

DCM NOUVELLE LIMITED

CIN:L17309DL2016PLC307204

Regd Office: 407, Vikrant Tower, 04, Rajendra Place, New Delhi-110008

Website:www.dcmnvl.com, Ph. No. 011-4501 3348, Email:dcmnouvelletd@gmail.com

NOTICE OF POSTAL BALLOT

(Notice pursuant to Section 110 of the Companies Act, 2013, as amended, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended)

Dear Members,

Notice is hereby given, pursuant to provisions of Section 110 of the Companies Act, 2013 (the "Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "**Management Rules**") including any statutory modification, clarification, substitution or re-enactment thereof for the time being in force, and other applicable provisions, if any, for seeking the approval of the Members by way Postal Ballot including remote E-voting on the Special Resolutions and or Ordinary Resolution(s) as set out in this Notice.

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and the reasons thereof, is appended along with a Notice of Postal ballot.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 & 110 of the Act read with the Rule 20 & 22 of the Management Rules, DCM Nouvelle Limited (the "Company") is pleased to provide electronic voting ("e-voting") facility to its members to enable them to cast their votes electronically. The Company is providing e-voting facility through Karvy Fintech Private Limited ("Karvy").

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed herein and return the Postal Ballot Form duly completed in the enclosed self-addressed Business Reply Envelope.

Postal Ballot Form can also be sent by courier/speed post at the expense of the Members or be deposited personally at the address given on the self-addressed Business Reply Envelope.

Shareholders desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions under the sub-heading "Remote E-Voting Facility" under pt. 12" of the Notes of this notice. References to Postal Ballot in this Notice include votes received electronically.

Pursuant to Rule 22(5) of the Management Rules, the Board of Directors of the Company has appointed Mrs. Pragnya Parimita Pradhan, Practicing Company Secretary (Membership No. ACS 32778 & Certificate of Practice No. 12030) as the Scrutinizer to conduct postal ballot and the e-voting process in a fair and transparent manner.

The remote E-voting facility will be available during the following voting period:

Commencement of E-voting: From 9:00 a.m. (IST) on Saturday, August 31, 2019 and

End of E-voting: Up to 5:00 p.m. (IST) on Monday, September 30, 2019.

E-Voting shall not be allowed beyond 5 p.m. (IST) on Monday, September 30, 2019, and shall be disabled by Karvy Fintech Private Limited.

During the e-voting period, Members holding shares either in physical form or in Dematerialized form, as on **Friday, August 23, 2019 (cut off date)** may cast their vote electronically.

In the event, the draft resolutions as set out in the Notice are assented by the requisite majority by means of e-voting or Postal Ballot (whichever method the Members opt for), they shall be deemed to have been passed as Special Business at a General Meeting.

The Members are requested to consider and, if thought fit, pass the following resolution (s), as **Special Resolution and or Ordinary Resolution(s)**:

ITEM NO 1: To Consider and appoint Mr Hemant Bharat Ram as Managing Director of the Company.

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any other applicable provisions including any modification or re-enactment thereof, if any, and the Articles of Association of the Company and as recommended by Nomination and Remuneration Committee and approved by Board of Directors, consent of the members be and is hereby accorded to the appointment of Mr Hemant Bharat Ram (DIN:00150933) as a Managing Director of the Company for a period of 5 (five) years w.e.f. April 1, 2019, whose period of office shall be liable to determination by retirement by rotation, on a remuneration, terms and conditions mentioned below:

- A) Salary per month : Rs. 16,11,165/-
(includes Basic Salary, Special, Personal and Education Allowance)
- B) Other reimbursements/Perquisites:
- Rent free accommodation leased/House Rent Allowance upto 50% of Basic Salary.
 - Medical Allowances / expenses for self and family at actuals as per Rules of the Company upto Rs. 50,000/- per annum.
 - Group Personal accident /medical policy as per Rules of the Company.
 - Leaves in accordance with rules framed by the Company.
 - Contribution to Provident Fund and Super annuation/Annuity Fund will be as per Scheme of the Company.
 - Gratuity payable shall be at a rate not exceeding 15 days salary for each completed year of service or part thereof in excess of six months as per Scheme of the Company
 - Encashment of unavailed leave at the end of the tenure or at specified intervals will be as per Scheme of the Company.
 - LTA in accordance with rules framed by the Company.

