110008. The Transferee Companyis engaged in four business segments i.e. Textiles, Grey Iron Casting, Real Estate and IT Services. Its businesses inter-alia include manufacturing and/ or dealing in cotton yarns, threads and various other cotton textiles and clothing related materials; manufacturing and supply of grey iron castings in automotive markets, real estate development, provision of services in IT Infrastructure management encompassing system administration, storage management, backup recovery, disaster management, databases, etc.equity shares of Transferee Company are listed on BSE Limited and National Stock Exchange of India Limited.

2. The Transferor Company is a private limited company incorporated on March 9, 2017 under the provisions of the Companies Act, 2013 and its registered office is located at 1069, 1st floor,Plaza-I,Central Square Complex, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, New Delhi –110006, with the objects of being engaged in the businesses ofTextiles, Grey Iron Casting, Real Estate and IT Services. Presently, the Transferor Company is holding investments in equity shares of the Transferee Company.

3. In connection with the Proposed Amalgamation and based on information made available to us by the management of the Companies, the management of the Companies have requested Chhajed & Chhajed Co, Chartered Accountants("us" or "we") to provide a report on allotment of equity shares of the Transferee Company to the shareholders of the Transferor Companypursuant to the Proposed Amalgamation (the "Services").

4. We understand that the Transferor Company holds 90,30,495 equity shares of the Transferee Company, which comprises of 48.35% shareholding in the Transferee Company.

Information Provided

The following information has been provided to us by the management of the Companies:

1. Audited financial statements of the Transferee Company for FY 2015-16 and un-audited financial statements of the Company for period ending 31 December 2016;

2. Un-audited provisional financial statements of the Transferor Company for the period ending 26 March 2017. Further, we understand that there is no significant change in financial position of the Transferor Company between 26 March 2017 and the date of this report;

3. Shareholding pattern of the Companies as on the date of the report;

4. The draft Scheme;

CHHAJED & CHHAJED CO Chartered Accountants

5. Other information and explanations as were required and provided to us by the management of the Companies.

Ratio of Allotment

1. The draft Scheme proposes that as consideration for the Proposed Amalgamation of the Transferor Company into the Transferee Company, the Transferee Company shall issue and allot equity shares of Rs. 10/- each, as fully paid-up at par to each shareholder of the Transferor Company, whose name is recorded in the register of shareholders of the Transferor Company as on the Record Date (as defined in the draft Scheme) in the following ratio:

   "90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid up Equity Shares of the face value of Rs.10 (Rupees Ten) each of DCM against 90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid-up equity shares of Rs. 10 (Ten) each held by Crescita in DCM as on March 31, 2017 shall be issued and allotted to the equity shareholders of Crescita in proportion to their shareholding in Crescita"

   "In the event Crescita holds more than 90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid-up equity shares of DCM without incurring any additional liability, such additional number of equity shares of DCM (if any) as may be held by Crescita in DCM in addition to 90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid up equity shares held by Crescita in DCM as on March 31, 2017 shall also be issued and allotted to the equity shareholders of Crescita, in proportion of their holdings in Crescita"

   "In the event Crescita holds less than 90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid-up equity shares of DCM on the Record Date, such lower number of shares of DCM as would be held by Crescita as on the Record Date shall be issued and allotted to the equity shareholders of Crescita, in proportion of their holdings in Crescita"

2. We understand that the Transferor Company does not have any other asset or liability apart from 90,30,495 equity shares of the Transferee Company, which would have any material impact on the valuation, which comprises of 48.35% shareholding of the Transferee Company.

3. By virtue of issue of equity shares pursuant to the Proposed Amalgamation, the indirect economic interest held by the shareholders of the Transferor Company (in the Transferee Company) would become direct economic interest in the Transferee Company without having any economic impact on the other shareholders.

CHHAJED & CHHAJED CO
Chartered Accountants

4. Further, since the Transferor Company does not have any assets or liabilities apart from 90,30,495 equity shares of the Transferee Company, there would be no difference in financial and operational position of the Transferee Company. Hence, allotment of equity shares of the Transferee Company to the shareholders of the Transferor Company pursuant to the Proposed Amalgamation, as mentioned above, appears fair and appropriate.

5. Considering the fact that apart from investment in Transferee Company, the Transferor Company does not have any other asset or liability, which would have any material impact on the valuation, issuance of shares to the shareholders of Transferor Company in accordance with the pricing provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009,as mentioned in SEBI Circular CFD/DIL3/CIR/2017/21 dated 10.03.2017, would not have an impact on the consideration (as mentioned in Para 1 above) for the Proposed Amalgamation.

Scope Limitations

1. We have relied upon the information, data and explanations detailed above or as provided to us, for the purpose of providing our report on allotment of equity shares of the Transferee Company to the shareholders of the Transferor Company pursuant to the Proposed Amalgamation.

2. For the purpose of this report, we have used the financial and other information provided by the management, which we believe to be reliable and our conclusions are dependent on such information being complete and accurate in all material respects. Our scope of work does not enable us to accept the responsibility for the accuracy and completeness of the information provided to us by the management. We have, therefore, not conducted any due diligence review, independent audit or any other test or validation of such financial statements referred to above or of the information, explanations and representations provided to us. Accordingly, we do not express any opinion or any other form of assurance thereon and accept no responsibility for the same.

3. We have made no investigation of, and assume no responsibility for the title to, or liabilities against, the equity shares of the Transferee Company, and/ or the assets and liabilities of the Transferee Company.

4. The management has represented that the financial statements of the Companies (as mentioned earlier in the report), provided to us, include all disclosures necessary for presentation of the financial position and results of operations in accordance with generally accepted accounting principles in India consistently applied, and disclosures otherwise required by the laws and regulations to which they are subject.

5. Our scope of work is limited to expression of our view on allotment of equity shares of the Transferee Company to the shareholders of the Transferor Company pursuant to the Proposed

Amalgamation. Our report is not, nor should it be construed as, our opining or certifying the compliance of the Proposed Amalgamation with the provisions of law including companies, foreign exchange management and taxation related laws or as regards any legal compliance or issues arising from such Proposed Amalgamation, or any other matter in connection with the Proposed Amalgamation.

6. An exercise like the current one, is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgement. There is, therefore, no indisputable single result. While we have provided our view, on allotment of equity shares of the Transferee Company to the shareholders of the Transferor Company pursuant to the Proposed Amalgamation, based on the information available to us and within the scope of constraints of our engagement, others may have a different opinion. You acknowledge and agree that you have the final responsibility for determination of consideration to be paid pursuant to the Proposed Amalgamation and factors other than our report may need to be taken into account in determining such ratios.These will include your own assessment of the Proposed Amalgamation and may include the input of other professional advisors.

Distribution of Report

1. This report has been prepared for the Board of Directors of the Companies and to the extent mandatorily required to be produced before judicial, regulatory or government authorities, in connection with the Proposed Amalgamation.

2. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on part of the Companies, their directors, employees or agents. In no circumstance shall the liability of our firm, its partners, directors or employees, relating to the Services provided in connection with the engagement set out in this report exceed the amount paid to us in respect of the fees charged for these Services.

We would like to record our appreciation for the courtesy and co-operation received by us during our course of work.

Yours faithfully,

For and on behalf of

Chhajed & Chhajed Co., Chartered Accountants

FRN: 009234C

CA Hemant Chhajed

Membership Number:074664

CHHAJED & CHHAJED CO
Chartered Accountants

ANNEXURE - C

D & A FINANCIAL SERVICES (P) LIMITED

Merchant Banking & Corporate Advisory Services

March 31, 2017

The Board of Directors
DCM Limited
6th Floor, Vikrant Tower,
4, Rajendra Place,
New Delhi - 110 008

The Board of Directors
Crescita Enterprises Private Limited
1069, 1st Floor, Plaza-I,
Central Square Complex, 20,
Manohar Lal Khurana Marg,
Bara Hindu Rao
New Delhi – 110006

Subject: Fairness Opinion on report for allotment of equity shares of DCM Limited, as consideration for amalgamation of Crescita Enterprises Private Limited into DCM Limited

Dear Sir/s,

We, M/s D & A Financial Services (P) Limited, SEBI registered Merchant Banker, having SEBI Registration No. INM000011484 have been appointed by DCM Limited to provide a fairness opinion on the valuation done by M/s Chhajed & Chhajed Co., Chartered Accountants, having its office at 5311-A, Hardhyan Singh Road, Dev Nagar, Karol Bagh, New Delhi-110005, who were the appointed valuer for the captioned proposed scheme of amalgamation of Crescita Enterprises Private Limited and DCM Limited (hereinafter collectively referred to as the "Companies").

Since, the scheme of amalgamation for the proposed amalgamation of Crescita Enterprises Private Limited into DCM Limited (hereinafter referred as the "Scheme") is common for both the Companies, we deem it imperative to issue a consolidated fairness opinion on the report for allotment of equity shares of DCM Limited, as consideration for amalgamation of Crescita Enterprises Private Limited into DCM Limited to both the Companies concerned.

D AND A FINANCIAL SERVICES PRIVATE LIMITED NEW DELHI

Scope and Purpose of the Opinion

Pursuant to the requirements of SEBI circular no. CIR/CFD/CMD/16/2015 dated 30th November, 2015, a fairness opinion has to be obtained from an independent merchant banker on the valuation

H.O. & Regd. Office: 13, Community Centre, 2nd Floor, East of Kailash, New Delhi-110065, Phone:+91 11 26472557, 26419079
Fax:+91 11 26219491, E-mail:dafspl@gmail.com, investors@dnafinserv.com contact@dnafinserv.com, Website:www.dnafinserv.com
Mumbai Ahmedabad **CIN : U74899DL1981PTC012709**

of assets/shares done by the valuer for the listed as well as unlisted companies. The purpose of the opinion is to safeguard the interest of the shareholders and that of the companies involved in the proposed Scheme and this opinion shall be made available to the shareholders of the relevant Companies at the time of their meeting to pass the necessary resolution for the proposed Scheme and to any other relevant authority.

We have not made an appraisal or independent valuation of any of the assets or liabilities of any of the Companies and have not conducted an audit or due diligence or reviewed/ validated the financial data except what is provided for in the Valuation Report and financial data provided to us by the Company or Valuer.

Disclaimer: This report is intended solely for the limited purpose mentioned earlier and should not be regarded as a recommendation to the investors to invest in the Companies or deal in any form in the securities of the Company and should also not be considered as a final equity value of the Company.

Our report does not, in any way, guarantee that the equity shares of Companies will continue to remain at the price on which the valuation of the shares takes place.
This letter is for the benefit of and confidential use by the Company. This report is not meant for meeting any other regulatory or disclosure requirements, save and except as specified above, under any Indian or foreign law, statute, act guideline or similar instruction. The Management or related parties of Companies are prohibited from using this report other than for its sole limited purpose and not to make a copy of this report available to any party other than those required by statute for carrying out the limited purpose of this report.

In no circumstances whatsoever, will D & A Financial Services (P) Limited, its Directors and employees accept any responsibility of liability towards any third party for consequences arising out of the use of this report.

SERVICES PRIVATE LIMITED
NEW DELHI

Sources of the Information

We have received the following information from the management of the Companies:

1. Proposed Draft Scheme of Amalgamation.
2. Valuation Report given by M/s Chhajed & Chhajed Co., Chartered Accountants, dated March 29, 2017.

Approach followed for valuation

The Transferor Company owns 48.35% equity shares of the Transferee Company and does not have any other assets and liabilities. Hence, pursuant to the proposed amalgamation, the indirect economic interest held by the shareholders of the Transferor Company (in the Transferee Company) would become direct economic interest in the Transferee Company without having any economic impact on the other shareholders. This is the basis for arriving at the consideration for the proposed amalgamation.

Fairness Opinion

We in the capacity of SEBI registered Merchant Banker do hereby certify that the report by M/s Chhajed & Chhajed Co., Chartered Accountants, Chartered Accountants for determining the consideration to be paid with respect to the proposed scheme of amalgamation for the proposed amalgamation of Crescita Enterprises Private Limited into DCM Limited (as mentioned below) is fair and reasonable.

"9030495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five Only) fully paid up equity shares of the face value of Rs. 10/- each of DCM against 9030495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five Only) fully paid up equity shares of face value of Rs 10/- each held by Crescita Enterprises Private Limited in DCM as on March 31, 2017 shall be issued and allotted to the equity shareholders of Crescita Enterprises Private Limited in proportion to their shareholding in Crescita Enterprises Private Limited.

"In the event Crescita Enterprises Private Limited holds more than 9030495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five Only) fully paid up equity shares of the face value of Rs. 10/- each of DCM without incurring any additional liability, such additional number of equity shares of DCM (if any) as may be held by Crescita Enterprises Private Limited in DCM in addition to 9030495 equity shares held by Crescita Enterprises Private Limited as on 31st March, 2017 shall also be issued and allotted to the equity shareholders of Crescita Enterprises Private Limited, in proportion of their holding in Crescita Enterprises Private Limited".

D AND A FINANCIAL SERVICES PRIVATE LIMITED NEW DELHI

"In the event Crescita Enterprises Private Limited holds less than 9030495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five Only) fully paid up equity shares of the face value of Rs. 10/- each of DCM on record date, such lower number of equity shares of DCM as would be held by Crescita Enterprises Private Limited as on the record date shall be issued and allotted to the equity shareholders of Crescita Enterprises Private Limited in proportion of their shareholding in Crescita Enterprises Private Limited."

