



October 19, 2015

~~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 DCM Engineering Limited into and with DCM Limited and their respective shareholders and creditors (Scheme of Amalgamation)

Dear Sir(s),

In terms of the SEBI Circulars bearing No. CIR/CFD/DIL/5/2013 dated February 4, 2013 and CIR/CFD/DIL/8/2013 dated May 21, 2013, the Company was required to seek approval for the said Scheme of Amalgamation from its Public Shareholders by way of Postal Ballot and e - voting ["Postal Ballot"].

Result of Postal Ballot

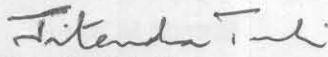
Please note that the aforesaid Postal Ballot voting and e-voting commenced on September 18, 2015 at 9.00 AM and ended on Saturday, October 17, 2015 at 5.00 PM.

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 clause 35A of the Equity Listing Agreement 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


Jitendra Tuli
Chairman & Managing Director



Encl: a/a

Registered Office :

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

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

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

e-mail id: investors@dcm.in

DCM**LIMITED**

DETAIL OF VOTING RESULTS OF POSTAL BALLOT AND E-VOTING
(As per Clause 35A of the Equity Listing Agreement)

Date of Declaration of Postal Ballot and E-voting Results	October 19, 2015
Total Number of Public shareholders on the cut - off date i.e August 28, 2015	44379
No. of Shareholders present in the meeting either in person or through Proxy	
Promoter and Promoter Group	Not Applicable
Public	
No. of Shareholders who attended the meeting through video Conferencing	
Promoter and Promoter Group	Not Applicable
Public	

Item No. 1

Details of Agenda:	Approval of the proposed Scheme of amalgamation of DCM Engineering 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 Circulars No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013)
Resolution required (Ordinary/Special):	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 Circulars No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013
Remarks	Passed with requisite majority

Promoter/ Public	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	Promoter and Promoter Group holding 77,67,882 equity shares of the Company have not been considered in voting process.						
Public Institutional holders	1597925	1495730	15.56244	1495730	0	100	0
Public - Others	8013230	284903	2.96430	275706	9197	96.7719	3.2281
Total	9611155	1780633	18.52673	1771436	9197	99.4835	0.5165

For DCM Limited

Jitendra Tuli
Jitendra Tuli
Chairman & Managing Director



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e-mail id: investors@dcm.in



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, CLAUSE 35B OF THE EQUITY LISTING AGREEMENTS WITH BSE LIMITED (BSE) AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE) AND SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) CIRCULAR NO. CIR/CFD/DIL/5/2013 DATED FEBRUARY 4, 2013 READ WITH CIRCULAR NO. CIR/CFD/DIL/8/2013 DATED MAY 21, 2013 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 DCM ENGINEERING LIMITED INTO AND WITH DCM LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

Mode of Voting 'Public shareholders'	Votes in favour (Shares)	Votes against (Shares)	Total	% of votes in favour of the resolution	% of votes against the resolution	Invalid Votes (Shares)
Resolution No. 1 : Approval of the proposed Scheme of Amalgamation of DCM Engineering Limited ("Transferor Company") into and with DCM Limited ("Transferee Company") and their respective shareholders and creditors (the "Scheme").						
Postal Ballot	223381	8836	232217	12.5450	0.4962	7624
e-Voting	1548055	361	1548416	86.9385	0.0203	0
Total	1771436	9197	1780633	99.4835	0.5165	7624
<i>Based on the above, the Resolution has been passed with the requisite majority</i>						

For DCM Limited

Jitendra Tuli

Jitendra Tuli
Chairman and Managing Director



Date: 19.10.2015

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: dcm ltd@dcm.in



PRAGNYA PRADHAN & ASSOCIATES

PRACTICING COMPANY SECRETARIES

Deliver the best at the earliest

Annexure-3

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,

Mr. Jitendra Tuli,
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. **Pragnya Parimita Pradhan, Company Secretary in Whole Time Practice**, 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 and the Companies (Management and Administration) Amendment Rules, 2015 for the purpose receiving and scrutinizing the postal ballot forms received from the Public Shareholders and also to scrutinizing the e-voting process in a fair and transparent manner, in respect of Resolution as stated in Notice of the Postal Ballot dated September 2, 2015 for approving the proposed Scheme of amalgamation of DCM Engineering 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. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, 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").



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 August 28, 2015, was completed on September 17, 2015 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 and Registered Post to all the public shareholders of the Company.
 - b. In electronic mode, to those shareholders whose e - mail IDs are registered with the Company/ Depositories, in addition to the Notice in physical mode.
2. The Company has provided the e-voting facility to the Members 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 September 18, 2015 (9.00 Hours IST). The voting period for e-voting was ended on October 17, 2015 (17.00 Hours IST) and the NSDL e - voting platform was blocked thereafter. The last date for the receipt of Postal Ballot Forms by the Scrutinizer was October 17, 2015 (17.00 Hours IST).
4. All the Postal Ballot Forms including votes cast through e- voting received up Saturday, October 17, 2015 (17.00 Hours 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 Saturday, October 17, 2015 (17.00 Hours 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 was used;
 - (ii) It was not signed by or on behalf of the Member;
 - (iii) Signature on the postal ballot form did not match the specimen signatures with the Company;
 - (iv) It was not possible to determine without any doubt the assent or dissent of the Member;
 - (v) Neither assent nor dissent was mentioned;



- (vi) Any incomplete, torn, incorrectly completed, mutilated, over-written form;
- (vii) Any competent authority had given directions in writing to the Company to freeze the Voting Rights of the Member;
- (viii) The envelope containing the postal ballot form was received after the last date prescribed;
- (ix) The postal ballot form, signed in a representative capacity, was not accompanied by a certified copy of the relevant specific authority;
- (x) It was received from a Member who was in arrears of payment of calls;
- (xi) It was defaced or mutilated in such a way that its identity as a genuine form could not be established;
- (xii) Member had 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 process was also conducted by the Registrar and Transfer Agent of the Company i.e. M/s MCS Ltd.

9. The votes casted through e-voting were unblocked on October 17, 2015 around 17.10 Hours IST in the presence of two witnesses, Mrs. Taruna (Wz-189, Hari Bhawan, Khampur, New Delhi -110008) and Mrs. Neeru (Wz-189, 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 : Neeru

Name Neeru Kararia

Signature : Taruna Kataria

Name Taruna Kataria

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

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 DCM Engineering 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	200	223381	12.61016
Voted by E-voting	60	1548055	87.38984
Total	260	1771436	100

(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	12	8836	96.0748
Voted by E-voting	3	361	3.9252
Total	15	9197	100

(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'
e-voting	0	0
Voting through Postal Ballot (in person or by proxy)	18	7624
Total	18	7624



(iv) voted through both postal Ballot and e-voting, But voting through postal ballot was not considered

Mode of Voting	Total Number of Public Shareholders whose votes were not considered	Total number of votes casted by Public Shareholders whose votes were not considered
Voting through Postal Ballot (in person or by proxy)	3	43987

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. 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.
13. 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 September 2, 2015.

Thanking you,
Yours faithfully,

For **PRAGNYA PRADHAN & ASSOCIATES**
(Company Secretaries)

Pragnya Parimita Pradhan

(Pragnya Parimita Pradhan)
Proprietor



Date: 19.10.2015
Place: New Delhi