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:

- Company maintained car(s) with driver(s);
- 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.

The annual increase in total remuneration (as stated above) and Commission / Annual performance bonus payable to Mr. Hemant Bharat Ram, Managing Director of the Company shall be as may be decided by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee, from time to time. Provided that the above remuneration be paid to Mr. Hemant Bharat Ram, Managing Director of the Company, under the above different heads which may be interchangeable in future as may be decided by the Company from time to time, but subject to total remuneration up to Rs. 23,41,478/- per month.

C.) Other terms and conditions:

- a) The Board in its discretion may revise the remuneration from time to time within the limits stipulated hereinabove.
- b) Subject to overall superintendence, direction and control of the Board of Directors, Mr. Hemant 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, Mr. Hemant 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, the Board of Directors shall determine the compensation on recommendation of Nomination and Remuneration Committee which shall not exceed an amount of remuneration for the remaining term of his appointment or for three years whichever is shorter in accordance with the provisions of section 202 of the Companies Act, 2013.
- f) Remuneration for a part of the year shall be computed on a pro-rata basis.
- g) He shall not be entitled to any sitting fees for attending the meeting of Board of Directors or Committee(s) thereof.
- h) He shall be entitled to Gratuity as per policy/rules of the Company, however pursuant to provisions of Schedule V of the Companies Act, 2013, the same shall not be included in the computation of ceiling on remuneration.
- i) Subject to limits as prescribed in Company's Policies, he shall be entitled to re-imbursment 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.

“RESOLVED FURTHER THAT pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) along with the provisions of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, consent of the Members be and is hereby accorded for the payment of remuneration as set out above, to Mr. Hemant Bharat Ram (DIN: 00150933), Managing Director, , notwithstanding that the annual aggregate managerial remuneration payable to all promoter Directors, exceeds 5% of the net profit of the Company as calculated under section 198 of the Companies Act, 2013 in any year during the tenure of their appointment.

RESOLVED FURTHER THAT the approval of members shall be valid only till the expiry of the existing term of Mr. Hemant Bharat Ram (DIN: 00150933), as a Managing Director so however that the payment of remuneration to him as a Managing Director as given above shall be in force for a period of three years and subject to renewal of such remuneration by the shareholders thereafter, in case of inadequacy of profits as per Schedule V of the Companies Act, 2013 .

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

ITEM NO 2. To consider and appoint Mr. Rakesh Goel as Whole time Director of the Company.

To consider and if thought fit, to pass the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 198 , 203 read with and Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any other applicable provisions including any modification or re-enactment thereof, if any, and the Articles of Association of the Company and as recommended by Nomination and Remuneration Committee and approved by Board of Directors, consent of the members be and is hereby accorded to the appointment of Mr. Rakesh Goel (DIN: 00226058) as the Whole Time Director, designated as Executive Director-Textiles of the Company, for a period of 5 (five) years w.e.f. April 1,2019 on a remuneration, terms and conditions mentioned below:

- A) Salary per month : Rs. 8,69,977/-
(includes Basic Salary, Special and Car Allowance)
- B) Other reimbursements/Perquisites:
 - i) Rent free furnished accommodation owned by the Company.
 - ii) Group Personal accident /medical policy as per Rules of the Company.
 - iii) Leave in accordance with rules framed by the Company
 - iv) Contribution to Provident Fund and Super annuation/Annuity Fund will be as per Scheme of the Company.
 - v) Gratuity payable shall be at a rate not exceeding 15 days salary for each completed year of service or part thereof in excess of six months as per Scheme of the Company
 - vi) Encashment of un-availed leave at the end of the tenure or at specified intervals will be as per Scheme of the Company.
 - vii) LTA in accordance with rules framed by the Company.
 - viii) Electricity facility.

