DCM
LIMITED

July 15, 2018

BSE Limited
Floor 25, P J 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

Scrip Code – 502820 / DCM

Sub: Result(s) of the Postal Ballot &e-voting for approval of Scheme of Amalgamation of Crescita Enterprises Private Limited into and with DCM Limited and their respective shareholders and creditors ('Scheme')

Dear Sir(s),

In terms of the SEBI Circular bearing No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the Company was required to seek approval for the Scheme of Amalgamation of Crescita Enterprises Private Limited into and with DCM Limited and their respective shareholders and creditors ('Scheme') from its Public Shareholders by way of Postal Ballot and e-voting **["Postal Ballot"].**

Result of Postal Ballot

Please note that the aforesaid Postal Ballot voting and e-voting commenced on June 14, 2018 at 9.00 AM and ended on Friday, July 13, 2018 at 5.00 PM.
The Public Shareholders of the Company considered and approved the Scheme of Amalgamation with requisite majority by voting through Postal Ballot and e–Voting. Voting Results of the said Postal Ballot and e–voting as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Consolidated Results of Postal Ballot and e-voting and Scrutinizer's Report thereon are enclosed herewith [as Annexure 1 to 3].

This is for your information and record.

Thanking You,
For **DCM Limited**

DCM LIMITED ★ NEW DELHI ★

Dr. Vinay Bharat Ram
Chairman and Managing Director

Encl: a/a

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

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

Annexure – I

Postal Ballot Voting Results

Disclosure as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of Company : DCM Limited, (Stock Code - 502820/DCM)
Date of Postal Ballot : Notice dated May 29, 2018 (Voting start date : June 14, 2018 and Voting end date : July 13, 2018)
Total number of shareholders on record date (i.e. on May 11, 2018) : 43554
No. of shareholders present in the meeting either in person or through proxy: **Not Applicable**
Promoters and Promoter Group
Public
No. of Shareholders attended the meeting through Video Conferencing : **Not Applicable**
Promoters and Promoter Group
Public

Agenda Item No. 1 – Approval of 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")

Mode of Voting: (Show of hands/Poll/Postal ballot/Remote E-voting):	**Postal Ballot & e-voting (Pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017)**
Resolution required: (Ordinary/ Special)	**(Resolution with requisite majority) Votes cast by the Public Shareholders of the Company in favour to be more than the votes cast by the Public Shareholders against, as set out in the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017**
Whether promoter/ promoter group are interested in the agenda/resolution?	**Yes**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	Promoter and Promoter Group holding 90,66,584 equity shares of the Company have not been considered in voting process.						
	Poll							
	Postal Ballot							
	Total							
Public-Institutions	E-Voting	12,39,642	11,48,512	92.65%	11,48,512	-	100.00%	0.000%
	Poll		-	-	-	-	-	-
	Postal Ballot							
	Total	12,39,642	11,48,512	92.65%	11,48,512	-	100.00%	0.000%
Public-Non Institutions	E-Voting	83,71,523	2,13,817	2.55%	2,13,751	66	99.97%	0.031%
	Poll		-	-	-	-	-	-
	Postal Ballot		2,457	0.03%	2,457	-	100.00%	0.000%
	Total	83,71,523	2,16,274	2.58%	2,16,208	66	99.97%	0.031%
Total		96,11,165	13,64,786	14.20%	13,64,720	66	99.995%	0.005%

For DCM LIMITED

Chairman & Managing Director

Annexure – II

DCM
LIMITED

RESULT OF POSTAL BALLOT AND E-VOTING CONDUCTED 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 DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECURITIES AND EXCHANGE BOARD OF INDIA (CFD/DIL3/CIR/2017/21 DATED MARCH 10, 2017 FOR SEEKING CONSENT OF THE PUBLIC SHAREHOLDERS OF DCM LIMITED BY MEANS OF POSTAL BALLOT AND E-VOTING TO THE PROPOSED SCHEME OF AMALGAMATION OF CRESCITA ENTERPRISES PRIVATE LIMITED INTO AND WITH DCM LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

Mode of Voting by 'Public shareholders'	Valid Votes in favour (Shares)	Valid Votes against (Shares)	Total	% of valid votes in favour of the resolution	% of valid votes against the resolution	Invalid Votes (Shares)
Resolution No. 1 : Approval of 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").						
Postal Ballot	2,457	0	2,457	100.000	0	415
e-Voting	13,62,263	66	13,62,329	99.995	0.005	0
Total	13,64,720	66	13,64,786	99.995	0.005	415
Based on the above, the Resolution has been passed with the requisite majority.						

