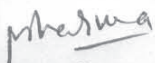




Details of Voting Results as per Clause 35A of the Listing Agreement

Sr. No.	Particulars	Details
1.	Name of the Company	DCM Limited
2.	Date of Annual General Meeting (AGM)	August 4, 2014
3.	Total Number of Shareholders as on Record Date (i.e. cut-off date - June 20, 2014)	45047
4.	Number of Shareholders present in the meeting either in person or through proxy:	242
	- Promoters and Promoters group	16
	- Public	226
5.	Number of Shareholders attended the meeting through video conferencing:	NIL
	- Promoters and Promoters group	N.A.
	- Public	N.A.

Certified to be True Copy  
For DCM LIMITED

  
Company Secretary

Registered Office :

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

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

CIN: L74899DL1889PLC000004

Website: [www.dcm.in](http://www.dcm.in)

Item No. 1

Details of Agenda: Adoption of Financial Statements for the financial year ended March 31, 2014 and Reports of Board of Directors and Auditors thereon.

Mode of Voting: (Show of hands/Poll/Postal ballot/E-voting): e-voting and Assent / Dissent Form and Poll Resolution required (Ordinary/Special): Ordinary Resolution

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	7767882	7759970	99.89814%	7759970	0	100.00%	0
Public - Institutional holders	1649386	1567444	95.03197%	1567444	0	100.00%	0
Public - Others	7961769	5773	0.07251%	5751	22	99.61891%	0.38108%
Total	17379037	9333187	53.70371%	9333165	22	99.99976%	0.00024%





Item No. 2

Details of Agenda: Declaration of final dividend for the financial year ended March 31, 2014 and confirmation of the payment of interim dividend made during the financial year ended March 31, 2014.

Mode of Voting: (Show of hands/Poll/Postal ballot/E-voting): e-voting and Assent / Dissent Form and Poll Resolution required (Ordinary/Special): Ordinary Resolution

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	7767882	7759970	99.89814%	7759970	0	100.00%	0
Public - Institutional holders	1649386	1567444	95.03197%	1567444	0	100.00%	0
Public - Others	7961769	5773	0.07251%	5773	0	100.00%	0
Total	17379037	9333187	53.70371%	9333187	0	100.00%	0





Item No. 3

Details of Agenda: Appointment of a director in place of Prof. Joginder Singh Sodhi, who retires by rotation and being eligible, offers himself for re-appointment.

Mode of Voting: (Show of hands/Poll/Postal ballot/E-voting): e-voting and Assent / Dissent Form and Poll  
Resolution required (Ordinary/Special): Ordinary Resolution

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares $(3) = \frac{[(2)/(1)]}{*100}$	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled $(6) = \frac{[(4)/(2)]}{*100}$	% of Votes against on votes polled $(7) = \frac{[(5)/(2)]}{*100}$
Promoter and Promoter Group	7767882	7759970	99.89814%	7759970	0	100.00%	0
Public - Institutional holders	1649386	1567444	95.03197%	1567444	0	100.00%	0
Public - Others	7961769	5748	0.07220%	5745	3	99.94781%	0.05219%
Total	17379037	9333162	53.70356%	9333159	3	99.99997%	0.00003%





Item No. 4

Details of Agenda: Appointment of M/s A. F. Ferguson & Co., Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.

Mode of Voting: (Show of hands/Poll/Postal ballot/E-voting): e-voting and Assent / Dissent Form and Poll Resolution required (Ordinary/Special): Ordinary Resolution

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour votes polled (6)=[(4)/(2)]* 100	% of Votes against votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	7767882	7759970	99.89814%	7759970	0	100.00%	0
Public - Institutiona l holders	1649386	1567444	95.03197%	1567444	0	100.00%	0
Public - Others	7961769	5773	0.07251%	5770	3	99.94803%	0.05197%
Total	17379037	9333187	53.70371%	9333184	3	99.99997%	0.00003%





Item No. 5

Details of Agenda: Appointment of Mr. Bipin Maira as an Independent Director of the Company.