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. Mobile/Telephone(s) facility.
The annual increase in total remuneration (as stated above) of Mr. Rakesh Goel, Whole-Time Director of the Company designated as Executive Director-Textiles shall be as may be decided by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee, from time to time, subject to maximum of 20% of Total Salary per annum.
- C) Commission/Annual performance Bonus as may be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, from time to time, be paid to Mr. Rakesh Goel, Whole-Time Director of the Company designated as Executive Director-Textiles as per the performance keeping in view the profitability of the Company.
Provided that the above remuneration be paid to Mr. Rakesh Goel ,Whole Time Director, designated as Executive Director-Textiles of the Company, under the above different heads which may be interchangeable in future as may be decided by the Company from time to time, but subject to total remuneration upto Rs. 10,40,033/- per month.
- D) Other Terms and Conditions:
 - a) The Board in its discretion may revise it from time to time within the limits stipulated herein.
 - b) For the discharge of duties, Mr. Rakesh Goel shall report to and derive his authorities and functional responsibilities from the Board and shall report to Mr. Hemant Bharat Ram, Managing Director or as may be decided by the Board of Directors, from time to time.
 - c) Subject to overall superintendence, direction and control of the Board of Directors, Mr. Rakesh Goel will be responsible for Plant operations of the Textiles Division namely 'DCM Textiles situated at Hisar, Haryana.
 - d) Either party may terminate the appointment by giving to the other, 3 calendar months' notice in writing.
 - e) In the event of termination of appointment by the Company, he shall not be entitled to receive compensation in accordance with the provisions of the Companies Act, 2013.
 - f) Encashment of leave at the end of tenure will not be included in the computation of the ceiling on perquisites.
 - g) Remuneration for a part of the year shall be computed on a pro-rata basis.

- h) Perquisites shall be evaluated at actual cost or if the cost is not ascertainable the same shall be valued as per Income Tax Rules.
- i) He shall not be entitled to any sitting fees for attending the meeting(s) of Board of Directors or Committee(s) thereof of the Company.
- j) For the purposes of retirement benefits like Gratuity, Provident Fund etc., the service of Mr. Rakesh Goel, Whole-Time Director designated as Executive Director-Textiles will be considered in continuation of service from the date of his joining with the Company.

“RESOLVED FURTHER THAT, pursuant to the provisions of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, consent of the Members be and is hereby accorded for payment of remuneration as set out above to Mr. Rakesh Goel (DIN: 00226058) as the Whole Time Director, designated as Executive Director-Textiles of the Company, as minimum remuneration, notwithstanding that the annual aggregate remuneration payable to him exceeds 5% of the net profit of the Company as calculated under section 198 of the Act in any year during the tenure of his appointment.

RESOLVED FURTHER THAT the payment of remuneration as given above shall be in force for a period of three years and subject to renewal of such remuneration by the shareholders thereafter, in case of inadequacy of profits as per Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

ITEM No 3. To Consider and appoint Dr Vinay Bharat Ram as a Whole time Director.

To consider and if thought fit, to pass the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 198 , 203 read with and Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any other applicable provisions including any modification or re-enactment thereof, if any, and the Articles of Association of the Company and as proposed by the Board of Directors on recommendation of the Nomination and Remuneration Committee, approval of the members be and is hereby accorded to the appointment of Dr Vinay Bharat Ram (DIN: 00052826) as a Whole time Director of the Company for a period of three (3) years effective from the next date on which this resolution is approved by the members, whose period of office shall be liable to determination by retirement by rotation , on a remuneration, terms and conditions mentioned below:

- A) Basic Salary per month : Rs. 125,000/-
- B) Other reimbursements/Perquisites:
 - i) Company Leased House / House Rent Allowance upto Rs. 325,000/- p.m.
 - ii) Medical Allowances / expenses for self and family at actuals as per Rules of the Company upto Rs. 60,000/- per annum.
 - iii) Water & Electricity Facility as per actual subject to maximum Rs. 30,000/- p.m.