Thanking You
For **D & A Financial Services (P) Limited**

(Priyaranjan)
Authorized Signatory

D AND A FINANCIAL SERVICES PRIVATE LIMITED NEW DELHI

SEBI Registration No. INM000011484

Date: May 08, 2017
Place: Mumbai

BSE
EXPERIENCE THE NEW

DCS/AMAL/AC/R37/921/2017-18 **September 22, 2017**

The Company Secretary
DCM LTD.
4, Rajendra Place, Vikrant Tower,
6th Floor, New Delhi ,Delhi ,110008.

Sir,

Sub: Observation letter regarding the Draft Scheme of Amalgamation between Crescita Enterprises Private Limited and DCM Limited.

We are in receipt of Draft Scheme of Amalgamation between Crescita Enterprises Private Limited and DCM Limited and their respective shareholders and creditors filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated September 22, 2017, has inter alia given the following comment(s) on the draft scheme of arrangement:

- **"Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, from the date of receipt of this letter is displayed on the websites of the listed company."**
- **"Company shall duly comply with various provisions of the Circulars."**
- **"Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT."**
- **"It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."**

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT. Further, pursuant to the above SEBI circulars, upon sanction of the Scheme by the Hon'ble NCLT, the listed company shall submit to the stock exchange the following:

- Copy of the NCLT approved Scheme;
- Result of voting by shareholders for approving the Scheme;
- Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme;
- Copy of the observation letter issued by all the Stock Exchanges where Company is listed;
- Status of compliance with the Observation Letter/s of the stock exchanges;
- The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- Complaints Report as per Annexure II of this Circular.
- Any other document/disclosure as informed by the Exchange.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,

Nitin Pujari
Sr. Manager

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

NIFTY 50 Stock of the nation

Ref: NSE/LIST/12143

September 25, 2017

The Company Secretary
DCM Limited
Vikrant Tower
4 Rajendra Place
6 floor
New Delhi - 110008

Kind Attn.: Mr. Yadvinder Goyal

Dear Sir,

Sub: Observation letter for draft Scheme of Amalgamation between Crescita Enterprises Private Limited and DCM Limited

This has reference to draft Scheme of Amalgamation between Crescita Enterprises Private Limited and DCM Limited, submitted to NSE vide letter dated June 16, 2017.

Based on our letter reference no Ref: NSE/LIST/11153 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, SEBI has vide letter dated September 22, 2017, has given the following comments on the draft Scheme of Amalgamation:

a. *Company shall ensure that additional information, if any, submitted by the company, after filing the scheme with the stock exchange, from the date of receipt of this letter is displayed on the website of the company.*

b. *The company shall duly comply with various provisions of the circular.*

c. *Company is advised that the observations of SEBI / Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*

d. *It is to be noted that the petitions are filed by the Company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the Company is not required to send notice for representation as mandated under section 230(5) of the Companies Act, 2013 to SEBI again for its comments/observations/representations.*

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of regulation 11 of SEBI (Listing Obligations and Disclosure Requirements)(LODR) Regulations, 2015, we hereby convey our "No-objection" in terms of Regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with the NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any

Regd. Office: Exchange Plaza, Plot No. C/1, G-Block, Bandra-Kurla Complex, Bandra (E), Mumbai 400 051, India
CIN: U67120MH1992PLC069769 Tel: +91 22 26598235/36, 26598346, 26598459/26598458 Web site: www.nseindia.com

contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement / Regulations, Guidelines issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from September 25, 2017, within which the Scheme shall be submitted to the NCLT. Further pursuant to the above cited SEBI circulars upon sanction of the Scheme by the NCLT, you shall submit to NSE the following:

a) Copy of Scheme as approved by the NCLT;
b) Result of voting by shareholders for approving the Scheme;
c) Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme,
d) Status of compliance with the Observation Letter/s of the stock exchanges.
e) The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
f) Complaints Report as per SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017.

Yours faithfully,
For National Stock Exchange of India Ltd.

Divya Poojari
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm

Regd. Office: Exchange Plaza, Plot No. C/1, G-Block, Bandra-Kurla Complex, Bandra (E), Mumbai 400 051, India
CIN: U67120MH1992PLC069769 Tel: +91 22 26598235/36, 26598346, 26598459/26598458 Web site: www.nseindia.com

ANNEXURE - F

DCM
LIMITED

August 3, 2017

To
The General Manager
Department of Corporate Services
BSE Limited,
P.J. Towers, Dalal Street
Mumbai – 400 051

Dear Sir,

Sub: Submission of Complaints Report for the proposed Scheme of Amalgamation between DCM Limited and Crescita Enterprises Private Limited ("Scheme")

This is in reference to Application No-56247 dated 15.06.2017 ("Application") which relates to the Scheme of Amalgamation between DCM Limited and Crescita Enterprises Private Limited ("Scheme") and their respective shareholders and creditors.

We are enclosing herewith the Complaints Report as per Para I A(6) of SEBI Circular No. CFD/ DIL3/ CIR/ 2017/ 21 dated March 10, 2017, for your kind perusal.

Thanking you
For **DCM Limited**

Yadvinder Goyal
Company Secretary

Encl. As above.

e-mail id: inves[illegible]m.in

Registered Office :
Vikrant Tower, 4, Rajendra Place, New Delhi-110008
Phone : (011) 25719967 Fax : (011) 25765214
CIN: L74899DL1889PLC000004 Website: www.dcm.in E-mail: dcmltd@dcm.in

DCM
LIMITED

Complaints Report

Part A

S No	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Not applicable
5.	Number of complaints pending	Not applicable

Part B

S No	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	Not Applicable		
2.			
3.			

For **DCM Limited**

DCM LIMITED NEW DELHI

Yadvinder Goyal
Company Secretary

Date: August 3, 2017

e-mail id: investors@dcm.in

Registered Office :
Vikrant Tower, 4, Rajendra Place, New Delhi-110008
Phone : (011) 25719967 Fax : (011) 25765214
CIN: L74899DL1889PLC000004 Website: www.dcm.in E-mail: dcmltd@dcm.in

DCM
LIMITED

August 11, 2017

To
Listing Department
National Stock Exchange of India Limited,
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051

Dear Sir,

Sub: Submission of Complaints Report for the proposed Scheme of Amalgamation between DCM Limited and Crescita Enterprises Private Limited ("Scheme")

This is in reference to Application No-12143 dated 17.06.2017 ("Application") which relates to the Scheme of Amalgamation between DCM Limited and Crescita Enterprises Private Limited ("Scheme") and their respective shareholders and creditors.

We are enclosing herewith the Complaints Report as per Para I A(6) of SEBI Circular No. CFD/ DIL3/ CIR/ 2017/ 21 dated March 10, 2017, for your kind perusal.

Thanking you
For **DCM Limited**

DCM LIMITED NEW DELHI

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: dcmltd@dcm.in
e-mail id: investors@dcm.in

DCM
LIMITED

Complaints Report

Part A

S No	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Not applicable
5.	Number of complaints pending	Not applicable

Part B

S No	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	Not Applicable		
2.			
3.			

For **DCM Limited**

Yadvinder Goyal
Company Secretary

Date: August 11, 2017

Registered Office :
Vikrant Tower, 4, Rajendra Place, New Delhi-110008
Phone : (011) 25719967 Fax : (011) 25765214
CIN: L74899DL1889PLC000004 Website: www.dcm.in E-mail: dcmltd@dcm.in
e-mail id: investors@dcm.in

ANNEXURE - G

DCM
LIMITED

REPORT OF DIRECTORS

(Pursuant to Sub-section (2) of Section 232 of the Companies Act, 2013)

1. The Scheme of Amalgamation between Crescita Enterprises Private Limited ("Transferor Company") into and with DCM Limited ("Transferee Company") and their respective Shareholders and Creditors ("Scheme") under section 230 to 232 of the Companies Act, 2013 provides for amalgamation of Transferor Company into & with Transferee Company.

2. The Board of Directors of the Transferee Company at its meeting held on March 31, 2017 had approved the Scheme.

3. The provisions of Section 232(2)(c) of the Companies Act, 2013 requires the directors to adopt a report explaining (i) the effect of the arrangement under the Scheme on each class of shareholders, promoter and non-promoter shareholders and key managerial personnel; and (ii) laying out in particular the share exchange ratio, specifying any special valuation difficulties and the same is required to be circulated to the shareholders and creditors.

4. This report of the Board of Directors is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.

5. **Description of Crescita Enterprises Private Limited**

Crescita Enterprises Private Limited is incorporated as a Private Limited Company under the provisions of the Companies Act, 2013 with its registered office in Delhi. The Corporate Identity Number (CIN) of Crescita Enterprises Private Limited is U74999DL2017PTC314190. Transferor Company is holding 90,30,495 equity shares aggregating to 48.35% of the total equity share capital of Transferee Company.

Transferor Company was incorporated with the object of businesses in Textiles, Grey Iron Casting, Real Estate and IT Services.

The share capital structure of the Transferor Company as on December 31, 2017 is as under:

Particulars	Amount (in Rs.)
Authorised Share Capital	
5,000 Equity Shares of Rs.10/- each	50,000
Total Authorised Share Capital	**50,000**
Issued, Subscribed and Paid-up Share Capital	
5,000 Equity Shares of Rs.10/- each	50,000
Total Paid-up Share Capital	**50,000**

There has been no change in the above capital structure of the Transferor Company after December 31, 2017 till date.

DCM LIMITED NEW DELHI

Registered Office :
Vikrant Tower, 4, Rajendra Place, New Delhi-110008
Phone : (011) 25719967 Fax : (011) 25765214
CIN: L74899DL1889PLC000004 Website: www.dcm.in E-mail: dcmltd@dcm

The shareholding pattern of the Transferor Company as on December 31, 2017 is as follows:

S. No.	Name of Shareholders	Number of shares	Percentage%
1	Dr. Vinay Bharat Ram	4,999	99.98
2	Mr. Sumant Bharat Ram	1	0.02
	Total	**5,000**	**100.00**

6. Description of DCM Limited

DCM Limited ('Transferee Company'), a Public Listed Company, having CIN L74899DL1889PLC000004 and PAN – AAACD1012E, was originally incorporated on March 26, 1889 under the name and style of The Delhi Cloth and General Mills Company which was changed to DCM Limited with effect from October 6, 1983. The registered office of DCM Ltd is situated at Vikrant Tower, 4, Rajendra Place, New Delhi - 110008.

DCM Limited is currently engaged in four business segments i.e. Textile, Grey Iron Casting, Real Estate and IT Services. Its businesses inter-alia include manufacturing and/ or dealing in cotton yarns, threads and various other cotton textile and clothing related materials; manufacturing and supply of grey iron castings in automotive markets, real estate development, provision of services in IT Infrastructure management encompassing system administration, storage management, backup recovery, disaster management, databases, etc. Equity shares of DCM Ltd are listed on the National Stock Exchange of India Ltd and BSE Limited.

The share capital structure of the Transferee Company as on December 31, 2017 is as under:

Particulars	Amount (in Rs.)
Authorized Share Capital	
8,39,99,000 Equity Shares of Rs.10/- each	83,99,90,000
100 13.50% Redeemable Cumulative preference shares of Rs. 100 each	10,000
3,20,000 9.5% 6th Cumulative redeemable preference shares of Rs. 25 each	80,00,000
36,80,000 preference shares of Rs.25 each	9,20,00,000
10,00,000 cumulative convertible preference shares of Rs. 100 each	10,00,00,000
Total Authorised Share capital	**1,04,00,00,000**
Issued, Subscribed and Paid-up Share Capital	
1,86,77,749 Equity Shares of Rs.10/- each Less: Calls in arrears by others	18,67,77,490 (31,175)
Total Paid up Share Capital	**18,67,46,315**

DCM LIMITED NEW DELHI

There has been no change in the above capital structure of the Transferee Company after December 31, 2017 till date.

The shareholding pattern of the Transferee Company as on December 31, 2017 is as follows:

S. No.	Shareholders	Number of shares	Percentage%
Promoters & Promoter Group			
1	Individuals	36,089	0.19
2	Bodies Corporate	90,30,495	48.35
Total Promoter & Promoter Group		90,66,584	48.54
Public		96,11,165	51.46
Total		**1,86,77,749**	**100.00**

7. Rationale of the Scheme

The Transferor Company holds 48.35% equity shareholding in the Transferee Company as of March 31, 2017. The Transferor Company's equity share capital as of March 31, 2017 is substantially (99.99%) held by the promoter of Transferee Company (i.e. Dr. Vinay Bharat Ram).

The amalgamation of the Transferor Company into the Transferee Company is being undertaken to, *inter alia*, simplify the shareholding structure and reduce shareholding tiers, optimize administrative costs, demonstrate the promoter group's direct commitment to and engagement with the Transferee Company and to hold equity shares directly in the Transferee Company.