Mode of Voting: (Show of hands/Poll/Postal ballot/E-voting): e-voting and Assent / Dissent Form and Poll Resolution required (Ordinary/Special): Ordinary Resolution

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	7767882	7759970	99.89814%	7759970	0	100.00%	0
Public - Institutional holders	1649386	1567444	95.03197%	1567444	0	100.00%	0
Public - Others	7961769	5748	0.07220%	5735	13	99.77383%	0.22617%
Total	17379037	9333162	53.70356%	9333149	13	99.99986%	0.00014%





Item No. 6

Details of Agenda: Appointment of Prof. Sudhir Kumar Jain as an Independent Director of the Company.

Mode of Voting: (Show of hands/Poll/Postal ballot/E-voting): e-voting and Assent / Dissent Form and Poll Resolution required (Ordinary/Special): Ordinary Resolution

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	7767882	7759970	99.89814%	7759970	0	100.00%	0
Public - Institutional holders	1649386	1567444	95.03197%	1567444	0	100.00%	0
Public - Others	7961769	5748	0.07220%	5685	63	98.90397%	1.09603%
Total	17379037	9333162	53.70356%	9333099	63	99.99932%	0.00068%





Item No. 7

Details of Agenda: Appointment of Mr. Ravi Vira Gupta as an Independent Director of the Company.

Mode of Voting: (Show of hands/Poll/Postal ballot/E-voting): e-voting and Assent / Dissent Form and Poll Resolution required (Ordinary/Special): Ordinary Resolution

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares $(3) = \frac{[(2)/(1)]}{*100}$	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled $(6) = \frac{[(4)/(2)]}{100}$	% of Votes against on votes polled $(7) = \frac{[(5)/(2)]}{*100}$
Promoter and Promoter Group	7767882	7759970	99.89814%	7759970	0	100.00%	0
Public - Institutiona l holders	1649386	1567444	95.03197%	1567444	0	100.00%	0
Public - Others	7961769	5748	0.07220%	5685	63	98.90397%	1.09603%
Total	17379037	9333162	53.70356%	9333099	63	99.99932%	0.00068%





Item No. 8

Details of Agenda: Appointment of Dr. Meenakshi Nayar as an Independent Director of the Company.

Mode of Voting: (Show of hands/Poll/Postal ballot/E-voting): e-voting and Assent / Dissent Form and Poll Resolution required (Ordinary/Special): Ordinary Resolution

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares $(3) = \frac{(2)}{(1)} \times 100$	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled $(6) = \frac{(4)}{(2)} \times 100$	% of Votes against on votes polled $(7) = \frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	7767882	7759970	99.89814%	7759970	0	100.00%	0
Public - Institutiona l holders	1649386	1567444	95.03197%	1567444	0	100.00%	0
Public - Others	7961769	5748	0.07220%	5735	13	99.77383%	0.22617%
Total	17379037	9333162	53.70356%	9333149	13	99.99986%	0.00014%





Item No. 9

Details of Agenda: Approval of the Remuneration of the Cost Auditors.

Mode of Voting: (Show of hands/Poll/Postal ballot/E-voting): e-voting and Assent / Dissent Form and Poll Resolution required (Ordinary/Special): Ordinary Resolution

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour votes polled (6)=[(4)/(2)]* 100	% of Votes against votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	7767882	7759970	99.89814%	7759970	0	100.00%	0
Public Institutional holders	1649386	1567444	95.03197%	1567444	0	100.00%	0
Public Others	7961769	5748	0.07220%	5738	10	99.82603%	0.17397%
Total	17379037	9333162	53.70356%	9333152	10	99.99989%	0.00011%





Item No. 10

Details of Agenda: Amendment of Articles of Association of the Company.

**Mode of Voting: (Show of hands/Poll/Postal ballot/E-voting): e-voting and Assent / Dissent Form and Poll Resolution required (Ordinary/Special): Special Resolution**

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	7767882	7759970	99.89814%	7759970	0	100.00%	0
Public - Institutional holders	1649386	1567444	95.03197%	1567444	0	100.00%	0
Public - Others	7961769	5773	0.07251%	5757	16	99.72285%	0.27715%
Total	17379037	9333187	53.70371%	9333171	16	99.99983%	0.00017%





Item No. 11

Details of Agenda: Re-appointment of Mr. Jitendra Tuli as Managing Director of the Company.