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);

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.

Provided that the above remuneration be paid to Dr Vinay Bharat Ram, Whole time Director of the Company, under the above different heads which may be interchangeable in future as may be decided by the Company from time to time, but subject to total remuneration up to Rs. 7,00,000/- per month.

C.) Other terms and conditions:

- a) The Board in its discretion may revise the remuneration from time to time within the limits stipulated hereinabove.
- 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, the Board of Directors shall determine the compensation on recommendation of Nomination and Remuneration Committee which shall not exceed an amount of remuneration for the remaining term of his appointment or for three years whichever is shorter in accordance with the provisions of section 202 of the Companies Act, 2013.
- f) Remuneration for a part of the year shall be computed on a pro-rata basis.
- g) He shall not be entitled to any sitting fees for attending the meeting of Board of Directors or Committee(s) thereof.
- h) Subject to limits as prescribed in Company’s policies, he shall be entitled to re-imbursment of expenses including on entertainment and travelling 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.

“RESOLVED FURTHER THAT, pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) along with the provisions of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, consent of the Members be and is hereby accorded for the payment of remuneration as set out above, to Dr Vinay Bharat Ram (DIN: 00052826) , Whole time Director , notwithstanding that the annual aggregate managerial remuneration payable to all promoter Directors, exceeds 5% of the net profit of the Company as calculated under section 198 of the Companies Act, 2013 in any year during the tenure of their appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

ITEM No. 4 To consider and approve the remuneration of the Cost Auditor of the Company for the Financial Year 2019-20.

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the recommendation of the Audit Committee and approval of the Board of Directors of the Company, the appointment of M/s. KG Goyal & Associates Cost Accountants, Jaipur, as the Cost Auditor of the Company, to conduct the Cost Audit for the financial year to end on March 31, 2020 at a remuneration of Rs. 50,000/- (Rupees fifty thousand only) plus applicable taxes as may be applicable besides reimbursement of out of pocket expenses incurred by them in the conduct of such Audit, be and is hereby ratified and confirmed under section 148 of the Companies Act, 2013.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