For DCM Limited

DCM LIMITED NEW DELHI

Dr. Vinay Bharat Ram
Chairman and Managing Director

Date : 15.07.2018
Place : 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.in

Annexure-III

PRAGNYA PRADHAN & ASSOCIATES
PRACTICING COMPANY SECRETARIES
Deliver the best at the earliest

Report of Scrutinizer

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and the Companies (Management and Administration) Amendment Rules, 2015]

To,

Dr. Vinay Bharat Ram,
Chairman and Managing Director
DCM Limited,
Vikrant Tower, 4,
Rajendra Place,
New Delhi - 110008

Dear Sir,

This has reference to appointment of undersigned (i.e. Mrs. Pragnya Parimita Pradhan, Company Secretary in Whole- Time Practice, Proprietor of M/s Pragnya Pradhan & Associates, Company Secretaries, having office at WZ-189, Hari Bhawan, Khampur, Opp. West Patel Nagar, New Delhi - 110008) as Scrutinizer by the Company, in terms of Section 110 and all other applicable provisions of the Companies Act, 2013 read with the Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time for the purpose receiving and scrutinizing the postal ballot forms received from the Public Shareholders of the Company and also to scrutinize the e-voting process in a fair and transparent manner, in respect of Resolution as stated in Postal Ballot Notice dated May 29, 2018 for approving 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") by Public shareholders of the Company.

Further, in terms of Securities and Exchange Board of India (SEBI) Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 the Company was required to seek the approval of its Public Shareholders to the said scheme of Amalgamation by way of postal ballot and e-voting ("said postal ballot").

Pragnya Pradhan & Associates * Company Secretaries * New Delhi C.P. No. 12030

WZ-189, 2nd Floor, Hari Bhawan, Khampur, Opp. West Patel Nagar, New Delhi-110008
Tel: 011-25701579, Mob: 9953457413 Email id: Pragnyap.pradhan@gmail.com

IN THIS CONNECTION, I HEREBY SUBMIT MY REPORT AS UNDER:

1. The dispatch of the Postal Ballot Notice and Postal Ballot Form along with postage prepaid self-addressed business reply envelope to the Public Shareholders of the Company whose name(s) appeared on the Register of Members/ List of Beneficial Owners as on May 11, 2018, was completed on June 11, 2018 as under :

   a. In physical Mode, the Postal Ballot Notice and Postal Ballot Form along with postage prepaid self-addressed business reply envelope, through Courier or Registered Post to all public shareholders of the Company.

   b. In electronic mode, to those public shareholders whose e - mail IDs have been registered with the Company/Depositories, in addition to physical mode.

2. The Company has provided the e-voting facility to the Public Shareholders to exercise their votes electronically on said Resolution through the e-voting service facility arranged by National Securities Depository Limited (NSDL).

3. The voting period for e-voting and Postal Ballot was commenced on Thursday, June 14, 2018 (9.00 a.m. IST) and ended on Friday, July 13, 2018 (5.00 p.m. IST) and the NSDL e - voting platform was blocked thereafter. The last date for the receipt of Postal Ballot Forms by the Scrutinizer was Friday, July 13, 2018 (5.00 p.m. IST).

4. All the Postal Ballot Forms including votes cast through e- voting received up to Friday, July 13, 2018 (5.00 p.m. IST), the last day and time fixed by the Company for the receipt of the Postal ballot forms/ e-voting, were scrutinized by me with respect to their validity and the votes cast through the same have been recorded.

5. No Postal Ballot Form including votes cast through e - voting received after Friday, July 13, 2018 (5.00 p.m. IST), the last day and time fixed by the Company have been considered.