Mode of Voting: (Show of hands / Poll / Postal ballot / E-voting): e-voting and Assent / Dissent Form and Poll Resolution required (Ordinary/Special): Special Resolution

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	7767882	7759970	99.89814%	7759970	0	100.00%	0
Public - Institutional holders	1649386	1567444	95.03197%	1567444	0	100.00%	0
Public - Others	7961769	5748	0.07220%	5735	13	99.77383%	0.22617%
Total	17379037	9333162	53.70356%	9333149	13	99.99986%	0.00014%

For DCM Limited



*Mukesh*  
Mukesh Sharma  
(Company Secretary)

Date:- 06/08/2014  
Place:- New Delhi





**CONSOLIDATED RESULTS OF VOTING CONDUCTED THROUGH E-VOTING AND ASSENT/DISSENT FORMS PURSUANT TO THE PROVISIONS OF SECTION 108 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND POLL CONDUCTED PURSUANT TO SECTION 109 OF THE COMPANIES ACT, 2013 AND RULE 21(2) OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 FOR THE 124<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON MONDAY, 4<sup>TH</sup> AUGUST, 2014 AT 3.30 P.M. AT MPCU SHAH AUDITORIUM, SHREE GUJARATI SAMAJ MARG, CIVIL LINES, NEW DELHI - 110054.**

Mode of Voting	Votes in favour (Shares)	Votes against (Shares)	Total	% of votes in favour of the resolution	% of votes against the resolution
<b>ORDINARY BUSINESS:</b>					
<b>Ordinary Resolution No. 1 : Adoption of Financial Statements for the financial year ended March 31, 2014 and Reports of Board of Directors and Auditors thereon.</b>					
e-voting and Assent / Dissent Forms	9331645	22	9331667	99.99976%	0.00024%
Poll	1520	0	1520	100%	0
Total	9333165	22	9333187	99.99976%	0.00024%
Based on the above, the Resolution has been passed with the requisite majority					
<b>Ordinary Resolution No. 2 : Declaration of final dividend for the financial year ended March 31, 2014 and confirmation of the payment of interim dividend made during the financial year ended March 31, 2014.</b>					
e-voting and Assent / Dissent Forms	9331667	0	9331667	100%	0
Poll	1520	0	1520	100%	0
Total	9333187	0	9333187	100%	0
Based on the above, the Resolution has been passed with the requisite majority					
<b>Ordinary Resolution No. 3 : Appointment of a director in place of Prof. Joginder Singh Sodhi, who retires by rotation and being eligible, offers himself for re- appointment.</b>					
e-voting and Assent / Dissent Forms	9331639	3	9331642	99.99997%	0.00003%
Poll	1520	0	1520	100	0
Total	9333159	3	9333162	99.99997%	0.00003%
Based on the above, the Resolution has been passed with the requisite majority					



Registered Office :

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

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

CIN: L74899DL1889PLC000004

Website: www.dcm.in



Mode of Voting	Votes in favour (Shares)	Votes against (Shares)	Total	% of votes in favour of the resolution	% of votes against the resolution
<b>Ordinary Resolution No. 4 : Appointment of M/s A. F. Ferguson &amp; Co., Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.</b>					
e-voting and Assent / Dissent Forms	9331664	3	9331667	99.99997%	0.00003%
Poll	1520	0	1520	100	0
Total	9333184	3	9333187	99.99997%	0.00003%
Based on the above, the Resolution has been passed with the requisite majority					
<b>SPECIAL BUSINESS:</b>					
<b>Ordinary Resolution No. 5 : Appointment of Mr. Bipin Maira as an Independent Director of the Company</b>					
e-voting and Assent / Dissent Forms	9331629	13	9331642	99.99986%	0.00014%
Poll	1520	0	1520	100	0
Total	9333149	13	9333162	99.99986%	0.00014%
Based on the above, the Resolution has been passed with the requisite majority					
<b>Ordinary Resolution No. 6 : Appointment of Prof. Sudhir Kumar Jain as an Independent Director of the Company</b>					
e-voting and Assent / Dissent Forms	9331579	63	9331642	99.99932%	0.00068%
Poll	1520	0	1520	100	0
Total	9333099	63	9333162	99.99932%	0.00068%
Based on the above, the Resolution has been passed with the requisite majority					
<b>Ordinary Resolution No. 7 : Appointment of Mr. Ravi Vira Gupta as an Independent Director of the Company</b>					
e-voting and Assent / Dissent Forms	9331579	63	9331642	99.99932%	0.00068%
Poll	1520	0	1520	100	0
Total	9333099	63	9333162	99.99932%	0.00068%
Based on the above, the Resolution has been passed with the requisite majority					