8. Key features of the Scheme

a. The Appointed Date for the Scheme is March 31, 2017 or such other date as may be fixed by the National Company Law Tribunal or any other appropriate authority.

b. Pursuant to scheme coming into effect, shares of Transferee Company shall be issued to the shareholders of Transferor Company as per following share exchange ratio, provided in the Share Entitlement Report of an independent valuer, namely, M/s. Chhajed & Chhajed Co, Chartered Accountants.

   "90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid up Equity Shares of the face value of Rs.10 (Rupees Ten) each of DCM against 90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid-up equity shares of Rs. 10 (Ten) each held by Crescita in DCM as on March 31, 2017 shall be issued and allotted to the equity shareholders of Crescita in proportion to their shareholding in Crescita"

DCM LIMITED NEW DELHI

"In the event Crescita holds more than 90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid-up equity shares of DCM without incurring any additional liability, such additional number of equity shares of DCM (if any) as may be held by Crescita in DCM in addition to 90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid up equity shares held by Crescita in DCM as on March 31, 2017 shall also be issued and allotted to the equity shareholders of Crescita, in proportion of their holdings in Crescita"

In the event Crescita holds less than 90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid-up equity shares of DCM on the Record Date, such lower number of shares of DCM as would be held by Crescita as on the Record Date shall be issued and allotted to the equity shareholders of Crescita, in proportion of their holdings in Crescita.

c. The Scheme is subject to the approval of Shareholders and Creditors of the Transferee Company and the Transferor Company and the sanction by the National Company Law Tribunal.

9. The Scheme is considered to be in the interest of the shareholders, creditors and employees of the Transferee Company and the Transferor Company.

10. Share Entitlement Ratio

M/s. Chhajed & Chhajed Co, Chartered Accountants, has provided Report dated March 29, 2017 on allotment of equity shares of DCM Limited to the shareholders of Crescita Enterprises Private Limited as consideration for amalgamation of Crescita Enterprises Pvt. Limited into DCM Limited.

By virtue of issue of equity shares pursuant to the proposed amalgamation, the indirect economic interest held by the shareholders of the Transferor Company (in the Transferee Company) would become direct economic interest in the Transferee Company without having any economic impact on the other shareholders. Further, since the Transferor Company does not have any assets/liabilities, which would have any material impact, apart from 90,30,495 equity shares of the Transferee Company, there would be no difference in financial and operational position of the Transferee Company. Hence, allotment of equity shares of the Transferee Company to the shareholders of the Transferor Company pursuant to the proposed amalgamation, as mentioned above, appear fair and appropriate.

D & A Financial Services Pvt. Limited, vide its Fairness Opinion Report dated March 31, 2017 has opined that report of M/s. Chhajed & Chhajed Co, Chartered Accountants for determining consideration to be paid with respect to the proposed scheme of amalgamation of Crescita Enterprises Private Limited into & with DCM Limited is fair and reasonable.

DCM LIMITED NEW DELHI

The Board of Directors of the Transferee Company have adopted the said Share entitlement report and the fairness opinion report at their meeting held on March 31, 2017.

11. The expected shareholding pattern of the Transferee Company and Transferor Company post Amalgamation

Expected shareholding pattern of the Transferee Company post Amalgamation is as below:

S. No.	Shareholders	Number of shares	Percentage%
Promoter & Promoter Group			
1	Individuals	90,66,584	48.54
2	Bodies Corporate	-	-
Total Promoter & Promoter Group		90,66,584	48.54
Public		96,11,165	51.46
Total		**1,86,77,749**	**100.00**

Expected shareholding pattern of the Transferor Company post Amalgamation is as below:

Not Applicable. As upon the Scheme coming into effect, the Transferor Company shall, without any further act or deed, stand dissolved without being wound up.

12. Directors and Key Managerial Personnel

The list of Directors of the Transferor Company as on date is as under:

S.No.	Name	Designation	Shares held
1	Dr. Vinay Bharat Ram	Director	4,999
2	Mr. Sumant Bharat Ram	Director	1
3	Mr. Pawan Kumar Gupta	Director	Nil

The list of Key Managerial Personnel of the Transferor Company as on date is as under:

Name	Designation	Shares held
NIL At present, Resulting Company is not required to appoint any KMP		

DCM LIMITED NEW DELHI

The list of Directors of the Transferee Company as on date is as under:

S.No.	Name	Designation	Shares held
1	Dr. Vinay Bharat Ram	Chairman & Managing Director	6,525
2	Mr. Jitendra Tuli	Non-Executive Director	Nil
3	Mr. Bipin Maira	Independent Director	Nil
4	Prof. Sudhir Kumar Jain	Independent Director	Nil
5	Mr. Ravi Vira Gupta	Independent Director	Nil
6	Dr. Meenakshi Nayar	Independent Director	100
7	Mr. Narendra Pal Chawla	Nominee Director	Nil
8	Mr. Chandra Mohan	Independent Director	Nil
9	Mr. L Lakshman	Independent Director	Nil
10	Dr. Raghupati Singhania	Independent Director	Nil
11	Mr. Dinesh Dhiman	Executive Director (Engineering Operation)	Nil
12	Mr. Sushil Kapoor	Executive Director (Engineering Business)	Nil

The list of Key Managerial Personnel of the Transferee Company as on date is as under:

S.No.	Name	Designation	Shares held
1	Dr. Vinay Bharat Ram	Chairman & Managing Director	6,525
2	Mr. Dinesh Dhiman	Executive Director (Engineering Operation)	Nil
3	Mr. Sushil Kapoor	Executive Director (Engineering Business)	Nil
4	Mr. Sumant Bharat Ram	Chief Executive & Financial Officer	12,000
5	Mr. Hemant Bharat Ram	President (Textiles)	Nil
6	Mr. Rakesh Goel	CEO - Textile Division	Nil
7	Mr. Varun Sarin	Chief of Operations & Finance - IT Division	Nil
8	Mr. Yadvinder Goyal	Company Secretary	Nil

Dr. Vinay Bharat Ram, Chairman & Managing Director of the Transferee Company and Mr. Sumant Bharat Ram, Chief Executive & Financial Officer of the Transferee Company, being Whole-Time Key Managerial Personnel of the Transferee Company are interested in Transferor Company as directors and have 100% shareholding interest in Transferor Company. The Transferor Company directly holds 48.35% in Transferee Company. The said Whole-time Key Managerial Personnel are promoters of the Transferee Company and hold 48.54% paid-up share capital in Transferee Company

DCM LIMITED NEW DELHI

through themselves, their relatives and Transferor Company. Mr. Hemant Bharat Ram, President (Textiles) is whole-time key managerial personnel of the Transferee Company and being relative of aforesaid key managerial personnel is also deemed to be interested in the Scheme.

Except as stated above, no other Director, Key Managerial Personnel and their Relative of Transferee Company and Transferor Company is interested or concerned, financially or otherwise in the Scheme.

The effect of the proposed Scheme of Amalgamation on the shareholders, promoter and non-promoter shareholders and key managerial personnel of Transferee Company is summarized as below:

S. No.	Parties	Effect of the Compromise or arrangement
1	Shareholders	No effect (to be read together with point nos. -2&3 below)
2	Promoters Shareholders	No effect. By virtue of allotment of shares of Transferee Company to the shareholders of Transferor Company the same number of shares held by the Transferor Company in the Transferee Company, the economic interest held by the Transferor Company in the shares of Transferee Company would become economic interest of the shareholders of Transferor Company without having any economic impacts on the other shareholders of the Transferee Company.
3	Non-promoter Shareholders	
4	Key Managerial personnel	No effect

13. This report has been approved by the Board of Directors of Transferee Company at its meeting held on February 8, 2018.

For and on Behalf of the Board
For DCM Limited

DCM LIMITED

Bipin Maira
Director
DIN: 05127804

Place : New Delhi
Date : February 8, 2018

ANNEXURE - H

Crescita Enterprises Private Limited

REPORT OF DIRECTORS

(Pursuant to Sub-section (2) of Section 232 of the Companies Act, 2013)

1. The Scheme of Amalgamation between Crescita Enterprises Private Limited ("Transferor Company") into and with DCM Limited ("Transferee Company") and their respective Shareholders and Creditors ("Scheme") under section 230 to 232 of the Companies Act, 2013 provides for amalgamation of Transferor Company into & with Transferee Company.

2. The Board of Directors of the Transferor Company at its meeting held on March 31, 2017 had approved the Scheme.

3. The provisions of Section 232(2)(c) of the Companies Act, 2013 requires the directors to adopt a report explaining (i) the effect of the arrangement under the Scheme on each class of shareholders, promoter and non-promoter shareholders and key managerial personnel; and (ii) laying out in particular the share exchange ratio, specifying any special valuation difficulties and the same is required to be circulated to the shareholders and creditors.

4. This report of the Board of Directors is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.

5. Description of Crescita Enterprises Private Limited

   Crescita Enterprises Private Limited is incorporated as a Private Limited Company under the provisions of the Companies Act, 2013 with its registered office in Delhi. The Corporate Identity Number (CIN) of Crescita Enterprises Private Limited is U74999DL2017PTC314190. Transferor Company is holding 90,30,495 equity shares aggregating to 48.35% of the total equity share capital of Transferee Company.

   Transferor Company was incorporated with the object of businesses in Textiles, Grey Iron Casting, Real Estate and IT Services.

   The share capital structure of the Transferor Company as on December 31, 2017 is as under:

Particulars	Amount (in Rs.)
Authorised Share Capital	
5,000 Equity Shares of Rs.10/- each	50,000
Total Authorised Share Capital	**50,000**
Issued, Subscribed and Paid-up Share Capital	
5,000 Equity Shares of Rs.10/- each	50,000
Total Paid-up Share Capital	**50,000**

   There has been no change in the above capital structure of the Transferor Company after December 31, 2017 till date.

Crescita Enterprises Private Limited New Delhi

Registered Office : 1069, First floor, Plaza-I,Central Square Complex, 20, Manohar Lal Khurana Marg, Bara Hindu Rao Delhi – 110006
CIN: U74999DL2017PTC314190 E-mail:crescita2017@gmail.com Phone No: +91-11-25719967

The shareholding pattern of the Transferor Company as on December 31, 2017 is as follows:

S.No.	Name of Shareholders	Number of shares	Percentage%
1	Dr. Vinay Bharat Ram	4,999	99.98
2	Mr. Sumant Bharat Ram	1	0.02
Total		**5,000**	**100.00**

6. Description of DCM Limited

DCM Limited ('Transferee Company'), a Public Listed Company, having CIN L74899DL1889PLC000004 and PAN – AAACD1012E, was originally incorporated on March 26, 1889 under the name and style of The Delhi Cloth and General Mills Company which was changed to DCM Limited with effect from October 6, 1983. The registered office of DCM Ltd is situated at Vikrant Tower, 4, Rajendra Place, New Delhi - 110008.

DCM Limited is currently engaged in four business segments i.e. Textile, Grey Iron Casting, Real Estate and IT Services. Its businesses inter-alia include manufacturing and/ or dealing in cotton yarns, threads and various other cotton textile and clothing related materials; manufacturing and supply of grey iron castings in automotive markets, real estate development, provision of services in IT Infrastructure management encompassing system administration, storage management, backup recovery, disaster management, databases, etc. Equity shares of DCM Ltd are listed on the National Stock Exchange of India Ltd and BSE Limited.

The share capital structure of the Transferee Company as on December 31, 2017 is as under:

Particulars	Amount (in Rs.)
Authorized Share Capital	
8,39,99,000 Equity Shares of Rs.10/- each	83,99,90,000
100 13.50% Redeemable Cumulative preference shares of Rs. 100 each	10,000
3,20,000 9.5% 6th Cumulative redeemable preference shares of Rs. 25 each	80,00,000
36,80,000 preference shares of Rs.25 each	9,20,00,000
10,00,000 cumulative convertible preference shares of Rs. 100 each	10,00,00,000
Total Authorised Share capital	**1,04,00,00,000**
Issued, Subscribed and Paid-up Share Capital	
1,86,77,749 Equity Shares of Rs.10/- each Less: Calls in arrears by others	18,67,77,490 (31,175)
Total Paid up Share Capital	**18,67,46,315**

Crescita Enterprises Private Limited New Delhi

There has been no change in the above capital structure of the Transferee Company after December 31, 2017 till date.

The shareholding pattern of the Transferee Company as on December 31, 2017 is as follows:

S.No.	Shareholders	Number of shares	Percentage%
Promoters & Promoter Group			
1	Individuals	36,089	0.19
2	Bodies Corporate	90,30,495	48.35
Total Promoter & Promoter Group		90,66,584	48.54
Public		96,11,165	51.46
Total		**1,86,77,749**	**100.00**

7. Rationale of the Scheme

The Transferor Company holds 48.35% equity shareholding in the Transferee Company as of March 31, 2017. The Transferor Company's equity share capital as of March 31, 2017 is substantially (99.99%) held by the promoter of Transferee Company (i.e. Dr. Vinay Bharat Ram).

The amalgamation of the Transferor Company into the Transferee Company is being undertaken to, *inter alia*, simplify the shareholding structure and reduce shareholding tiers, optimize administrative costs, demonstrate the promoter group's direct commitment to and engagement with the Transferee Company and to hold equity shares directly in the Transferee Company.