6. The Postal ballot Register was prepared to record Public shareholder's Assent or Dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholder, number of shares held by them, nominal value of such shares, whether the shares have differential voting rights, if any.



7. A postal ballot form received from Public shareholder of the Company was considered invalid, if:
   - i A form other than one issued by the Company has been used;
   - ii It has not been signed by or on behalf of the Member;
   - iii Signature on the postal ballot form doesn't match the specimen signatures with the Company;
   - iv It is not possible to determine without any doubt the assent or dissent of the Member;
   - v Neither assent nor dissent is mentioned;
   - vi Any incomplete, torn, incorrectly completed, mutilated, over-written form;
   - vii Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
   - viii The envelope containing the postal ballot form is received after the last date prescribed;
   - ix The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
   - x It is received from a Member who is in arrears of payment of calls;
   - xi It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
   - xii Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

8. I further report that the e-voting data and Physical Postal Ballot Forms were scrutinized by me for verification of votes cast in favor and against the resolution. The signature verification on all the postal ballot forms was done by the Registrar and Transfer Agent of the Company i.e. M/s MCS Share Transfer Agent Ltd.

9. The votes cast through e-voting were unblocked on July 13, 2018 around 17.05 hours IST in the presence of two witnesses, Ms. Sonam Chaudhary, 2nd Floor, Hari Bhawan, Khampur, New Delhi- 110008 and Ms. Taruna Kataria 3rd Floor, Hari Bhawan, Khampur, New Delhi- 110008, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Signature : Sonam Ch
Name Sonam Chaudhary

Signature : Taruna
Name Taruna Kataria

10. The votes cast were also scrutinized for the purpose of eliminating duplicate voting i.e. on e-voting and Postal Ballot Forms.

Pragnya Pradhan & Associates ★ Company Secretaries ★ New Delhi C.P. No.-12030

I have scrutinized and reviewed the Postal ballot and e-voting process in a fair and transparent manner. Please note that one equity share of the Company represent one vote. Members' voting right is in proportion to his share in paid up capital of the Company.

I now submit my Report as under on the result of the Postal ballot and e-voting in respect of the following Resolution:

SUMMARY OF VOTES CAST

Item No. -1- Resolution for Approval of 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").

(i) Voted **in favour** of the **Resolution**:

Particulars	Number of Public Shareholders	Number of votes cast by them	% of total number of valid votes cast
Voted By Physical Postal Ballot Forms	29	2,457	100
Voted by E-voting	49	13,62,263	99.995
Total	78	13,64,720	99.995

(ii) Voted **against** the **Resolution**:

Particulars	Number of Public Shareholders	Number of votes cast by them	% of total number of valid votes cast
Voted By Physical Postal Ballot Forms	0	0	0
Voted by E-voting	6	66	0.005
Total	6	66	0.005

Pragnya Pradhan & Associates * Company Secretaries * New Delhi C.P. No.-12030

(iii) Invalid votes:

Mode of Voting	Total Number of Public Shareholders whose votes were declared 'Invalid'	Total number of votes casted by Public Shareholders whose votes were declared 'Invalid'
Voted through Postal Ballot	10	415
e-voting	0	0
Total	10	415

11. Hence, the resolution is said to have been passed by the requisite majority in accordance with SEBI circulars as mentioned above, **where 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.**

12. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

13. In terms of the requirements of the Companies Act, 2013, the Postal Ballot Forms and other related papers/ registers and records will be handed over to the Company for safe custody of the same after signing of the Minutes of the Postal Ballot process.

14. You may accordingly declare result of aforesaid voting, through Postal Ballot and e-voting, in respect of the Resolution given in the Postal Ballot Notice dated May 29, 2018.

Thanking you,
Yours faithfully,
For **PRAGNYA PRADHAN & ASSOCIATES**
(Company Secretaries)

Pragnya Parimita Pradhan

Pragnya Pradhan & Associates * New Delhi C.P. No.-12030 * Company Secretaries

(Pragnya Parimita Pradhan)
Proprietor
Encl. - As stated above

Date: 14.07.2018
Place: New Delhi

For DCM LIMITED

Chairman & Managing Director