**Ordinary Resolution No. 8 : Appointment of Dr. Meenakshi Nayar as an Independent Director of the Company**

e-voting and Assent / Dissent Forms	9331629	13	9331642	99.99986%	0.00014%
Poll	1520	0	1520	100%	0
Total	9333149	13	9333162	99.99986%	0.00014%

Based on the above, the Resolution has been passed with the requisite majority

Mode of Voting	Votes in favour (Shares)	Votes against (Shares)	Total	% of votes in favour of the resolution	% of votes against the resolution
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**Ordinary Resolution No. 9 : Approval of the Remuneration of the Cost Auditors**

e-voting and Assent / Dissent Forms	9331632	10	9331642	99.99989%	0.00011%
Poll	1520	0	1520	100	0
Total	9333152	10	9333162	99.99989%	0.00011%

Based on the above, the Resolution has been passed with the requisite majority

**Special Resolution No. 10 : Amendment of Articles of Association of the Company**

e-voting and Assent / Dissent Forms	9331651	16	9331667	99.99983%	0.00017%
Poll	1520	0	1520	100	0
Total	9333171	16	9333187	99.99983%	0.00017%

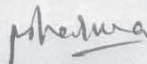
Based on the above, the Resolution has been passed with the requisite majority

**Special Resolution No. 11 : Re-appointment of Mr. Jitendra Tuli as Managing Director of the Company**

e-voting and Assent / Dissent Forms	9331629	13	9331642	99.99986%	0.00014%
Poll	1520	0	1520	100	0
Total	9333149	13	9333162	99.99986%	0.00014%

Based on the above, the Resolution has been passed with the requisite majority

For DCM Limited

  
Mukesh Sharma  
(Company Secretary)



Date : 06.08.2014  
Place : New Delhi



**Scrutinizer's Report**

(Pursuant to rule section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014)

To,  
**The Chairman**  
DCM Limited  
Vikrant Tower,  
4, Rajendra Place  
New Delhi - 110008

Dear Sir,

**Sub. : Scrutinizer's Report on e – voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013- (“the Act”) read with Rule 20 of the Companies ( Management and Administration) Rules, 2014 and Assent / Dissent Forms received from the members, who do not have access to e – voting.**

I, D.P Gupta, Proprietor of M/s SGS ASSOCIATES, Company Secretaries, having its registered office at 14, First Floor, Rani Jhansi Road, Jhandewalan, New Delhi- 110055, have been appointed as the scrutinizer by the Board of Directors of DCM Limited pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies ( Management and administration) Rules, 2014, for the purpose of conducting and scrutinizing the e-voting process the Assent / Dissent Forms received from the members in respect of the below mentioned resolutions to be passed at the 124<sup>th</sup> Annual General Meeting of the Company to be held on August 4, 2014.

The Notice dated May 28, 2014 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the members in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on August 4, 2014.

The Company has availed the e – voting facility offered by National Securities Depository Limited (NSDL) for conducting e – voting by the members of the Company. The Company has also provided voting by Assent / Dissent Forms to the members who do not have access to e – voting facility.

The members of the Company holding shares as on the “cut off” date of June 20, 2014, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 11 in the Notice of the 124<sup>th</sup> AGM of DCM Limited.





The voting period for e- voting commenced on Tuesday, July 29, 2014 at 9:00 a.m. and ended on Thursday, 31, 2014 at 6:00 p.m. and the NSDL e – voting platform was blocked thereafter.