8. Key features of the Scheme

a. The Appointed Date for the Scheme is March 31, 2017 or such other date as may be fixed by the National Company Law Tribunal or any other appropriate authority.

b. Pursuant to scheme coming into effect, shares of Transferee Company shall be issued to the shareholders of Transferor Company as per following share exchange ratio, provided in the Share Entitlement Report of an independent valuer, namely, M/s. Chhajed & Chhajed Co, Chartered Accountants.

"90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid up Equity Shares of the face value of Rs.10 (Rupees Ten) each of DCM against 90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid-up equity shares of Rs. 10 (Ten) each held by Crescita in DCM as on March 31, 2017 shall be issued and allotted to the equity shareholders of Crescita in proportion to their shareholding in Crescita"

Crescita Enterprises Private Limited New Delhi

"In the event Crescita holds more than 90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid-up equity shares of DCM without incurring any additional liability, such additional number of equity shares of DCM (if any) as may be held by Crescita in DCM in addition to 90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid up equity shares held by Crescita in DCM as on March 31, 2017 shall also be issued and allotted to the equity shareholders of Crescita, in proportion of their holdings in Crescita"

In the event Crescita holds less than 90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid-up equity shares of DCM on the Record Date, such lower number of shares of DCM as would be held by Crescita as on the Record Date shall be issued and allotted to the equity shareholders of Crescita, in proportion of their holdings in Crescita.

c. The Scheme is subject to the approval of Shareholders and Creditors of the Transferee Company and the Transferor Company and the sanction by the National Company Law Tribunal.

9. The Scheme is considered to be in the interest of the shareholders, creditors and employees of the Transferee Company and the Transferor Company.

10. Share Entitlement Ratio

M/s. Chhajed & Chhajed Co, Chartered Accountants, has provided Report dated March 29, 2017 on allotment of equity shares of DCM Limited as consideration for amalgamation of Crescita Enterprises Pvt. Limited into DCM Limited.

By virtue of issue of equity shares pursuant to the proposed amalgamation, the indirect economic interest held by the shareholders of the Transferor Company (in the Transferee Company) would become direct economic interest in the Transferee Company without having any economic impact on the other shareholders. Further, since the Transferor Company does not have any assets/liabilities, which would have any material impact, apart from 90,30,495 equity shares of the Transferee Company, there would be no difference in financial and operational position of the Transferee Company. Hence, allotment of equity shares of the Transferee Company to the shareholders of the Transferor Company pursuant to the proposed amalgamation, as mentioned above, appear fair and appropriate.

D & A Financial Services Pvt. Limited, vide its Fairness Opinion Report dated March 31, 2017 has opined that report of M/s. Chhajed & Chhajed Co, Chartered Accountants for determining consideration to be paid with respect to the proposed scheme of amalgamation of Crescita Enterprises Private Limited into & with DCM Limited is fair and reasonable.

The Board of Directors of the Transferee Company have adopted the said Share entitlement report and the fairness opinion report at their meeting held on March 31, 2017.

Crescita Enterprises Private Limited New Delhi

11. The expected shareholding pattern of the Transferee Company and Transferor Company post Amalgamation

Expected shareholding pattern of the Transferee Company post Amalgamation is as below:

S. No.	Shareholders	Number of shares	Percentage%
Promoter & Promoter Group			
1	Individuals	90,66,584	48.54
2	Bodies Corporate	-	-
Total Promoter & Promoter Group		90,66,584	48.54
Public		96,11,165	51.46
Total		**1,86,77,749**	**100.00**

Expected shareholding pattern of the Transferor Company post Amalgamation is as below:

Not Applicable. As upon the Scheme coming into effect, the Transferor Company shall, without any further act or deed, stand dissolved without being wound up.

12. Directors and Key Managerial Personnel

The list of Directors of the Transferor Company as on date is as under:

S.No.	Name	Designation	Shares held
1	Dr. Vinay Bharat Ram	Director	4,999
2	Mr. Sumant Bharat Ram	Director	1
3	Mr. Pawan Kumar Gupta	Director	Nil

The list of Key Managerial Personnel of the Transferor Company as on date is as under:

Name	Designation	Shares held
NIL At present, Resulting Company is not required to appoint any KMP		

Crescita Enterprises Private Limited New Delhi

The list of Directors of the Transferee Company as on date is as under:

S.No.	Name	Designation	Shares held
1	Dr. Vinay Bharat Ram	Chairman & Managing Director	6,525
2	Mr. Jitendra Tuli	Non Executive Director	Nil
3	Mr. Bipin Maira	Independent Director	Nil
4	Prof. Sudhir Kumar Jain	Independent Director	Nil
5	Mr. Ravi Vira Gupta	Independent Director	Nil
6	Dr. Meenakshi Nayar	Independent Director	100
7	Mr. Narendra Pal Chawla	Nominee Director	Nil
8	Mr. Chandra Mohan	Independent Director	Nil
9	Mr. L Lakshman	Independent Director	Nil
10	Dr. Raghupati Singhania	Independent Director	Nil
11	Mr. Dinesh Dhiman	Executive Director (Engineering Operation)	Nil
12	Mr. Sushil Kapoor	Executive Director (Engineering Business)	Nil

The list of Key Managerial Personnel of the Transferee Company as on date is as under:

S.No.	Name	Designation	Shares held
1	Dr. Vinay Bharat Ram	Chairman & Managing Director	6,525
2	Mr. Dinesh Dhiman	Executive Director (Engineering Operation)	Nil
3	Mr. Sushil Kapoor	Executive Director (Engineering Business)	Nil
4	Mr. Sumant Bharat Ram	Chief Executive & Financial Officer	12,000
5	Mr. Hemant Bharat Ram	President (Textiles)	Nil
6	Mr. Rakesh Goel	CEO - Textile Division	Nil
7	Mr. Varun Sarin	Chief of Operations & Finance - IT Division	Nil
8	Mr. Yadvinder Goyal	Company Secretary	Nil

Dr. Vinay Bharat Ram, Chairman & Managing Director of the Transferee Company and Mr. Sumant Bharat Ram, Chief Executive & Financial Officer of the Transferee Company, being Whole-Time Key Managerial Personnel of the Transferee Company are interested in Transferor Company as directors and have 100% shareholding interest in Transferor Company. The Transferor Company directly holds 48.35% in Transferee Company. The said Whole-

Crescita Enterprises Private Limited New Delhi

time Key Managerial Personnel are promoters of the Transferee Company and hold 48.54% paid-up share capital in Transferee Company through themselves, their relatives and Transferor Company. Mr. Hemant Bharat Ram, President (Textiles) is whole-time key managerial personnel of the Transferee Company and being relative of aforesaid key managerial personnel is also deemed to be interested in the Scheme.

Except as stated above, no other Director, Key Managerial Personnel and their Relative of Transferee Company and Transferor Company is interested or concerned, financially or otherwise in the Scheme.

The effect of the proposed Scheme of Amalgamation on the shareholders, promoter and non-promoter shareholders and key managerial personnel of Transferor Company is summarized as below:

S. No.	Parties	Effect of the Compromise or arrangement
1	Shareholders	No effect (to be read together with point nos. -2&3 below)
2	Promoters Shareholders	No effect. By virtue of allotment of shares of Transferee Company to the shareholders of Transferor Company the same number of shares held by the Transferor Company in the Transferee Company, the economic interest held by the Transferor Company in the shares of Transferee Company would become economic interest of the shareholders of Transferor Company without having any economic impacts on the other shareholders of the Transferee Company.
3	Non-promoter Shareholders	Not Applicable
4	Key Managerial Personnel	Not Applicable

13. This report has been approved by the Board of Directors of Transferor Company at its meeting held on February 8, 2018.

For and on Behalf of the Board
For Crescita Enterprises Private Limited

Crescita Enterprises Private Limited New Delhi

Pawan Kumar Gupta
Director
DIN:05172941

Place : New Delhi
Date : February 8, 2018

B S R & Co. LLP

Chartered Accountants

Building No.10, 8th Floor, Tower-B
DLF Cyber City, Phase - II
Gurugram - 122 002, India

Telephone: + 91 124 719 1000
Fax: + 91 124 235 8613

Review report to the Board of Directors of DCM Limited

1. We have reviewed the accompanying statement of unaudited standalone financial results ("the financial results") of DCM Limited ('the Company') for the quarter and nine months ended 31 December 2017, attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and SEBI Circular dated 5 July 2016. The financial results are the responsibility of the Company's Management and have been approved by the Board of Directors on 8 February 2018. Our responsibility is to issue a report on these financial results based on our review.

2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial results are free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying financial results, prepared in accordance with the applicable Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies, have not disclosed the information required to be disclosed in terms of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Securities and Exchange Board of India Circular dated 5 July 2016 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **B S R & Co. LLP**
Chartered Accountants
Firm Registration Number: 101248W/W-100022

Adhir Kapoor
Partner
Membership number: 098297

Place: New Delhi
Date: 8 February 2018

B S R & Co. (a partnership firm with Registration No. BA61223) converted into B S R & Co. LLP (a Limited Liability Partnership with LLP Registration No. AAB-8181) with effect from October 14, 2013

Registered Office:
5th Floor, Lodha Excelus
Apollo Mills Compound
N.M. Joshi Marg, Mahalaxmi
Mumbai - 400 011

DCM LIMITED
Regd. Office: Vikrant Tower, 4 Rajendra Place, New Delhi - 110 008
CIN: L74899DL1889PLC000004

STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2017

(Rupees in Lacs)

S. No.		Particulars	Quarter ended 31.12.2017	Preceding quarter ended 30.09.2017	Corresponding quarter ended 31.12.2016	Nine months ended 31.12.2017	Corresponding nine months ended 31.12.2016
			Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
1		**Revenue**					
	(a)	Revenue from operations	21,480	24,874	26,268	71,930	73,092
	(b)	Other income	383	185	163	694	570
		Total revenue	**21,863**	**25,059**	**26,431**	**72,624**	**73,662**
2		**Expenses**					
	(a)	Cost of materials consumed	11,794	14,071	12,904	40,423	37,244
	(b)	Changes in inventories of finished goods and work in progress	1,020	738	1,735	511	(1,174)
	(c)	Excise duty	-	-	932	1,126	3,025
	(d)	Employee benefits expense	2,869	3,389	3,329	9,776	10,237
	(e)	Finance costs	589	606	743	1,956	2,233
	(f)	Depreciation and amortization	924	901	919	2,768	2,736
	(g)	Other expenses	5,486	7,320	6,492	19,719	19,959
		Total expenses	**22,682**	**27,025**	**27,054**	**76,279**	**74,260**
3		**Profit/ (loss) before exceptional items and tax**	**(819)**	**(1,966)**	**(623)**	**(3,655)**	**(598)**
4		Exceptional Items (refer note 4)	-	-	775	-	775
5		**Profit/ (loss) before tax**	**(819)**	**(1,966)**	**152**	**(3,655)**	**177**
6		**Tax expense**					
		Current tax	-	-	43	-	67
		Tax adjustment relating to prior periods	(2)	(1)	3	(2)	3
		Total tax expense	**(2)**	**(1)**	**46**	**(2)**	**70**
7		**Profit/(loss) for the period**	**(817)**	**(1,965)**	**106**	**(3,653)**	**107**
8		**Other comprehensive income**					
	(a)	Items that will not be reclassified to profit or loss					
		Net actuarial losses on defined benefit plans	(37)	(38)	(37)	(112)	(112)
	(b)	Items that will be reclassified to profit or loss					
		Exchange difference in translating financial statements of foreign operations	(13)	9	21	(12)	26
9		**Total comprehensive income for the period**	**(867)**	**(1,994)**	**90**	**(3,777)**	**21**
10		Paid up equity share capital (Face value Rs. 10 each)	1,867	1,867	1,867	1,867	1,867
11		**Earnings per equity share (Par value Rs. 10/- each)**					
		Basic and diluted (Rs.)	(4.37)	(10.52)	0.57	(19.56)	0.57

DCM LIMITED NEW DELHI

DCM LIMITED
Regd. Office: Vikraat Tower, 4 Rajendra Place, New Delhi - 110 008
CIN: L74899DL1889PLC000004

STANDALONE SEGMENT WISE INFORMATION FOR THE QUARTER AND NINE MONTHS ENDED DECEMEBR 31, 2017

(Rupees in Lacs)

Sr. No.	Particulars	Quarter ended 31.12.2017	Preceding quarter ended 30.09.2017	Corresponding quarter ended 31.12.2016	Nine months ended 31.12.2017	Corresponding nine months ended 31.12.2016
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
1	**Segment revenue**					
	a) Textile	15,506	14,888	16,459	44,855	41,886
	b) IT Services	965	1,107	1,398	3,435	4,651
	c) Real Estate	-	-	-	-	-
	d) Grey Iron Casting	5,009	8,879	8,411	23,640	26,555
	Total	**21,480**	**24,874**	**26,268**	**71,930**	**73,092**
	Less : Inter segment revenues	-	-	-	-	-
	Net revenue from operations	**21,480**	**24,874**	**26,268**	**71,930**	**73,092**
2	**Segment results (Profit before tax and interest from ordinary activities)**					
	a) Textile	1,015	(155)	922	1,303	2,790
	b) IT Services	(7)	27	138	103	493
	c) Real Estate (refer note 4)	-	-	775	-	775
	d) Grey Iron Casting	(1,287)	(1,106)	(798)	(2,732)	(1,309)
	Total	**(279)**	**(1,234)**	**1,037**	**(1,326)**	**2,749**
	Less : I) Finance costs	(589)	(606)	(743)	(1,956)	(2,233)
	: II) Un-allocable expenditure net of un-allocable income/(expenditure)	49	(126)	(142)	(373)	(339)
	Profit/(loss) before tax	**(819)**	**(1,966)**	**152**	**(3,655)**	**177**
3	**Segment assets**					
	a) Textile	30,705	26,624	31,903	30,705	31,903
	b) IT Services	2,644	2,786	2,763	2,644	2,763
	c) Real Estate	25	25	25	25	25
	d) Grey Iron Casting	14,295	18,200	19,875	14,295	19,875
	Total segment assets	**47,669**	**47,635**	**54,566**	**47,669**	**54,566**
	Others un-allocated	7,245	7,951	7,739	7,245	7,739
	Total assets	**54,914**	**55,586**	**62,305**	**54,914**	**62,305**
4	**Segment liabilities**					
	a) Textile	2,628	2,614	2,108	2,628	2,108
	b) IT Services	500	593	574	500	574
	c) Real Estate	23	23	23	23	23
	d) Grey Iron Casting	6,958	8,292	7,548	6,958	7,548
	Total segment liabilities	**10,109**	**11,522**	**10,253**	**10,109**	**10,253**
	Others un-allocated	1,367	1,331	1,202	1,367	1,202
	Total liabilities	**11,476**	**12,853**	**11,455**	**11,476**	**11,455**

DCM LIMITED NEW DELHI

1. This Statement has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS), prescribed under Section 133 of the Companies Act, 2013, and other recognised accounting practices and policies to the extent applicable. Beginning April 1, 2017, the Company has for the first time adopted Ind AS with a transition date of April 1, 2016 and accordingly results for the quarter and nine months ended December 31, 2017 and December 31, 2016 have been prepared in accordance with Ind AS.