Registered Office:
Vikrant Tower,
4, Rajendra Place,
New Delhi – 110 008

**By order of the Board of Directors
For DCM Nouvelle Limited**

Kunal Agrawal
Company Secretary
ACS-35213

Date: August 26, 2019
Place : New Delhi

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the proposed Special Resolution and/ or Ordinary Resolution(s) are annexed hereto.
2. The Postal Ballot Notice along with Postal Ballot Form is being sent to all the Members of the Company, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on Friday August 23, 2019 and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.
3. The Postal Ballot Notice along with Postal Ballot Form is being sent by email to those members who have registered their email addresses with their depository participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form). For members whose email IDs are not registered, physical copies are being sent by permitted mode along with a self-addressed postage-prepaid Business Reply Envelope (BRE).
4. Members can also download the Postal Ballot Form from the link <https://evoting.karvy.com> or www.dcmnvl.com; or seek a duplicate Postal Ballot Form from Skyline Financial Services Private Limited, D-153 A, First Floor, Okhla Industrial Area, Phase -I, New Delhi-110020, Tel: 011-41044923, Email: info@skylinerta.com.
5. Postal Ballot Form and the self-addressed postage-prepaid BRE are enclosed for use by the Member(s).
6. Only a Member holding shares as on the cut-off date is entitled to exercise his vote through e-voting / Postal Ballot and send it to the Scrutiniser at the address as mentioned in the postage-prepaid self-addressed BRE so as to reach the Scrutiniser on or before the close of working hours i.e. 5:00 pm on Monday, September 30, 2019.
7. The Board of Directors on August 26, 2019, has appointed Mrs. Pragnya Parimita Pradhan (Membership No. ACS 32778 and Certificate of Practice No. 12030) as Scrutiniser to receive and scrutinise the Postal Ballot Forms received from the Members and for conducting the Postal Ballot process in a fair and transparent manner.
8. Members can cast their vote online from Saturday, August 31, 2019 at 9.00 A.M. (IST) onwards) till Monday, September 30, 2019 at 5.00 P.M. (IST) as the e-voting module shall be disabled for voting by Karvy thereafter. No voting shall be allowed beyond 5:00 pm of Monday September 30, 2019. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions included in this Notice and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage-prepaid BRE, so as to reach the Scrutiniser on or before the close of working hours i.e. 5:00 pm on Monday, September 30, 2019. Please note that if any Postal Ballot Form(s) received after that date, then it will be considered that no reply has been received.
9. If a Shareholder has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Shareholder votes through e-voting facility as well as cast their vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutiniser and voting done by Postal Ballot will be treated as invalid.
10. The Scrutiniser, after completion of scrutiny, will submit her report to the Chairperson or the Managing Director or any other person as may be authorized by them in this regard, on Tuesday October 1, 2019. The result of the Postal Ballot will be announced by the Chairperson or the Managing Director or any other person as may be authorized by them in this regard, on Tuesday, October 1, 2019 by or before 5:00 p.m at the Company's Registered office at DCM Nouvelle Limited, 4th Floor, Rajendra Place, New Delhi-110008 . In addition to the results being communicated to National Stock Exchange of India Ltd. and BSE Limited, the results along with Scrutiniser's report will also be placed on Company's website i.e. www.dcmnvl.com and the website of NSDL i.e. <https://evoting.karvy.com>. The results along with the Scrutiniser's report shall also be displayed on the notice board at the Company's Registered office at New Delhi. If the proposed resolution is assented by requisite majority, it shall be deemed to have been duly passed on Monday, September 30, 2019 i.e. being the last date of receiving postal ballot forms and e-voting.
11. All relevant documents are available for inspection of the members at the Company's Registered Office on any working day (except Saturdays, Sundays and National Holidays) between 10.00 am IST to 4.00 pm IST upto Monday, September 30, 2019.
12. Please read carefully the steps for "Procedure / Instructions for e-voting" and Casting of Vote by Postal Ballot Form which are enumerated herein.

(A) Voting through physical Postal Ballot Form:

- i. A shareholder desiring to exercise vote by postal ballot may complete this Postal ballot form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne by the Company.
However, envelopes containing postal ballot, if sent by any other mode at the expense of the registered shareholder will also be accepted.
- ii. Voting Rights: Shareholders holding equity shares shall have one vote per share as shown against their holding.
- iii. The self-addressed envelope contains the address of the Scrutinizer appointed by the Board of Directors.
- iv. Postal ballot form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
- v. Unsigned postal ballot or incomplete postal ballot forms will be rejected.
- vi. Duly signed Postal Ballot Form should reach the Scrutinizer **not later than 5.00 PM, (IST) on Monday, September 30, 2019**. All postal ballot forms received after this date will be strictly treated as if, reply from such shareholder has not been received.
- vii. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at Point No. 6. (Above this point).
- viii. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholder on the cut-off date i.e. **Friday, August 23, 2019**.
- ix. In case of shares held by companies, trusts, societies etc. the duly filled in postal ballot form should be accompanied by a certified true copy of the appropriate Resolution.
- x. In case of the postal ballot is signed by the holder of power of attorney with reference to the power of attorney registered with the Company should be mentioned in the postal ballot form. In case a postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the postal ballot should accompany the postal ballot form. Where the postal ballot form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the postal ballot form.
- xi. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

(B) Remote e-voting facility:

In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013, read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Rules, 2015 and as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the Company is providing e-voting facility through Karvy Fintech Private Limited as an alternative, for its Shareholders to enable them to cast their vote electronically instead of dispatching physical postal ballot form. The instructions for members for voting electronically are as under:

Instruction relating to remote e-voting are as under:

- a) Visit the E-voting website of Karvy, open web browser by typing the following URL: evoting.karvy.com either on a Personal Computer or on a mobile. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID.