The votes were unblocked on July 31, 2014 around 6.05 p.m. in the presence of two witnesses, Ms. Sakshi Mathur (Pocket-L, 234-B, Dilshad Garden, Delhi -110095) and Ms. Surbhi Bansal (House no. 46, BLOCK B-3 Paschim Vihar New Delhi - 110063) who are not in the employment of the Company. They have signed below in Confirmation of the votes being unblocked in their presence.

Signatures Sakshi Mathur  
Name Sakshi Mathur

Signatures Surbhi Bansal  
Name Surbhi Bansal

Votes casted through Assent / Dissent Forms received upto 6.00 p.m. on July 31, 2014 were only considered.

I have scrutinized and reviewed the e-voting and Assent / Dissent Forms and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e – voting system and the Assent / Dissent Forms received respectively. 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 e-voting and Assent / Dissent Forms in respect of the said Resolutions :

1. Resolution No. 1 :  
Adoption of Financial Statements for the financial year ended March 31, 2014 and Reports of Board of Directors and Auditors thereon

▪ Voted in favour of the resolution

	Number of Members voted through e- voting system and Assent / Dissent Form	Number of votes cast (Shares)	% of total number of valid votes cast
E – Voting	27	9331198	99.9950%
Assent / Dissent Forms	17	447	0.0048%
Total	44	9331645	99.9998%

▪ Voted against the resolution

	Number of Members voted through e- voting system and Assent / Dissent Form	Number of votes cast(Shares)	% of total number of valid votes cast
E – Voting	0	0	0
Assent / Dissent Forms	1	22	0.0002%
Total	1	22	0.0002%





▪ **Vote not casted in either way**

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E – Voting	0	0
Assent / Dissent Forms	0	0
Total	0	0

▪ **Invalid Votes**

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E – Voting	0	0
Assent / Dissent Forms	4	14
Total	4	14

2. **Resolution No. 2 :**

**Declaration of final dividend for the financial year ended March 31, 2014 and confirmation of the payment of interim dividend made during the financial year ended March 31, 2014.**

▪ **Voted in favour** of the resolution

	Number of Members voted through e- voting system and Assent / Dissent Form	Number of votes cast(Shares)	% of total number of valid votes cast
E – Voting	27	9331198	99.9950%
Assent / Dissent Forms	18	469	0.0050%
Total	45	9331667	100%

▪ **Voted against** the resolution

	Number of Members voted through e- voting system and Assent / Dissent Form	Number of votes cast (Shares)	% of total number of valid votes cast
E – Voting	0	0	0
Assent / Dissent Forms	0	0	0
Total	0	0	0





▪ **Vote not casted in either way**

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E – Voting	0	0
Assent / Dissent Forms	0	0
Total	0	0

▪ **Invalid Votes**

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E – Voting	0	0
Assent / Dissent Forms	4	14
Total	4	14

3. **Resolution No. 3 :**

**Appointment of a director in place of Prof. Joginder Singh Sodhi, who retires by rotation and being eligible, offers himself for re- appointment.**

▪ **Voted in favour** of the resolution

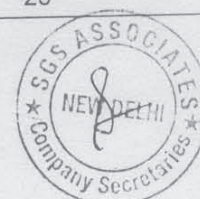
	Number of Members voted through e- voting system and Assent / Dissent Form	Number of votes cast(Shares)	% of total number of valid votes cast
E – Voting	26	9331173	99.99498%
Assent / Dissent Forms	17	466	0.00499%
Total	43	9331639	99.99997%

▪ **Voted against** the resolution

	Number of Members voted through e- voting system and Assent / Dissent Form	Number of votes cast(Shares)	% of total number of valid votes cast
E – Voting	0	0	0
Assent / Dissent Forms	1	3	0.00003%
Total	1	3	0.00003%

▪ **Vote not casted in either way**

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E – Voting	1	25
Assent / Dissent Forms	0	0
Total	1	25





▪ Invalid Votes

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E – Voting	0	0
Assent / Dissent Forms	4	14
Total	4	14

4. Resolution No. 4 :

Appointment of M/s A. F. Ferguson & Co., Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.

