

April 20, 2015

BSE Limited Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001	National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E) Mumbai - 400 051
---	---

Scrip Code: 502820 / DCM

Dear Sir,

Subject: Minutes of the Postal Ballot pursuant to Clause 31 the Listing Agreement

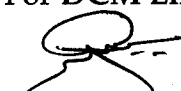
In terms of Clause 31 of the Listing Agreement, Please find enclose herewith minutes of the Postal ballot conducted for seeking consent of members of the Company by way of Special resolution for following item of business :

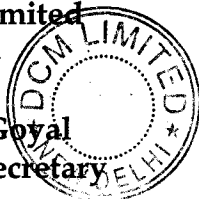
1. Special Resolution authorising the Board of Directors to mortgage/ pledge/ hypothecate and/or create charge on whole or part of land of the Company including the land converted /to be converted into freehold from leasehold at Bara Hindu Rao/ Kishan Ganj, Delhi ('Project Land') to secure any loan raised/to be raised by Purearth Infrastructure Ltd. (PIL) and/or other company /firm and/or body corporate engaged /to be engaged in joint development of Real Estate Project at Project Land along with PIL, not exceeding Rs. 600 Crores (Rupees Six Hundred Crores).

The same is for your information and record pls.

Please acknowledge the receipt of this letter.

Thanking you,
For DCM Limited


Yadvinder Goyal
Company Secretary



Encl: As above

MINUTE BOOK

Saraswati
REGD.

MINUTES OF THE PROCEEDINGS RELATING TO DECLARATION OF RESULT OF THE POSTAL BALLOT OF DCM LIMITED HELD ON THURSDAY, 26TH MARCH, 2015 AT 1.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT VIKRANT TOWER, 4, RAJENDRA PLACE, NEW DELHI-110008

PRESENT:

- | | |
|------------------------|----------------------------------|
| 1. Mr. Jitendra Tuli | Chairman and Managing Director |
| 2. Mr. Ashwani Singhal | Executive Vice President (F & A) |
| 3. Mr. Yadvinder Goyal | Company Secretary |

The Chairman informed that, pursuant to Sections 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, Postal Ballot Notice along with Postal Ballot Form and postage-prepaid self-addressed Business Reply Envelope was sent to all the members of the Company, dispatch of which was completed on February 21, 2015, for seeking their approval on the Special Resolution as set out therein through Postal Ballot and E-voting process.

The said Postal Ballot Notice was approved by the Board of Directors in their meeting held on January 15, 2015. In the same meeting, the Board of Directors had also appointed Mrs. Pragnya Parimita Pradhan, Company Secretary in whole-time practice, as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Further, pursuant to the Companies (Management and Administration) Rules, 2014, the Company has provided the facility to the Members to exercise their votes electronically on said Special Resolution through the e-voting facility arranged by National Securities Depository Limited (NSDL).

The members of the Company holding shares as on the "cut off" date of February 6, 2015, were entitled to vote on the said Special Resolution. The voting period for e-voting and Postal Ballot was commenced on February 22, 2015 (9.00 Hours IST). The voting period for e-voting was ended on March 23, 2015 (17.30 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 March 23, 2015.

The scrutinizer after carrying out the scrutiny of Postal Ballot Forms Received together with the results of the e-voting, submitted her Report on Postal Ballots and e-Voting on March 24, 2015, to the Chairman.

The Chairman announced the following result of the Postal Ballot, as per the Scrutinizer's Report, on March 26, 2015:

CHAIRMAN'S
INITIALS

~2~

MINUTE BOOK

Mode of Voting	Votes in favour (Shares)	Votes against (Shares)	Total Votes	% of votes in favour of the resolution	% of votes against the resolution
Item No. 1: Special Resolution authorising the Board of Directors to mortgage/ pledge/ hypothecate and/or create charge on whole or part of land of the Company including the land converted /to be converted into freehold from leasehold at Bara Hindu Rao/ Kishan Ganj, Delhi ('Project Land') to secure any loan raised/to be raised by Purearth Infrastructure Ltd. (PIL)and/or other company /firm and/or body corporate engaged /to be engaged in joint development of Real Estate Project at Project Land along with PIL, not exceeding Rs. 600 Crores (Rupees Six Hundred Crores).					
Postal Ballot Forms	2,33,048	957	2,34,005	11.6145	0.0477
e-voting	17,72,220	308	17,72,528	88.3225	0.0153
Total	20,05,268	1,265	20,06,533	99.9370	0.0630

The Chairman declared that pursuant to the above voting result, the following Special Resolution as set out in the Postal Ballot Notice dated January 15, 2015 was approved and passed by the members with requisite majority and date of declaration of results i.e. March 26, 2015 shall be date of passing of the Special Resolution:

"RESOLVED THAT in supercession of all /any of the earlier resolution(s) passed in this regard, the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) & 186 of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and clause 49 (VII) of the listing agreement with stock exchanges and/or Section 188 of the Companies Act, 2013 as applicable and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), to the Board of Directors of the Company or any committee constituted by Board (hereinafter referred to as 'the Board') for mortgaging and/ or creating charge on whole or part of its land including the land converted /to be converted into freehold from leasehold at Bara Hindu Rao/ Kishan Ganj at Delhi ('Project Land') in one or more tranches and/or conferring power to enter upon and take possession of the assets of the company in certain events to or in favour of any of the financial institution(s), bank(s), body corporate, lending institution(s) or person(s) to secure term loan whether in India or abroad and other loans/debentures raised/to be raised by Purearth Infrastructure Ltd (PIL) {formerly known as DCM Estates & Infrastructure Limited (DEIL)} a company co-promoted by the Company, for development of the Real Estate Project at Project Land, and/or other company /firm and/or body corporate engaged /to be engaged in joint development of Real Estate Project at Project Land along with PIL from such financial institution(s), bank(s), body corporate(s), lending

CHAIRMAN'S
INITIALS



MINUTE BOOK

Saraswati
REGD.

institution(s) or person(s) together with interest at the respective agreed rates, compound/additional interest, commitment charge, premia on prepayment or on redemption, costs, charges, expenses and all other moneys payable by PIL and/or other company / firm and/or body corporate engaged / to be engaged in joint development of Real Estate Project at Project Land along with PIL to the financial institution(s), bank(s), body corporate, lending institution(s) or person(s) in terms of their respective loan agreements/heads of agreement/ letters of sanction / memorandum of terms and conditions, entered into/ to be entered into by PIL and/or other company / firm and/or body corporate engaged / to be engaged in joint development of Real Estate Project at Project Land along with PIL in respect of the said term loans/ debentures at any time not exceeding Rs. 600 Crores (Rupees Six Hundred Crores).

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and finalize with the financial institution(s), Bank(s), body corporate(s), lending institution(s) or person(s), the documents for creating aforesaid mortgage and/ or charge and to do all such acts, deeds, matters and things and to take all such steps as may be necessary, desirable or expedient, for giving effect to this resolution."

The proceedings relating to declaration of the Result of the Postal Ballot, was called off thereafter.

Date: 10.04.2015
Place: New Delhi

Jitendra Tuli

Jitendra Tuli
Chairman

CHAIRMAN'S
INITIALS