

June 20, 2016

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

Subject: Minutes of the Postal Ballot pursuant to Regulation 30 of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015

Scrip Code: 502820 / DCM

Dear Sir,

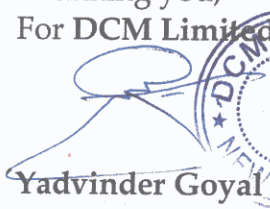
This is to inform you that Company has sought approval of its shareholders through postal ballot (including e-voting) in respect of resolutions as stated in the Postal ballot Notice dated February 13, 2016. The results of same were declared on May 28, 2016 and were also intimated to you on May 28, 2016 as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, minutes of said Postal ballot Notice dated February 13, 2016 are enclosed herewith in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for your information and records.

Please acknowledge receipt of the letter.

Thanking you,

For DCM Limited




Yadvinder Goyal
Company Secretary

Encl: as above

MINUTES OF THE PROCEEDINGS RELATING TO DECLARATION OF RESULT OF THE POSTAL BALLOT OF DCM LIMITED HELD ON SATURDAY, 28TH MAY, 2016 AT 3.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT VIKRANT TOWER, 4, RAJENDRA PLACE, NEW DELHI-110008

PRESENT:

- | | |
|-------------------------|----------------------------------|
| 1. Dr. Vinay Bharat Ram | 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 Section 110 and all other applicable provisions, if any, 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 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 April 26, 2016, for seeking their approval on the Resolutions 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 February 13, 2016. 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 and the Companies (Management and Administration) Amendment Rules, 2015, the Company has provided the facility to the Members to exercise their votes electronically on said Resolutions 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 March 31, 2016, were entitled to vote on the said Resolutions. The voting period for e-voting and Postal Ballot was commenced on Wednesday, April 27, 2016 (9.00 a.m. IST) and ended on Thursday, May 26, 2016 (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 May 26, 2016.

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 May 28, 2016, to the Chairman.


CHAIRMAN'S
INITIALS

The Chairman thereafter announced the following result of the Postal Ballot, as per the Scrutinizer's Report:

Mode of Voting by members of the Company	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)
Ordinary Resolution No. 1 : Appointment of Dr. Vinay Bharat Ram as a Director of the Company.						
Postal Ballot	24,379	3,388	27,767	87.7985	12.2015	3,318
e-Voting	93,05,853	455	93,06,308	99.9951	0.0049	-
Total	93,30,232	3,843	93,34,075	99.9588	0.0412	3,318

Based on the above, the Resolution No. 1 has been passed with the requisite majority

Special Resolution No. 2 : Appointment of Dr. Vinay Bharat Ram as Managing Director of the Company

Postal Ballot	22,989	3,655	26,644	86.2821	13.7179	4,416
e-Voting	93,05,835	473	93,06,308	99.9949	0.0051	-
Total	93,28,824	4,128	93,32,952	99.9558	0.0442	4,416

Based on the above, the Resolution No. 2 has been passed with the requisite majority

Special Resolution No. 3 : Re-appointment of Mr. Jitendra Tuli as Managing Director of the Company

Postal Ballot	25,321	884	26,205	96.6266	3.3734	4,850
e-Voting	93,05,453	825	93,06,278	99.9911	0.0089	-
Total	93,30,774	1,709	93,32,483	99.9817	0.0183	4,850

Based on the above, the Resolution No. 3 has been passed with the requisite majority

The Chairman declared that pursuant to the above voting result, the following Resolutions as set out in the Postal Ballot Notice dated February 13, 2016 were approved and passed by the members of the Company with requisite majority and last date specified by the Company for receipt of duly completed postal ballot forms and e-voting i.e. May 26, 2016 shall be date of passing of the said Resolutions:

Item No. 1 : Ordinary Resolution for appointment of Dr. Vinay Bharat Ram as a Director of the Company.

"RESOLVED THAT Dr. Vinay Bharat Ram (DIN 00052826), who was appointed by the Board of Directors as an Additional Director of the Company on the recommendations of Nomination & Remuneration Committee, with effect from January 29, 2016 and who holds office upto the date of next Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

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RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

Item No. 2 : Special Resolution for appointment of Dr. Vinay Bharat Ram as Managing Director of the Company.