▪ Voted in favour of the resolution

	Number of Members voted through e- voting system and Assent / Dissent Form	Number of votes cast(Shares)	% of total number of valid votes cast
E – Voting	27	9331198	99.99498%
Assent / Dissent Forms	17	466	0.00499%
Total	44	9331664	99.99997%

▪ Voted against the resolution

	Number of Members voted through e- voting system and Assent / Dissent Form	Number of votes cast(Shares)	% of total number of valid votes cast
E – Voting	0	0	0
Assent / Dissent Forms	1	3	0.00003%
Total	1	3	0.00003%

▪ Vote not casted in either way

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E – Voting	0	0
Assent / Dissent Forms	0	0
Total	0	0





▪ **Invalid Votes**

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E – Voting	0	0
Assent / Dissent Forms	4	14
Total	4	14

5. **Resolution No. 5 :**

**Appointment of Mr. Bipin Maira as an Independent Director of the Company**

▪ **Voted in favour** of the resolution

	Number of Members voted through e- voting system and Assent / Dissent Form	Number of votes cast (Shares)	% of total number of valid votes cast
E – Voting	26	9331173	99.99498%
Assent / Dissent Forms	16	456	0.00488%
Total	42	9331629	99.99986%

▪ **Voted against** the resolution

	Number of Members voted through e- voting system and Assent / Dissent Form	Number of votes cast(Shares)	% of total number of valid votes cast
E – Voting	0	0	0
Assent / Dissent Forms	2	13	0.00014%
Total	2	13	0.00014%

▪ **Vote not casted** in either way

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E – Voting	1	25
Assent / Dissent Forms	0	0
Total	1	25

▪ **Invalid Votes**

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E – Voting	0	0
Assent / Dissent Forms	4	14
Total	0	0





6. Resolution No. 6 :

**Appointment of Prof. Sudhir Kumar Jain as an Independent Director of the Company**

- Voted **in favour** of the resolution

	Number of Members voted through e- voting system and Assent / Dissent Form	Number of votes cast(Shares)	% of total number of valid votes cast
E – Voting	25	9331123	99.99445%
Assent / Dissent Forms	16	456	0.00488%
Total	41	9331579	99.99933%

- Voted **against** the resolution

	Number of Members voted through e- voting system and Assent / Dissent Form	Number of votes cast(Shares)	% of total number of valid votes cast
E – Voting	1	50	0.00053%
Assent / Dissent Forms	2	13	0.00014%
Total	3	63	0.00067%

- Vote not casted in either way

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E – Voting	1	25
Assent / Dissent Forms	0	0
Total	1	25

- Invalid Votes

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E – Voting	0	0
Assent / Dissent Forms	4	14
Total	0	0





7. Resolution No. 7 :

Appointment of Mr. Ravi Vira Gupta as an Independent Director of the Company

- Voted in favour of the resolution

	Number of Members voted through e- voting system and Assent / Dissent Form	Number of votes cast(Shares)	% of total number of valid votes cast
E – Voting	25	9331123	99.99445%
Assent / Dissent Forms	16	456	0.00488%
Total	41	9331579	99.99933%

- Voted against the resolution

	Number of Members voted through e- voting system and Assent / Dissent Form	Number of votes cast(Shares)	% of total number of valid votes cast
E – Voting	1	50	0.00053%
Assent / Dissent Forms	2	13	0.00014%
Total	3	63	0.00067%

- Vote not casted in either way

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E – Voting	1	25
Assent / Dissent Forms	0	0
Total	1	25

- Invalid Votes

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E – Voting	0	0
Assent / Dissent Forms	4	14
Total	0	0





8. Resolution No. 8 :  
Appointment of Dr. Meenakshi Nayar as an Independent Director of the Company

▪ Voted in favour of the resolution

	Number of Members voted through e- voting system and Assent / Dissent Form	Number of votes cast(Shares)	% of total number of valid votes cast
E - Voting	26		
Assent / Dissent Forms	16	9331173	99.99498%
Total	42	456	0.00488%
		9331629	99.99986%