2. The statement does not include Ind AS-compliant results for the previous year ended 31 March 2017, as the same are not mandatory as per SEBI's circular dated July 5, 2016.

3. The statutory auditor have carried out a "Limited Review" of the financial results for the quarter and nine months ended December 31, 2017.

4. Exceptional items for the quarter and nine months ended December 31, 2016 represents the recovery of amount from jointly controlled entity pursuant to the settlement reached by the Company.

5. The reconciliation of net profit reported in accordance with Indian GAAP to total comprehensive income in accordance with Ind AS for the quarter and nine months ended December 31, 2016 is given below:

(Rupees in lacs)

Particulars	**Quarter ended 31.12.2016**	**Nine months ended 31.12.2016**
Profit after tax as reported under previous GAAP	220	115
Add/ (less):-		
- Impact of measuring investment at fair value	2	5
- Provision for expected credit loss	10	32
- Capitalization of tooling income and lease of tooling and moulds	(2)	(4)
- Reclassification of actuarial loss arising in respect of defined benefit plan to other comprehensive income	37	112
- Impact of mark-to-market recognition on derivative contracts	(94)	(76)
- Others	(67)	(77)
Net profit after tax as reported under Ind AS	106	107
Other comprehensive income (net of tax)	(16)	(86)
Total comprehensive income as reported under Ind AS	90	21

6. The Board of Directors of the Company, in its meeting held on October 15, 2016, approved a Scheme of Arrangement ('the Scheme') between DCM Limited and DCM Nouvelle Limited, a wholly owned subsidiary of DCM Limited, for the demerger of the Textile business of DCM Limited as per the scheme and vesting of the same with DCM Nouvelle Limited, on a going concern basis with effect from January 1, 2017, i.e. the appointed date.

Further, the Board of Directors of the Company, in its meeting held on October 15, 2016, approved a Composite scheme of arrangement ('the Composite Scheme') which was further amended in its subsequent meeting held on February 13, 2017 for the:-

DCM LIMITED NEW DELHI

a. Amalgamation of Tiara Investment Holdings Limited into Purearth Infrastructure Limited, a jointly controlled entity ('the Amalgamated Company'), with effect from December 31, 2016;

b. Demerger of the Real Estate business of DCM Limited, as defined in the Composite Scheme, into DCM Realty and Infrastructure Limited ('the Resulting Company'), on a going concern basis with effect from January 1, 2017; and

c. Following the amalgamation as referred to in (a) and demerger as referred to in (b) above, amalgamation of the Amalgamated Company, i.e. Purearth Infrastructure Limited with the Resulting Company, i.e. DCM Realty and Infrastructure Limited, with effect from January 1, 2017.

The aforesaid schemes are subject to approval from the concerned regulatory authorities which is not perfunctory and considered to be substantive. Accordingly, the aforesaid schemes of arrangement cannot be considered as highly probable unless the regulatory approvals are obtained and hence do not meet the criteria for held for sale. Accordingly, the proposed demerger of Textile business and Real Estate business has not been considered as Discontinued Operations in these standalone financial results.

7. The Board of Directors of the Company, in its meeting held on March 31, 2017, approved a scheme of arrangement for merger of Crescita Enterprises Private Limited ('the Transferor Company') with the Company with effect from March 31, 2017 (i.e. the appointed date). After the above said merger, 48.35% shares of the Company which are presently being held by the Transferor Company would be cancelled and the Company would issue one new equity shares of Rs. 10 each, as fully paid up at par to each shareholder of the Company in proportion to their shareholding in the transferor company, against each share of the Company held by the shareholders of the transferor company at the record date. The aforesaid scheme is subject to approval from the concerned regulatory authorities.

8. After applicability of Goods and Service Tax (GST) w.e.f. July 1, 2017, sales are required to be disclosed net of GST. Accordingly, the figures of revenue from operations for the current and immediately preceding quarter and nine months ended December 31, 2017 are not comparable with the corresponding periods.

9. The above results have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on February 08, 2018. The Limited Review report of the Statutory Auditors is being filed with the Bombay Stock Exchange and National Stock Exchange. For more details on the results, visit Company's website www.dcm.in and Financial Results under Corporates section of www.nseindia.com and www.bseindia.com.

For and on behalf of the Board

DCM LIMITED NEW DELHI

Dr. Vinay Bharat Ram
Chairman and Managing Director
DIN: 00052826

Place: New Delhi
Date: February 08, 2018

ANNEXURE - J

CRESCITA ENTERPRISES PRIVATE LIMITED

Provisional And Unaudited Balance Sheet As At December 31, 2017

Particulars	As at December 31, 2017 Rs.
EQUITY AND LIABILITIES	
Shareholders' funds	
Share capital	50,000
Reserves and surplus (refer note below)	172,144,388
	172,194,388
Current liabilities	
Short-term borrowings	250,000
TOTAL EQUITY AND LIABILITIES	**172,444,388**
ASSETS	
Non-current assets	
Non current investments	172,317,824
	172,317,824
Current assets	
Cash and cash equivalents	126,564
	126,564
TOTAL ASSETS	**172,444,388**

As certified by Management

Crescita Enterprises Private Limited New Delhi

Pawan Kumar Gupta
Director
DIN No. 05172941

Place: New Delhi
Date: 08.02.2018

Note:
During the period, Company has received 90,30,495 equity shares of DCM Limited as a gift (i.e. without payment of any consideration in any form) from Aggresar Leasing and finanace Private Limited ("Aggresar" or "donor"). For the limited purpose of accounting, said shares have been recorded by the Company in its books of accounts at the carrying value as was appearing in the books of the donor (i.e. Rs. 1,723.18 lacs) with corresponding credit to capital reserve.

CRESCITA ENTERPRISES PRIVATE LIMITED

Statement Of Provisional And Unaudited Profit And Loss For The Period Ended December 31, 2017

Particulars	Period ended December 31, 2017 Rs.
Revenue	
	-
TOTAL REVENUE	-
Expenses	
Other expenses	173,436
TOTAL EXPENSES	**173,436**
Profit before tax	**(173,436)**
Tax expense	
Current tax	-
adjustment for earliar years	-
	-
Profit after tax	**(173,436)**
Earnings per equity share:	
Basic (Rs.)	(34.69)
Diluted (Rs.)	(34.69)

As certified by Management

Crescita Enterprises Private Limited New Delhi

Pawan Kumar Gupta
Director
DIN No. 05172941

Place: New Delhi
Date: 08.02.2018

ANNEXURE - K

D A

D & A FINANCIAL SERVICES (P) LIMITED

Merchant Banking & Corporate Advisory Services

August 25, 2017

The Board of Directors
Crescita Enterprises Private Limited
1069, 1st Floor, Plaza-I,
Central Square Complex, 20,
Manohar Lal Khurana Marg,
Bara Hindu Rao
New Delhi – 110006

Subject: Compliance Report on the disclosure(s) made in the Information Document in compliance with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 with respect to Crescita Enterprises Private Limited under Scheme of Amalgamation between Crescita Enterprises Private Limited ("Transferor Company") and DCM Limited ("Transferee Company").

Dear Sir/s,

We, M/s D & A Financial Services (P) Limited, SEBI registered Merchant Banker, having SEBI Registration No. INM000011484 have been appointed by Crescita Enterprises Private Limited to provide a compliance report with respect to adequacy and accuracy of disclosure(s) made in the Information Document under the proposed scheme of amalgamation (Hereinafter referred to as "Scheme") of Crescita Enterprises Private Limited and DCM Limited (Hereinafter collectively referred to as "Companies").

Scope and Purpose of the Compliance Report

Pursuant to the requirements of SEBI circular no. CFD/DIL3/CIR/2017/21 dated 10th March, 2017, a compliance report has to be obtained from an independent merchant banker on the information disclosed in information Document in line with information required to be disclosed as per Part D of Schedule VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**ICDR Regulations**") . The purpose of the report is to inform the shareholders about the information/detail of unlisted company to

H.O. & Regd. Office: 13, Community Centre, 2nd Floor, East of Kailash, New Delhi-110065, Phone:+91 11 26472557, 26419079
Fax:+91 11 26219491, E-mail:dafspl@gmail.com, investors@dnafinserv.com contact@dnafinserv.com, Website:www.dnafinserv.com
Mumbai Ahmedabad CIN : U74899DL1981PTC012709

the extent applicable, involved in the scheme in line with the information required to be disclosed in line with Part D of Schedule VIII of ICDR Regulations.

Sources of the Information

We have received the following information from the management of the Companies:

1. Proposed Draft Scheme of Amalgamation.
2. Information Document dated August 16, 2017 prepared in accordance with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017.
3. Information/documents/undertakings etc. provided by Management of Crescita Enterprises Private Limited as well as DCM Limited pertaining to disclosures made in information document dated August 16, 2017 .

Disclaimer: This Report is intended solely for the limited purpose mentioned earlier and should not be regarded as a recommendation to the investors to invest in the Companies or deal in any form in the securities of the Companies.

We have assumed that the documents/information provided by the management of Crescita Enterprises Private Limited and DCM Limited for the purpose of disclosures in Information Document is complete in all respects.

This report is not meant for meeting any other regulatory or disclosure requirements, save and except as specified above, under any Indian or foreign law, statute, act guideline or similar instruction. The Management or related parties of Companies are prohibited from using this report other than for its sole limited purpose and not to make a copy of this report available to any party other than those required by statute for carrying out the limited purpose of this report.

In no circumstances whatsoever, will D & A Financial Services (P) Limited, its Directors and Employees accept any responsibility of liability towards any third party for consequences arising out of the use of this report.

D AND A FINANCIAL SERVICES PRIVATE LIMITED NEW DELHI

Compliance Report

We in the capacity of SEBI registered Merchant Banker do hereby certify that the information as disclosed in the Information document dated August 16, 2017 is in line with disclosures required to be made as per Part D of Schedule VIII of ICDR Regulations, to the extent applicable with respect to unlisted company i.e Crescita Enterprises Private Limited and the disclosures made with respect to Crescita Enterprises Private Limited is accurate and adequate to the extent applicable.

Thanking You
For **D & A Financial Services (P) Limited**

(M K Doogar)
Director/Authorized Signatory

SEBI Registration No. INM000011484

Date: August 25, 2017
Place: Mumbai

INFORMATION FOR CRESCITA ENTERPRISES PRIVATE LIMITED ('COMPANY') IN TERMS OF SEBI CIRCULAR NO. CFD/DIL3/CIR/2017/21 DATED MARCH 10, 2017 IN RELATION TO THE DRAFT SCHEME OF AMALGAMATION BETWEEN DCM LIMITED ('TRANSFEREE COMPANY') AND CRESCITA ENTERPRISES PRIVATE LIMITED ('TRANSFEROR COMPANY') AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS ('SCHEME').

You may also download copies of the draft Scheme as approved by the Board of Directors of the companies and other documents in connection to the Scheme from the websites of stock exchange(s) or DCM Limited i.e. from www.nseindia.com; www.bseindia.com; www.dcm.in.

CRESCITA ENTERPRISES PRIVATE LIMITED

The Company (Corporate Identification Number U74999DL2017PTC314190) was originally incorporated as Private Limited Company under the provisions of the Companies Act, 2013, vide certificate of incorporation dated 9th day of March, 2017, with the Registrar of Companies, NCT of Delhi & Haryana.