However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

- b) Members can cast their vote online from: **on Saturday August 31, 2019 at 9.00 A.M.(IST) till Monday, September 30, 2019, at 5.00 P.M. (IST).**
- c) After entering these details appropriately, click on “LOGIN”.
- d) Members holding shares in Demat / Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. Change the password with new password of your choice with minimum 8 characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for Resolution(s) of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Fintech Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile, email id etc. on 1st login. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- You need to login again with the new credentials.
 - Select “EVENT” i.e. DCM Nouvelle Limited.
 - Now you are ready for e-voting as Cast Vote page opens.
 - Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - Upon confirmation, the message “Vote cast successfully” will be displayed.
 - Once you have voted on the resolution, you will not be allowed to modify your vote.
- e) On the voting page, you will see Resolution Description and against the same the option ‘FOR/ AGAINST/ABSTAIN’ for voting. Enter the number of shares (which represents number of votes) under ‘FOR/AGAINST/ABSTAIN’.
- f) Institutional member (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Power of Attorney/ Board Resolution / Authority letter etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail address pragnyap.pradhan@gmail.com with a copy to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_EVENT NO”.
- g) In case forget the password then ,if, e-mail address or mobile number of the member is registered against Folio No. / DPID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click “Forgot Password” and enter Folio No. or DPID Client ID and PAN to generate a password.
- h) In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. D S Nagaraja, (Unit: DCM Nouvelle Limited) of Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1518 or call Karvy’s toll free No. 1-800-34-54-001 for any further clarifications. Members can also visit Help & FAQ’s section available at Karvy’s website <https://evoting@karvy.com>.

Note: Members, who have not registered their e-mail addresses so far, are requested to register their e-mail addresses with the Company’s RTA or Depository Participants(s) for receiving all communications including Annual Report, Notices, Circular, etc., from the Company in electronic mode.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 1

Post implementation of the Scheme of Demerger and pursuant to the Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on May 15, 2019, has appointed Mr. Hemant Bharat Ram as the Managing Director of the Company for a period of 5 (five) years effective from April 01, 2019 subject to the approval of members.

Keeping in view that Mr. Hemant Bharat Ram was associated with the erstwhile Textile Division of DCM Limited (“DCM”) , its erstwhile holding company as a President (textiles) over a long period of time and was involved in its operations. Hence it would be in the interest of the Company to appoint Mr. Hemant Bharat Ram as a Managing Director of the Company.

In terms of Regulation 17 (6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (“ Listing Regulations”), the remuneration payable to Executive Directors who are promoters or member of promoter group, shall be subject to the approval of the shareholders by Special Resolution, if, the aggregate annual remuneration payable to such directors exceeds 5% of the net profits of the Company, as calculated under section 198 of the Act, where there is more than one such director. The approval given by the shareholders shall be valid only till the expiry of the term of such Director.

Mr. Hemant Bharat Ram, being an Executive Director and one of the promoters of the Company and in order to comply with the above said requirement, it is proposed to seek the approval of the members by way of special resolution.

The proposed remuneration is in line with the remuneration being paid to the Whole Time Directors/Managing Directors in the Industry for similar sized Companies. Further, the educational background, experience and job profile of Mr. Hemant Bharat Ram and the demand of the office of Managing Director justify his entitlement to the remuneration proposed as mentioned in item no. 1.

None of the directors, Key Managerial Personnel and their relatives except Mr. Hemant Bharat Ram himself and Dr. Vinay Bharat Ram, father of Mr. Hemant Bharat Ram is interested or concerned, financially or otherwise, in the aforesaid resolutions as set out under item no. 1

Disclosures under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), and Secretarial Standard (SS2) issued by the Institute of Company Secretaries of India forms part of this notice are appended.

The information required to be disclosed in the explanatory statement to the Notice as per item (iv) to third proviso of Section II of Part II of Schedule V of the Companies Act, 2013 forms part of this notice and are appended.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Board of Directors recommends the resolution as set out under item no. 1 of this Notice for the approval of members of the Company.