▪ Voted against the resolution

	Number of Members voted through e- voting system and Assent / Dissent Form	Number of votes cast(Shares)	% of total number of valid votes cast
E - Voting	0		
Assent / Dissent Forms	2	0	0
Total	2	13	0.00014%
		13	0.00014%

▪ Vote not casted in either way

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E - Voting		
Assent / Dissent Forms	1	25
Total	0	0
	1	25

▪ Invalid Votes

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E - Voting		
Assent / Dissent Forms	0	0
Total	4	14
	0	0





9. Resolution No. 9 :  
Approval of the Remuneration of the Cost Auditors

- Voted in favour of the resolution

	Number of Members voted through e- voting system and Assent / Dissent Form	Number of votes cast(Shares)	% of total number of valid votes cast
E – Voting	26	9331173	99.99497%
Assent / Dissent Forms	17	459	0.00492%
Total	43	9331632	99.99989%

- Voted against the resolution

	Number of Members voted through e- voting system and Assent / Dissent Form	Number of votes cast(Shares)	% of total number of valid votes cast
E – Voting	0	0	0
Assent / Dissent Forms	1	10	0.00011%
Total	1	10	0.00011%

- Vote not casted in either way

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E – Voting	1	25
Assent / Dissent Forms	0	0
Total	1	25

- Invalid Votes

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E – Voting	0	0
Assent / Dissent Forms	4	14
Total	0	0





10. Resolution No. 10 :  
Amendment of Articles of Association of the Company

- Voted in favour of the resolution

	Number of Members voted through e- voting system and Assent / Dissent Form	Number of votes cast(Shares)	% of total number of valid votes cast
E – Voting	27	9331198	99.99498%
Assent / Dissent Forms	16	453	0.00485%
Total	43	9331651	99.99983%

- Voted against the resolution

	Number of Members voted through e- voting system and Assent / Dissent Form	Number of votes cast(Shares)	% of total number of valid votes cast
E – Voting	0	0	0
Assent / Dissent Forms	2	16	0.00017%
Total	2	16	0.00017%

- Vote not casted in either way

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E – Voting	0	0
Assent / Dissent Forms	0	0
Total	0	0

- Invalid Votes

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E – Voting	0	0
Assent / Dissent Forms	4	14
Total	0	0





11. Resolution No. 11 :

Re-appointment of Mr. Jitendra Tuli as Managing Director of the Company

- Voted in favour of the resolution

	Number of Members voted through e- voting system and Assent / Dissent Form	Number of votes cast(Shares)	% of total number of valid votes cast
E – Voting	26	9331173	99.99498%
Assent / Dissent Forms	16	456	0.00488%
Total	42	9331629	99.99986%

- Voted against the resolution

	Number of Members voted through e- voting system and Assent / Dissent Form	Number of votes cast(Shares)	% of total number of valid votes cast
E – Voting	0	0	0
Assent / Dissent Forms	2	13	0.00014%
Total	2	13	0.00014%

- Vote not casted in either way

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E – Voting	1	25
Assent / Dissent Forms	0	0
Total	1	25

- Invalid Votes


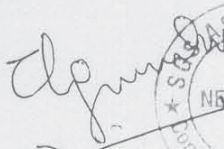
	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E – Voting	0	0
Assent / Dissent Forms	4	14
Total	0	0





The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking You,  
Yours faithfully,  
For SGS Associates



D P Gupta  
Proprietor

Place: New Delhi  
Dated : 2-Aug-14





**PRAGNYA PRADHAN & ASSOCIATES**  
PRACTICING COMPANY SECRETARIES

**FORM No. MGT-13**  
**Report of Scrutinizer(s)**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of  
The Companies (Management and Administration) Rules, 2014]

To,

**Shri Jitendra Tuli,**  
Chairman  
124<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
DCM Limited held on Monday, August 4, 2014 at 3.30 P.M., at MPCU Shah  
Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, New Delhi-110 054.