Registered Office : 1069, First Floor, Plaza-1, Central Square Complex, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi-110006. Tel: +91-11-25719967, Email: crescita2017@gmail.com, Website: [*], Name of Contact person - Mr. Pawan Kumar Gupta

NAME OF PROMOTERS OF THE COMPANY

Dr. Vinay Bharat Ram and Mr. Sumant Bharat Ram

ISSUE DETAILS, LISTING AND PROCEDURE

Issue details

The Company shall not issue any equity shares. However, the Transferee Company i.e DCM Limited will issue equity shares to the shareholders of the Company pursuant to Scheme.

The Board of Directors of DCM Limited and the Company considered and approved the Scheme in their respective meetings held on March 31, 2017. The Scheme is further subject to approval from the stock exchange(s), Securities and Exchange Board of India (SEBI), shareholders and creditors of aforesaid companies, National Company Law Tribunal (NCLT) and other regulatory authorities, as may be applicable.

Listing

Upon the Scheme becoming effective, the Company shall be cease to exit and the equity shares to be allotted by Transferee Company pursuant to scheme shall be listed and traded on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

Eligibility Criteria

There being no initial public offering or rights issue, the eligibility criteria of SEBI (ICDR) Regulations, 2009, does not become applicable.

However, SEBI vide its Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 stated that the listed entity shall include the applicable information pertaining to the unlisted entities involved in the scheme in the format prescribed for abridged prospectus as provided in Part D of Schedule VIII of SEBI (ICDR) Regulations, 2009, as amended, and the same has to be annexed with the Notice or explanatory statement or proposal accompanying resolution to be sent to and passed by the shareholders while seeking approval of the scheme.

Accordingly in compliance with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the Company has submitted the relevant information, as and where applicable for the Unlisted Company, in line with the format for Abridged Prospectus specified in SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015 issued under Part D of Schedule VIII of SEBI (ICDR) Regulations, 2009.

Crescita Enterprises Private Limited New Delhi

PRICE INFORMATION OF LEAD MANAGERS					
Sr. No	Issue Name	Name of Merchant Banker	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	NOT APPLICABLE (SINCE THERE IS NO INVITATION TO PUBLIC FOR SUBSCRIPTION BY WAY OF THIS DOCUMENT)				

A. GENERAL INFORMATION

Name of Statutory Auditors:

M/s Grewal & Singh, Chartered Accountant, A-17, L.G.F, Lajpat Nagar-III, New Delhi-110024, Ph. No. +91-11-29842641, 29833394, Email: mail@cagrewalsingh.com.

B. PROMOTERS, PROMOTERS GROUP AND GROUP COMPANIES

Our Promoters and Promoters Group together hold 5,000 Equity Shares, equivalent to 100% of the Paid Up equity Share Capital of the Company.

Name of Our Promoters are as under:

Dr. Vinay Bharat Ram

Dr. Vinay Bharat Ram, aged around 81 years son of Late Dr. Bharat Ram, is the Promoter of Crescita Enterprises Private Limited. He is resident of House No. B-69, Paschimi Marg, Vasant Vihar, New Delhi-110057. He hails from the pioneering industrialist family of Lala Shri Ram, educated at the Universities of Delhi, Michigan, and Harvard. He also holds Ph.D. in Economics from Delhi University. He was Past President of Manufactures' Association of Information Technology, Ex-member of International Council of the Asia Society, New York, U.S.A. He was honored and admired as Member of the Textile Association of India. He is the recipient of the National Citizen's Award 1990 for Entrepreneurship from the Prime Minister of India and National Excellence Award for Art & Culture for 1996-97 from T.P. Jhunjhunwala Foundation. He was nominated as Life Trustee of the Institute of Economic Growth, Delhi by the Ex-Prime Minister Dr. Manmohan Singh. He is also Chairman of the Governing Board of Population Foundation of India. He is having experience of more than five decades and is acting as Chairman and Managing Director of DCM Limited.

Shri Suman Bharat Ram

Shri Suman Bharat Ram, aged around 50 years son of Dr. Vinay Bharat Ram, is Promoter of Crescita Enterprises Private Limited. He is resident of House No. B-69, Paschimi Marg, Vasant Vihar, New Delhi-110057. He holds Bachelor degree in Economics (Honors) from Delhi University. He did his Master's Degree from the University of Michigan, Ann Arbor, USA. He hails from pioneering Industrialist family of Lala Shri Ram, Dr Bharat Ram and Dr Vinay Bharat Ram. Before joining DCM Limited he worked with Toyota Motor Corporation, Japan and SRF Limited. He had also acted as Executive Vice Chairman & Managing Director of erstwhile DCM Engineering Limited. He is having experience of more than 25 years and at present he is acting as Chief Executive & Financial Officer of DCM Limited.

Crescita Enterprises Private Limited
New Delhi

Group Companies:
Pursuant to schedule VIII Clause (IX)(c)(2) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, financial information of following five largest Group Companies is given below:

(1) DCM Limited (Listed at BSE and NSE)

(Rs. in Lakh, except as stated)

Particulars	As of March 31, 2017 (Audited) Standalone	As of March 31, 2016 (Audited) Standalone	As of March 31, 2015 (Audited) Standalone
Equity Capital	1,867.46	1,737.59	1,737.59
Share Capital pending allotment	0	129.87	0
Reserve (excluding revaluation reserve)	21,513.61	21,897.57	20,123.67
Total Income	96,047.94	91,283.43	58,396.81
Profit after tax	(383.96)	328.80	1,392.31
Earning per Share (Rs.) (Basic)	(2.06)	1.89	8.01
Earning per Share (Rs.) (Diluted)	(2.06)	1.76	8.01
Net asset value per Share (Rs.)	125.18	127.24	125.79

2. Atlantic Commercial Company Limited [Listed at Metropolitan Stock Exchange of India Ltd. (MSEI)]

(In Rs. Lacs except as stated)

Particulars	As of March 31, 2017 (Audited)	As of March 31, 2016 (Audited)	As of March 31, 2015 (Audited)
Equity Capital	73.50	73.50	73.50
Reserve (excluding revaluation reserve)	44.55	44.02	42.82
Total Income	4.00	7.50	4.02
Profit after tax	0.53	1.20	1.04
Earning per Share (Rs.) (Basic)	0.07	0.16	0.14
Earning per Share (Rs.) (Diluted)	0.07	0.16	0.14
Net asset value per Share (Rs.)	16.06	15.99	15.83

Crescia Enterprises Private Limited
New Delhi

3. Aggresar Leasing and Finance (P) Limited (Unlisted)

(In Rs. Lacs except as stated)

Particulars	As of March 31, 2017 (Audited)	As of March 31, 2016 (Audited)	As of March 31, 2015 (Audited)
Equity Capital	586.19	300.00	300.00
Share Capital pending allotment	0	286.18	0
Reserve (excluding revaluation reserve)	2,049.08	3,788.58	453.91
Total Income	3.40	232.44	111.93
Profit after tax	(16.31)	139.46	42.83
Earning per Share (Rs.) (Basic)	(2.78)	46.49	14.28
Earning per Share (Rs.) (Diluted)	(2.78)	46.49	14.28
Net asset value per Share (Rs.)	449.56	746.31	251.30

(4) Unison International IT Services Limited (Unlisted)

(In Rs. Lacs except as stated)

Particulars	As of March 31, 2017 (Audited)	As of March 31, 2016 (Audited)	As of March 31, 2015 (Audited)
Equity Capital	675.02	675.02	675.02
Reserve (excluding revaluation reserve)	1515.43	1515.43	1515.89
Total Income	0.50	0.01	2.06
Profit after tax	0.003	(0.46)	(8.71)
Earning per Share (Rs.) (Basic)	-	(0.01)	(0.13)
Earning per Share (Rs.) (Diluted)	-	(0.01)	(0.13)
Net asset value per Share (Rs.)	32.45	32.45	32.46

C. BUSINESS MODEL/BUSINESS OVERVIEW

Crescita Enterprises Private Limited (CIN - U74999DL2017PTC314190, PAN – AAGCC8765K) is a private company limited by shares. The registered office of the Transferor Company is presently located at 1069, First floor, Plaza-I, Central Square Complex, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi – 110006. The company was incorporated with the object of businesses in Textiles, Grey Iron Casting, Real Estate and IT Services.

Crescita Enterprises Private Limited New Delhi

SUBSIDIARY COMPANIES

As on the date of this document, there is no subsidiary of the Company.

D. BOARD OF DIRECTORS

The following table set forth details of the Board of Directors as on the date of this document:

Name	DIN	Address	Date appointment	Designation	Directorship in in Other Companies
Dr. Vinay Bharat Ram PAN No. AJNPR3833Q	00052826	House No. B-69, Paschimi Marg, Vasant Vihar, New Delhi-110057	09.03.2017	Director	DCM Limited, Purearth Infrastructure Ltd. and Aggresar Leasing and Finance (P) Ltd.
Shri Sumant Bharat Ram PAN No. AAKPR0597F	00052833	House No. B-69, Paschimi Marg, Vasant Vihar, New Delhi-110057	09.03.2017	Director	Purearth Infrastructure Ltd., DCM Realty and Infrastructure Ltd, Aggresar Leasing and Finance (P) Ltd., Kalpatru Realty (P) Ltd, Kamayani Facility Management (P) Ltd, Calipro Real Estate (P) Ltd, Kamakshi Realty (P) Ltd, Strategic Image Management Ltd, Vighanharta Estates (P) Ltd, DCM Data Systems Ltd. and Kamayani Properties (P) Ltd, and
Shri Pawan Kumar Gupta PAN No. AETPG0980N	05172941	1786, Naya Bazar, Delhi-110006	27.03.2017	Director	Aggresar Leasing and Finance (P) Ltd, DCM Finance and Leasing Ltd, DCM Realty Investment and Consulting Ltd, DCM Textiles Ltd, Parimahal Holdings (P) Ltd, and DCM Tools and Dies Ltd.

Brief Profile of Directors:

Dr. Vinay Bharat Ram

Dr. Vinay Bharat Ram, aged around 81 years son of Late Dr. Bharat Ram, is the Promoter of Crescita Enterprises Private Limited. He is resident of House No. B-69, Paschimi Marg, Vasant Vihar, New Delhi-110057. He hails from the pioneering industrialist family of Lala Shri Ram, educated at the Universities of Delhi, Michigan, and Harvard. He also holds Ph.D. in Economics from Delhi University. He was Past President of Manufactures' Association of Information Technology, Ex-member of International Council of the Asia Society, New York, U.S.A. He was honored and admired as Member of the Textile Association of India. He is the recipient of the National Citizen's Award 1990 for Entrepreneurship from the Prime Minister of India and National Excellence Award for Art & Culture for 1996-97 from T.P. Jhunjhunwala Foundation. He was nominated as Life Trustee of the Institute of Economic Growth, Delhi by the Ex-Prime Minister Dr. Manmohan Singh. He is also Chairman of the Governing Board of Population Foundation of India. He is having experience of more than five decades and is acting as Chairman and Managing Director of DCM Limited.

Crescita Enterprises Private Limited New Delhi

Shri Suman Bharat Ram

Shri Suman Bharat Ram, aged around 50 years son of Dr. Vinay Bharat Ram, is Promoter of Crescita Enterprises Private Limited. He is resident of House No. B-69, Paschimi Marg, Vasant Vihar, New Delhi-110057. He holds Bachelor degree in Economics (Honors) from Delhi University. He did his Master's Degree from the University of Michigan, Ann Arbor, USA. He hails from pioneering Industrialist family of Lala Shri Ram, Dr Bharat Ram and Dr Vinay Bharat Ram. Before joining DCM Limited he worked with Toyota Motor Corporation, Japan and SRF Limited. He had also acted as Executive Vice Chairman & Managing Director of erstwhile DCM Engineering Limited. He is having experience of more than 25 years and at present he is acting as Chief Executive & Financial Officer of DCM Limited.

Shri Pawan Kumar Gupta

Shri Pawan Kumar Gupta, aged around 58 years son of Shri Ram Niwas Gupta, is resident of 1786, Naya Bazar, New Delhi. He is Commerce Graduate from Maharishi Dayanand University, Rohtak. He is having experience of more than 25 years in the field of accounts and taxation. Presently, he is working in as Joint Manager (Taxation) in DCM Limited.

E. DETAILS OF SCHEME / OBJECTS OF ISSUE

The Company shall not issue any equity shares. However the Transferee Company i.e DCM Limited will issue equity shares to the shareholders of the Company pursuant to Scheme.

This Scheme of Amalgamation ("Scheme") is presented under Section 230 to 232 of the Companies Act, 2013 ("Act") read with any other applicable provisions of the Act and the rules or regulations framed thereunder, to the extent notified, and is divided into different Sections, for amalgamation of the Transferor Company with and into the Transferee Company as a measure of group restructuring.