ITEM NO. 2

Post to the Scheme of Demerger and pursuant to Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors in the meeting held on May 15, 2019, has appointed Mr. Rakesh Goel as the Whole time Director, Designated as an Executive Director-Textiles of the Company for a period of 5 (five) years effective from April 01, 2019 subject to the approval of shareholders.

Keeping in view that Mr Rakesh Goel was associated with the erstwhile Textile Division of DCM Limited, its erstwhile holding company over a long period of time and was involved in managing the key affairs of DCM Textile at Hisar, hence it would be in the interest of the Company to appoint Mr. Rakesh Goel as a Whole time Director, designated as an Executive Director- Textiles of the Company.

The proposed remuneration is in line with the remuneration being paid to the Whole Time Directors in the Industry for similar sized Companies. Further, the educational background, experience and job profile of Mr Rakesh Goel and the demand of the office of Whole Time Director justify his entitlement to the remuneration proposed as mentioned in Item no. 2.

None of the directors, Key managerial personnel and their relatives, except Mr. Rakesh Goel, being the appointee, is interested or concerned, financially or otherwise, in the aforesaid resolution as set out under item no. 2

Disclosures under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), and Secretarial Standard (SS2) issued by the Institute of Company Secretaries of India forms part of this notice are appended.

The information required to be disclosed in the explanatory statement to the Notice as per item (iv) to third proviso of Section II of Part II of Schedule V of the Companies Act, 2013 forms part of the Notice and are appended.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Board of Directors recommends the resolution as set out under item no. 2 of this Notice for the approval of members of the Company.

ITEM NO. 3

The Nomination and Remuneration Committee and the Board of Directors in their meeting held on Monday, August 26, 2019, have proposed the appointment of Dr Vinay Bharat Ram (DIN: 00052826) as a Whole time Director of the Company for a period of three (3) years effective from the next date on which this resolution set out at item no 3 is approved by the members.

Dr. Vinay Bharat Ram is more than 70 years of age , it is proposed to seek the members' approval for the appointment of Dr. Vinay Bharat Ram, as a whole time Director of the Company, by way of Special Resolution, as required under Part-I of Schedule V and sub-section (3) of Section 196 of the Companies Act, 2013.

Keeping in view that Dr. Vinay Bharat Ram has a rich and varied experience in the Industry and has been involved in the operations of the DCM Textiles, a division of DCM Limited, the erstwhile holding company of DCM Nouvelle Limited over a long period of time, hence it would be in the interest of the Company to appoint Dr. Vinay Bharat Ram as Whole time Director of the Company.

None of the directors, Key managerial personnel and their relatives except Dr. Vinay Bharat Ram and Mr. Hemant Bharat Ram, son of Dr. Vinay Bharat Ram, is interested or concerned, financially or otherwise, in the aforesaid resolution as set out under item no 3.

Disclosures under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), and Secretarial Standards (SS2) issued by the Institute of Company Secretaries of India forms part of this Notice are appended.

The information required to be disclosed in the explanatory statement to the Notice as per item (iv) to third proviso of Section II of Part II of Schedule V of the Companies Act, 2013 forms part of the Notice and are appended.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Board of Directors recommends the resolution as set out under item no. 3 of this Notice for the approval of members of the Company.

ITEM NO. 4

The Board of Directors of the Company, on recommendation of the Audit Committee, at the meeting held on June 04, 2019 has appointed M/s. KG Goyal & Associates, Cost Accountants, Jaipur as Cost Auditors for the financial year to end on March 31, 2020 at a remuneration of Rs. 50,000/- (Rupees fifty thousand only) plus applicable taxes as may be applicable besides reimbursement of out of pocket expenses incurred by them in the conduct of such Audit.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records & Audit), Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors to conduct the cost audit for the Financial Year 2019-20.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the cost auditors for the financial year to end on March 31, 2020.