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 and Schedule - V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and other applicable provisions, if any, of the Companies Act, 2013 and Article of Association of the Company and subject to approval by Central Government as may be required and such alterations and modifications as may be effected by Central Govt. in granting such approvals pursuant to any change in policies or laws or regulations relating to Managerial Remuneration or in response to any application for review and reconsideration submitted by the Company in this regard, approval of the members of the Company be and is hereby accorded to the appointment of Dr. Vinay Bharat Ram (DIN 00052826) as Managing Director of the Company w.e.f. January 30, 2016 for a period of 3 years on the remuneration and terms and condition as given below:

Particulars	Amount in Rs. (Per Month)	Amount in Rs. (Per Annum)
A. SALARY		
Basic	4,00,000	48,00,000
Special Allowance	1,50,000	18,00,000
Sub-Total (A)	5,50,000	66,00,000
B. PERQUISITES & ALLOWANCES		
HRA/Rent Free Furnished Accommodation	6,25,000 (plus service tax as applicable)	75,00,000 (plus service tax as applicable)
Medical Allowance / Re-imbursement	5,000	60,000
Water, Electricity, Gas & Security	65,000	7,80,000
Sub-Total (B)	6,95,000	83,40,000
C. OTHERS		
Company Contribution to Provident Fund as per policy/rules of the Company.	48,000	5,76,000
Company's Contribution to Superannuation Fund as per policy/rules of the Company.	52,000	6,24,000
Gratuity as per policy/rules of the Company.	19,200	2,30,400
Sub-Total (C)	1,19,200	14,30,400
Grand Total (A)+(B)+(C)	13,64,200	1,63,70,400

CHAIRMAN'S
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In addition to the above, he shall also be entitled to following facilities necessary for the purposes of business, which will not be considered as perquisites:

- i. Company maintained car(s) with driver(s);
- ii. Telephone(s) facility.

However, for the personal use of car, the amount equivalent to the perquisite value of the car(s) as per Income Tax Act shall be recovered from him.

OTHER TERMS AND CONDITIONS:

- a. The Board in its discretion may pay to him lower remuneration than the maximum remuneration stipulated hereinabove and revise it from time to time within the limits stipulated herein or if it exceeds, then with the approval of the Central Government within the provisions of the Companies Act, 2013, if applicable at the appropriate point of time.
- b. Subject to overall superintendence, direction and control of the Board of Directors, Dr. Vinay Bharat Ram is entrusted with substantial powers of management of the Company. He shall look after the working and shall manage the affairs of the Company, as may from time to time be assigned to him by the Board of Directors of the Company.
- c. For the discharge of duties, Dr. Vinay Bharat Ram shall report to and derive his authorities and functional responsibilities from the Board of Directors.
- d. Either party may terminate the appointment by giving to the other, three calendar months' notice in writing.
- e. In the event of termination of appointment by the Company, he shall be entitled to receive compensation in accordance with the provisions of the Companies Act, 2013.
- f. Pursuant to provisions of Paragraph 1 of Section IV of Part- II of Schedule V of the Companies Act, 2013, the following perquisites shall not be included in the computation of ceiling on remuneration:
 - (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
 - (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
 - (iii) Encashment of leave at the end of the tenure as per rules/ policy of the Company.
- g. Remuneration for a part of the year shall be computed on a pro-rata basis.
- h. He shall not be entitled to any sitting fees for attending the meeting of Board of Directors or Committee(s) thereof.
- i. Subject to limits as prescribed in Company's Policies, he shall be entitled to re-imbursement of expenses including on entertainment and traveling incurred in the course of business of the Company, which will not be treated as an item of remuneration for the purpose of Section 197 of the Companies Act, 2013. The re-imbursement of entertainment expenses to him shall be subject to maximum of Rs. 1,00,000/- per month for entertainment expenses actually incurred in the course of business of the company.



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RESOLVED FURTHER THAT pursuant to provisions of Section 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules issued there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, the remuneration as set out above, be paid as minimum remuneration to Dr. Vinay Bharat Ram, subject to such approvals as may be necessary, notwithstanding that in any relevant financial year(s) of the Company during his tenure as Managing Director, the Company has no profit or its profits are inadequate under Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors (constituted or to be constituted) or Director(s) or officer(s) or any other person(s) to give effect to the aforesaid resolution."

Item No. 3 : Special Resolution for re-appointment of Mr. Jitendra Tuli as Managing Director of the Company.

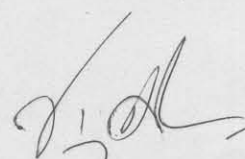
"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to the provisions of Sections 196, 197, 198, 203 and Schedule - V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and other applicable provisions, if any, of the Companies Act, 2013 and Article of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. JitendraTuli (DIN 00272930), as Managing Director of the Company, with effect from December 20, 2015 without payment of salary and perquisites but with sitting fees as paid to other directors, for a period of one year, which is extendable for further period(s) not exceeding 5 years, on each occasion from time to time at the discretion of the Board.

RESOLVED FURTHER THAT Mr. Jitendra Tuli, Managing Director shall be entitled to reimbursement of all expenses incurred in the course of business of the Company on actual basis.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

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

Date: 17/06/2016
Place: New Delhi


Dr. Vinay Bharat Ram
Chairman

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