The Board of Directors of DCM Limited and Crescita Enterprises Private Limited in their respective meetings held on March 31, 2017 considered and approved the Scheme of Amalgamation between DCM Limited ('Transferee Company') and Crescita Enterprises Private Limited ('Transferor Company') and their respective shareholders and creditors ('Scheme'). Pursuant to the Scheme, the Transferor Company is to be amalgamated with the Transferee Company with effect from appointed date of 31st day of March, 2017 or such other date as may be fixed or approved by the National Company Law Tribunal ("NCLT") in accordance with Sections 230 and 232 and read with other provisions of the Companies Act, 2013. The effective date of the Scheme means the later of the dates on which certified copy of the order of the NCLT sanctioning this Scheme is filed with the Registrar of Companies, NCT of Delhi and Haryana by the Transferor Company and the Transferee Company, as required under the provisions of the Act. In accordance with the said Scheme, the transferor company shall cease to exist with effect from said effective date.

Upon the coming into effect of the Scheme and with effect from the Appointed Date, the entire business and whole of the Undertaking of the Transferor Company, comprising all assets and liabilities of whatsoever nature and wheresoever situated, shall, under the provisions of Section 230 read with Section 232 and all other applicable provisions, if any, of the Act, including any statutory re-enactments thereof, without any further act or deed, be transferred to and vested in and/ or be deemed to be transferred to and vested in the Transferee Company as a going concern so as to become as and from the Appointed Date the assets and liabilities of the Transferee Company and to vest in the Transferee Company all the rights, title, interest or obligations of the Undertaking therein.

Further, upon the Scheme coming into effect and in consideration of the amalgamation of the Transferor Company into the Transferee Company pursuant to this Scheme, the Transferee Company shall, without any further act or deed and without any further consideration (cash or non-cash), issue and allot equity shares of Rs. 10/- each, as fully paid-up at par to each shareholder of the Transferor Company whose name is recorded in the register of shareholders of the Transferor Company as on the Record Date in the following ratio:

"90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid up Equity Shares of the face value of Rs.10 (Rupees Ten) each of DCM against 90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid-up equity shares of Rs. 10 (Ten) each held by Crescita in DCM as on March 31, 2017 shall be issued and allotted to the equity shareholders of Crescita in proportion to their shareholding in Crescita".

"In the event Crescita holds more than 90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid-up equity shares of DCM without incurring any additional liability), such additional number of equity shares of DCM (if any) as may be held by Crescita in DCM in addition to 90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid up equity shares held by Crescita in DCM as on March 31, 2017 shall also be issued and allotted to the equity shareholders of Crescita, in proportion of their holdings in Crescita"

Crescita Enterprises Private Limited New Delhi

"In the event Crescita holds less than 90,30,495 (Ninety Lakh Thirty Thousand Four Hundred and Ninety Five only) fully paid-up equity shares of DCM on the Record Date such lower number of shares of DCM as would be held by Crescita as on the Record Date shall be issued and allotted to the equity shareholders of Crescita, in proportion of their holdings in Crescita"

Rationale of the Scheme

The Transferor Company holds 48.35% equity shareholding in the Transferee Company as of March 31, 2017. The Transferor Company's equity share capital as of March 31, 2017 is substantially (99.99%) held by the promoter of Transferee Company (i.e. Dr. Vinay Bharat Ram).

The amalgamation of the Transferor Company into the Transferee Company is being undertaken to, inter alia, simplify the shareholding structure and reduce shareholding tiers, optimize administrative costs, demonstrate the promoter group's direct commitment to and engagement with the Transferee Company and to hold equity shares directly in the Transferee Company.

F. SHAREHOLDING PATTERN

Sr. No.	Particulars	Pre Scheme of Amalgamation Number of shares	% to the paid up capital
1.	**Promoter**		
a.	Dr. Vinay Bharat Ram	4,999	99.98
b.	Shri Suman Bharat Ram	1	0.02
	Total Promoter (A)	5,000	100.00
2.	**Public (B)**	Nil	N.A
3	**Total (A+B)**	**5,000**	**100.00**

G. FINANCIAL INFORMATION:

Standalone Financial Information of the Company

(Rs. In Lakhs, except as stated)

Particulars	Year ended March 31, 2017 (Audited)	Year ended March 31, 2016 (Audited)	Year ended March 31, 2015 (Audited)	Year ended March 31, 2014 (Audited)	Year ended March 31, 2013 (Audited)
Total income from operations (net)	Nil	N.A.	N.A.	N.A.	N.A.
Net Profit / (Loss) before tax and extraordinary items	(0.17)	N.A.	N.A.	N.A.	N.A.
Net Profit / (Loss) after tax and extraordinary items	(0.17)	N.A.	N.A.	N.A.	N.A.
Equity Share Capital	0.50	N.A.	N.A.	N.A.	N.A.
Reserves and Surplus*	1723.01	N.A.	N.A.	N.A.	N.A.
Net worth**	0.33	N.A.	N.A.	N.A.	N.A.
Basic Earnings per share (Rs.)	(3.46)	N.A.	N.A.	N.A.	N.A.
Diluted Earnings per share (Rs.)	(3.46)	N.A.	N.A.	N.A.	N.A.
Return on net worth (%)	-52.8%	N.A.	N.A.	N.A.	N.A.
Net Asset Value Per Equity Share (Rs)	6.54	N.A.	N.A.	N.A.	N.A.

* Capital reserve.
**excluding capital reserve.

The Company does not have any subsidiaries. Accordingly, consolidated financial statements are not applicable.

Crescita Enterprises Private Limited New Delhi

H. LEGAL AND OTHER INFORMATION

Details of outstanding Litigations as on date are as follows: .
Company:
The Detail of pending cases by or against the Company as on date are as follows: NIL

Sr. No.	Particulars	Litigation Filed By	Current Status	Amount Involved (In Rs.)
	NOT APPLICABLE			

Regulatory Action: No disciplinary action has been taken by SEBI or Stock Exchanges against the Promoters and Group Companies in last 5 financial years.

Outstanding Criminal Litigations against Promoters- Nil

I. DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this document is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in the document are true and correct.

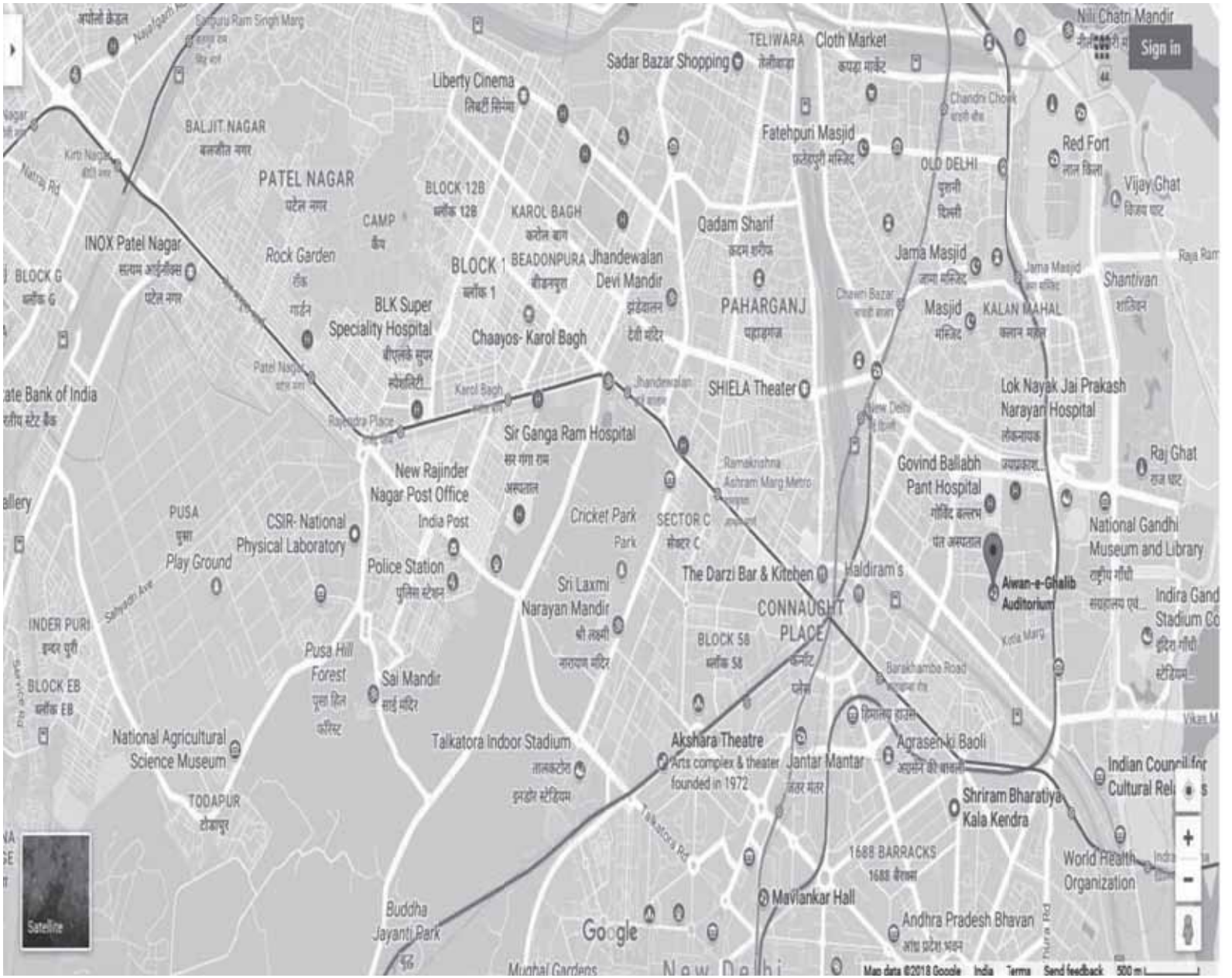
For and on behalf of the Board of Directors of
Crescita Enterprises Private Limited

Crescita Enterprises Private Limited
New Delhi

Sumant Bharat Ram
Director
DIN: 00052833

Date: 16/08/2017
Place: New Delhi

Route Map for venue of Equity Shareholders Meeting convened pursuant to order of NCLT



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

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI

COMPANY APPLICATION CA (CAA) No. 31 (PB)/ 2018

In the matter of Companies Act, 2013;

AND

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013;

AND

In the matter of the Scheme of Amalgamation of Crescita Enterprises Private Limited and DCM Limited and their respective shareholders and creditors;

CRESCITA ENTERPRISES PRIVATE LIMITED
(CIN: U74999DL2017PTC314190) }
A Private Limited Company incorporated under the provisions of the Companies Act, 2013 }
having its registered office at 1069, First Floor, Plaza-I, Central Square Complex, 20, }
Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi –110006 } **.... Applicant Company No.1 / Transferor Company**

AND

DCM LIMITED
(CIN: L74899DL1889PLC000004) }
A Listed Company incorporated under the provisions of the Indian Companies Act, 1882 }
having its registered office at Vikrant Tower, 4, Rajendra Place, New Delhi – 110008 } **.... Applicant Company No. 2 / Transferee Company**

FORM OF PROXY

I/ We, ... the undersigned, as an equity Shareholders of Transferee Company, hereby appoint ..... resident of ....., and failing him/her ..... resident of ....., as my/ our proxy, to attend and vote (on a poll) for me/ us and on my / our behalf at the National Company Law Tribunal Convened Meeting of the Equity Shareholders of the Transferee Company, to be held on Saturday, July 14, 2018 at 9.30 A.M. at Aiwan - E - Ghalib Auditorium, Mata Sundari Lane, Kotla Road, Maulana Azad Road, Bahadur Shah Zafar Marg, New Delhi - 110 002, and at any adjournment thereof in respect of following:

Sr. No.	Particulars	Vote (Optional see Note 3)	
		For	Against
1	Approval of proposed Scheme of Amalgamation between DCM Limited ('Transferee Company') and Crescita Enterprises Private Limited ('Transferor Company') and their respective shareholders and creditors under sections 230-232 and other applicable provisions of the Companies Act, 2013 read with all applicable rules issued thereunder, in respect of Amalgamation of Crescita Enterprises Private Limited into and with DCM Limited.		

Signed this .....day of 2018

Name of Shareholder: .....

Address of Shareholder: .....

Folio No.: .....

DP ID: ..... Client ID: .....

No. of Shares held: .....

..... Signature of the first proxy holder

..... Signature of the second proxy holder

Notes:

1. This form of proxy in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a Equity Shareholder of the Company.
3. It is optional to indicate your preference. Please put (✓) in the appropriate column against the resolution indicated in the box. If you leave the 'For' or 'Against' column blank against the resolution, then your proxy will be entitled to vote in the manner as he/she may deem appropriate.
4. Appointing a proxy does not prevent a Member from attending the National Company Law Tribunal (NCLT) convened meeting in person if he/she so wishes.
5. Alterations, if any, made in the Form of Proxy should be initialed
6. In case of multiple proxies, the proxy later in time shall be accepted.