Dear Sir,

I, **Pragnya Parimita Pradhan, Company Secretary in Whole Time Practice**, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 124<sup>th</sup> Annual General Meeting of **DCM Limited** held on Monday, the August 4, 2014 at 3.30 P.M., at MPCU Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, New Delhi-110 054, submit my report as under:

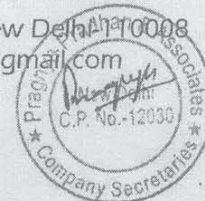
1. After the time fixed for closing of the poll by the Chairman, two ballot boxes were kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

a) **Ordinary Resolution at item No-1 – Adoption of Financial Statements for the financial year ended March 31, 2014 and Reports of Board of Directors and Auditors thereon**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	1520	100%

WZ-189, 2<sup>nd</sup> Floor, Hari Bhawan, Khampur, Opp. West Patel Nagar, New Delhi-110008  
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**PRAGNYA PRADHAN & ASSOCIATES**  
PRACTICING COMPANY SECRETARIES

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
21	NA

b) Ordinary Resolution at item no-2- Declaration of final dividend for the financial year ended March 31, 2014 and confirmation of the payment of interim dividend made during the financial year ended March 31, 2014

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	1520	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
21	NA

c) Ordinary Resolution at item no-3- Appointment of a director in place of Prof. Joginder Singh Sodhi, who retires by rotation and being eligible, offers himself for re- appointment.

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**PRAGNYA PRADHAN & ASSOCIATES**  
PRACTICING COMPANY SECRETARIES

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	1520	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
21	NA

ð) Ordinary Resolution at item no- 4- Appointment of M/s A. F. Ferguson & Co., Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.

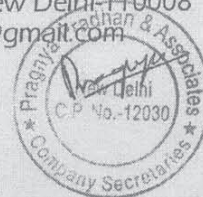
(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	1520	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

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**PRAGNYA PRADHAN & ASSOCIATES**  
PRACTICING COMPANY SECRETARIES

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
21	NA

e) Ordinary Resolution at item no - 5- Appointment of Mr. Bipin Maira as an Independent Director of the Company

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	1520	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

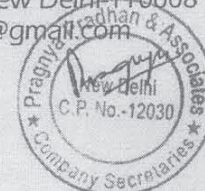
Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
21	NA

f) Ordinary Resolution at item no-6- Appointment of Prof. Sudhir Kumar Jain as an Independent Director of the Company

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	1520	100%

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# PRAGNYA PRADHAN & ASSOCIATES

PRACTICING COMPANY SECRETARIES

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
21	NA

g) Ordinary Resolution at item no-7- Appointment of Mr. Ravi Vira Gupta as an Independent Director of the Company

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	1520	100%

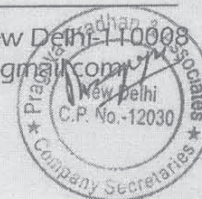
(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
21	NA

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**PRAGNYA PRADHAN & ASSOCIATES**  
PRACTICING COMPANY SECRETARIES

**h) Ordinary Resolution at item no-8- Appointment of Dr. Meenakshi Nayar as an Independent Director of the Company.**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	1520	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

**(iii) Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
21	NA

**j) Ordinary Resolution at item no-9- Approval for the Remuneration of the Cost Auditors**

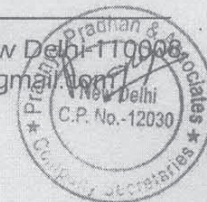
**(i) Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	1520	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

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**PRAGNYA PRADHAN & ASSOCIATES**  
PRACTICING COMPANY SECRETARIES

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
21	NA

**j) Special Resolution at item no-10- Amendment of Articles of Association of the Company**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	1520	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
21	NA

**k) Special Resolution at Item no- 11- Re-appointment of Mr. Jitendra Tuli as Managing Director of the Company**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	1520	100%

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**PRAGNYA PRADHAN & ASSOCIATES**  
PRACTICING COMPANY SECRETARIES

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

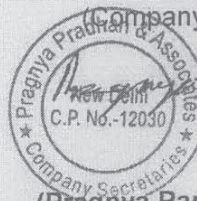
(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
21	NA

5. 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.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,  
Yours faithfully,

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



*Pragnya Parimita Pradhan*

(Pragnya Parimita Pradhan)  
Proprietor

Date: 05-08-2014  
Place: New Delhi

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Tel: 011-25701579, Mob: 9953457413 Email id: Pragnyap.pradhan@gmail.com