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

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI
COMPANY APPLICATION CA (CAA) No. 31 (PB)/ 2018

In the matter of Companies Act, 2013;

AND

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013;

AND

In the matter of the Scheme of Amalgamation of Crescita Enterprises Private Limited and DCM Limited and their respective shareholders and creditors;

CRESCITA ENTERPRISES PRIVATE LIMITED
(CIN: U74999DL2017PTC314190) }
A Private Limited Company incorporated under the provisions of the Companies Act, 2013 }
having its registered office at 1069, First Floor, Plaza-I, Central Square Complex, 20, }
Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi –110006 } **.... Applicant Company No.1 / Transferor Company**

AND

DCM LIMITED
(CIN: L74899DL1889PLC000004) }
A Listed Company incorporated under the provisions of the Indian Companies Act, 1882 }
having its registered office at Vikrant Tower, 4, Rajendra Place, }
New Delhi – 110008 } **.... Applicant Company No. 2 / Transferee Company**

ATTENDANCE SLIP

EQUITY SHAREHOLDERS ATTENDTING THE NATIONAL COMPANY LAW TRIBUNAL (NCLT) CONVENED MEETING IN PERSON OR BY PROXY ARE REQUESTED TO COMPLETE THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Registered Folio No.	
DP ID.	
Client ID.	
No. of Equity Shares Held	
Name of Shareholder	
Address of Shareholder	
Name of Proxy (in Block Letters) (as applicable)	
Signature of Shareholder/Proxy	

I/We, hereby record my/our presence at the meeting of the Equity Shareholders of DCM Limited, convened pursuant to order dated March 28, 2018 of the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi to be held at Aiwan - E - Ghalib Auditorium, Mata Sundari Lane, Kotla Road, Maulana Azad Road, Bahadur Shah Zafar Marg, New Delhi - 110 002, on Saturday, July 14, 2018 at 9.30 A.M. to consider and if thought fit, approve the proposed Scheme of Amalgamation of Crescita Enterprises Private Limited ('Transferor Company') into and with DCM Limited ('Transferee Company') and their respective Shareholders and Creditors under section 230-232 and other applicable provisions of the companies Act, 2013 read with all other applicable rule issued their under

Note: Shareholders Proxy holder/Authorised Representative wishing to attend the meeting must bring the Attendance Slip to the meeting.

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DCM LIMITED
Registered Office: Vikrant Tower, 4, Rajendra Place, New Delhi - 110008
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Ph: 011-25719967, Fax: 011-25765214

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI
COMPANY APPLICATION CA (CAA) No. 31 (PB)/ 2018

In the matter of Companies Act, 2013;

AND

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013;

AND

In the matter of the Scheme of Amalgamation of Crescita Enterprises Private Limited and DCM Limited and their respective shareholders and creditors;

CRESCITA ENTERPRISES PRIVATE LIMITED
(CIN: U74999DL2017PTC314190)
A Private Limited Company incorporated under the provisions of the Companies Act, 2013
having its registered office at 1069, First Floor, Plaza-I, Central Square Complex, 20,
Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi –110006 } **.... Applicant Company No.1 / Transferor Company**

AND

DCM LIMITED
(CIN: L74899DL1889PLC000004)
A Listed Company incorporated under the provisions of the Indian Companies Act, 1882
having its registered office at Vikrant Tower, 4, Rajendra Place,
New Delhi – 110008 } **.... Applicant Company No. 2 / Transferee Company**

POSTAL BALLOT FORM - NCLT CONVENED MEETING

Purusant to Companies Act, 2013 read with Rule 9 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016
(Please read the instructions given overleaf before filling this form)

Serial No.

1. Name(s) of Equity Shareholder(s)/ Beneficial Holder(s) : Including joint-holders, if any (in block letters)
2. Registered Address of the Sole / First named Equity Shareholder :
3. Folio No. /DP ID No./Client ID No.* : (*Applicable to investors holding shares in demat form)
4. No. of equity shares held :

I/we hereby exercise my/our vote in respect of the resolution, to be passed at the NCLT convened meeting scheduled to be held on July 14, 2018 at 9:30 A.M. vide order dated March 28, 2018 of Hon'ble National Company law Tribunal, Principal Bench, New Delhi, as stated in the Notice of aforesaid meeting of the Company by sending my/our Assent (FOR) or dissent (AGAINST) to the said Resolution by placing a tick mark (✓) at the appropriate box below:

Sl. No.	Brief Description	Number of equity shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Approval of proposed Scheme of Amalgamation between DCM Limited ('Transferee Company') and Crescita Enterprises Private Limited ('Transferor Company') and their respective shareholders and creditors under sections 230-232 and other applicable provisions of the Companies Act, 2013 read with all applicable rules issued thereunder, in respect of Amalgamation of Crescita Enterprises Private Limited into and with DCM Limited.			

Date:

Place: (Signature of Member)

Tear Here

Electronic voting particulars

The e-voting facility is available at the link://www.evoting.nsdl.com. The electronic voting particulars are set out as follows:

REMOTE EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD

The e-voting particulars are set out as follows:

Commencement of e-voting	End of e-voting
Thursday, June 14, 2018 (9.00 a.m. IST)	Friday, July 13, 2018 (5.00 p.m. IST)

Notes:

1. **Please read the instructions printed overleaf carefully before filling this Postal Ballot Form. For e-Voting, please refer to the instructions for voting through electronic means provided in the Notice sent herewith.**
2. **The last date for the receipt of Postal Ballot Forms by the Scrutinizer is Friday, July 13, 2018 (5.00 p.m. IST).**

INSTRUCTIONS

Postal Ballot Form:

1. Purusant to order dated March 28, 2018 of Hon'ble National Company law Tribunal, Principal Bench, New Delhi, approval of equity shareholder of transferee company is also sought through Postal Ballot Form for Scheme of Amalagation of Crescita Enterprises Private Limited into and with DCM Limited at the NCLT convened meeting scheduled to be held on July 14, 2018 at 9:30 AM.
2. A Member desiring to exercise vote by postal ballot should complete this Postal Ballot Form and send it in the enclosed self-addressed postage pre-paid business reply envelope.
3. Envelopes containing Postal Ballot Form, if sent by courier, registered post, speed post etc. at the expenses of the registered shareholder will also be accepted.
4. The self-addressed postage pre-paid business reply envelope bears the address of the Scrutinizer, CA. Upkar Singh.
5. The Postal Ballot Form should be completed and signed by the Shareholders (as per specimen signature registered with the Company and furnished by National Securities Depositary Limited and Central Depository Services (India) Limited). In case, shares are jointly held, this form should be completed and signed by the first named member and in his/her absence, by the next named member. Unsigned Postal Ballot Form will be considered as invalid.
6. The number of shares held and being voted on by the shareholder should indicated in the 'Number of equity shares held' column of the table.
7. The consent must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing tick mark (✓) in the appropriate column.
8. There will be one Postal Ballot Form for every 'Registered Folio'/'Client ID', irrespective of the number of joint holders.
9. You are requested to carefully read these instructions and return the Postal Ballot Form duly completed, in the enclosed self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer on or before Saturday, July 13, 2018 (5.00 p.m. IST).
10. Postal Ballot Form received after July 13, 2018 (5:00 p.m. IST) will be strictly treated as if the reply from the member has not been received.
11. A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
12. Where the Postal Ballot Form has been signed by an authorised representative of a Society / Trust / Body Corporate etc, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form.
13. In case a shareholder is desirous of obtaining a Duplicate Postal Ballot Form, he or she may send an e-mail to investors@dcm.in. The Registrar and Share Transfer Agent or the Company shall forward the same along with self-addressed postage-prepaid Business Reply Envelope to such equity shareholder. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in instruction 9 above.
14. One Equity Shares of the Company represent one vote. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on the cut-off date i.e. May 11, 2018.
15. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid business reply envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such Business Reply Envelops would be destroyed by the Scrutinizer.
16. The Postal Ballot Form shall not be exercised by a Proxy.
17. Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.

E-Voting:

18. The Company is pleased to provide Remote e-voting facility as an alternative for members of the Company to enable them to cast their votes electronically instead of physical Postal Ballot Form or Polling Paper. In case members cast their vote by more than one means of voting, then voting will be counted in the following sequence of priority, namely, (i) Remote E-Voting, (ii) Postal Ballot, and (iii) Polling Paper at Tribunal Convened Meeting, as may be applicable.
19. E-voting will commence on Thursday, June 14, 2018 (9.00 a.m. IST) and will end on Friday, July 13, 2018 (5.00 p.m. IST).
20. Shareholders holding shares either in physical form or in dematerialized form may cast their vote electronically.

SPECIMEN

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

POSTAL BALLOT FORM (FOR POSTAL BALLOT NOTICE AS PER SEBI CIRCULAR)

Pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and Section 110 and 230(4) of the Companies Act, 2013 read with Rule 9 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

(Please read the instructions given overleaf before filling this form)

Serial No.

1. Name(s) of Public Shareholder(s)/ Beneficial Holder(s) : Including joint-holders, if any (in block letters)
2. Registered Address of the Sole / First named Public Shareholder :
3. Folio No. /DP ID No./Client ID No.* : (*Applicable to Public Shareholder holding shares in demat form)
4. No. of equity shares held :

I/we hereby exercise my/our vote in respect of the resolution, to be passed by Public Shareholder pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with other applicable notifications and circulars issued by SEBI, as stated in the Postal Ballot Notice of the Company by sending my/our Assent (FOR) or dissent (AGAINST) to the said Resolution by placing a tick mark (✓) at the appropriate box below:

Sl. No.	Brief Description	Number of equity shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Approval of proposed Scheme of Amalgamation between DCM Limited ('Transferee Company') and Crescita Enterprises Private Limited ('Transferor Company') and their respective shareholders and creditors under sections 230-232 and other applicable provisions of the Companies Act, 2013 read with all applicable rules issued thereunder, in respect of Amalgamation of Crescita Enterprises Private Limited into and with DCM Limited.			

Date:

Place: (Signature of Member)

Tear Here

Electronic voting particulars

The e-voting facility is available at the link://www.evoting.nsdl.com. The electronic voting particulars are set out as follows:

REMOTE EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD

The e-voting particulars are set out as follows:

Commencement of e-voting	End of e-voting
Thursday, June 14, 2018 (9.00 a.m. IST)	Friday, July 13, 2018 (5.00 p.m. IST)

Notes:

1. Please read the instructions printed overleaf carefully before filling this Postal Ballot Form. For e-Voting, please refer to the instructions for voting through electronic means provided in the Notice sent herewith.
2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is Friday, July 13, 2018 (5.00 p.m. IST).

INSTRUCTIONS

Postal Ballot Form

1. Pursuant to Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India, approval of the Public Shareholders through postal ballot and remote e-voting is sought in addition to the approval of the said Scheme by shareholders of the Company at the NCLT convened meeting to be held on Saturday July 14, 2018 at 9:30 AM as per the directions of NCLT, Principal Bench at New Delhi.
2. A Public Shareholders desiring to exercise vote by postal ballot should complete this Postal Ballot Form and send it in the enclosed self-addressed postage pre-paid business reply envelope.
3. Envelopes containing Postal Ballot Form, if sent by courier at the expenses of the registered shareholder will also be accepted.
4. The self-addressed postage pre-paid business reply envelope bears the address of the Scrutinizer, Mrs. Pragnya Parimita Pradhan, Company Secretary in whole-time practice, Proprietor of M/s Pragnya Pradhan & Associate, Company Secretaries appointed for the purpose of the Postal Ballot and E-voting.
5. The Postal Ballot Form should be completed and signed by the Public Shareholders (as per specimen signature registered with the Company and furnished by National Securities Depositary Limited and Central Depository Services (India) Limited). In case, shares are jointly held, this form should be completed and signed by the first named public shareholders and in his/her absence, by the next named public shareholders. Unsigned Postal Ballot Form will be considered as invalid.
6. The number of shares held and being voted on by the public shareholder should be indicated in the 'Number of equity shares held' column of the table.
7. The consent must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing tick mark (✓) in the appropriate column.
8. There will be one Postal Ballot Form for every 'Registered Folio'/'Client ID', irrespective of the number of joint holders.
9. You are requested to carefully read these instructions and return the Postal Ballot Form duly completed, in the enclosed self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer on or before Friday, july 13, 2018 (5.00 p.m. IST).
10. Postal Ballot Form received after July 13, 2018 (5:00 p.m. IST) will be strictly treated as if the reply from the Public Shareholders has not been received.
11. A Public Shareholders neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
12. Where the Postal Ballot Form has been signed by an authorised representative of a Society / Trust / Body Corporate etc, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form.
13. In case a public shareholder is desirous of obtaining a Duplicate Postal Ballot Form, he or she may send an e-mail to investors@dcm.in. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in instruction 9 above.
14. One Equity Shares of the Company represent one vote. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on the cut-off date i.e. May 11, 2018.
15. Public Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid business reply envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such Business Reply Envelops would be destroyed by the Scrutinizer.
16. The Postal Ballot Form shall not be exercised by a Proxy.
17. Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.

E-Voting:

18. The Company is pleased to provide e-voting facility as an alternative for public shareholder of the Company to enable them to cast their votes electronically instead of physical Postal Ballot Form. E-voting is optional. In case a member has voted through e-voting facility, he does not need to send the physical Postal Ballot Form. In case a member votes through e-voting facility as well as physical Postal Ballot Form, the vote cast through e-voting shall only be considered and the voting through Postal Ballot Form shall not be considered by the Scrutinizer. Members are requested to refer to the Postal Ballot Notice and notes thereto, for detailed instructions with respect to e-voting.
19. Scrutinizer's decision on the validity of the Postal Ballot shall be final.
20. E-voting will commence on Thursday, June 14, 2018 (9.00 a.m. IST) and will end on Friday, July 13, 2018 (5.00 p.m. IST).
21. Public Shareholders holding shares either in physical form or in dematerialized form may cast their vote electronically.

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