The Board of Directors recommends the resolution as set out under item no. 4 of this Notice for the approval of members of the Company.

None of the directors, Key managerial personnel and their relatives are interested or concerned, financially or otherwise, in the aforesaid resolution as set out under item no 4.

Registered Office:
Vikrant Tower,
4, Rajendra Place,
New Delhi – 110 008

Date: August 26, 2019
Place : New Delhi

**By order of the Board of Directors
For DCM Nouvelle Limited**

Kunal Agrawal
Company Secretary
ACS-35213

Disclosures under Regulation 36(3) of SEBI-LODDR and Secretarial Standards SS-2 of ICSI

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|---|---|--|---|
| Name of the Director | Mr Hemant Bharat Ram | Mr Rakesh Goel | Dr Vinay Bharat Ram |
| Age | 53 | 62 | 83 |
| DIN: | 00150933 | 00226058 | 00052826 |
| Experience (including expertise in specific functional areas) / Brief Resume | Please refer the Explanatory Statement which forms part of the Notice of the Postal ballot | | |
| Shareholding in the Company | 90,50,926 equity shares of Rs. 10 each comprising 48.46% of paid up capital | NIL | NIL |
| Qualifications | B.S. (Math & Comp. Science), MS (IA) | M.B.A. | B.A from University of Delhi , MBA from Michigan University, MDP from Harvard Business School and Ph.D in Economics from the University of Delhi. |
| Relationship with other Directors/ Key Managerial Personnel | Son of Dr Vinay Bharat Ram | None | Father of Mr Hemant Bharat Ram |
| Date of first appointment on the Board. | He was holding directorship since inception but appointed as Managing Director effective from April 1, 2019. | He was appointed as Whole Time Director effective from April 1, 2019 | Proposed to be appointed as Whole Time Director with effect from the next date of approval(i e October 1, 2019), if approval of the members are accorded to the item no 3 of this notice of postal ballot. |
| Directorship of other board | 1. Confederation of Indian textile industry. 2. Lagniappe technologies private limited 3. Jubi estates private limited. 4. Axial investments private limited 5. The Delhi Golf club | 1. Lagniappe technologies private limited 2. D C M textiles limited | 1. D C M limited 2. Purearth infrastructure limited 3. Aggressar leasing and finance Pvt ltd 4. Crescita enterprises private limited |
| Membership / Chairmanship of Committees of other Boards (only Audit Committee and Stakeholders Relationship Committee) | None | None | None |
| Remuneration sought to be paid | As mentioned in the Resolution proposed at item no 1 | As mentioned in the Resolution proposed at item no 2 | As mentioned in the Resolution proposed at item no 3 |
| Remuneration last drawn, if applicable. | Not Applicable | Not Applicable | Not Applicable |
| Terms and conditions of appointment along with details of remuneration sought to be paid | As set out in the Special Resolution at Item No. 1 | As set out in the Special Resolution at Item No. 2 | As set out in the Special Resolution at Item No. 3 |
| The number of Meetings of the Board attended during the current FY. | 6 | 5 | Not Applicable |

Information as required under item (iv) to third proviso of Section II of Part II of Schedule V of the Companies Act, 2013

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| Nature of Industry | The Company is engaged in the manufacturing of cotton yarn. | | |
| Date of or expected date of commencement of commercial production | DCM Nouvelle Limited, the Company, through its Textile Division (transferred to the Company pursuant to the Scheme of Arrangement approved by NCLT, Delhi on May 1, 2019 effective from April 1, 2019 (appointed date) being implemented from May 13, 2019) is engaged in business of cotton yarn manufacturing having an installed capacity of 1,15,048 spindles. The plant is located at Hisar, Haryana. The Company is highly focused on exports with around 60% turnover in export market. | | |
| In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: | Not Applicable | | |
| Financial Performance based on the given indicators: | The Company was incorporated on October 17, 2016 and was in nascent stage and acquired the textile operations from DCM Limited effective from April 1, 2019 pursuant to the Scheme of Arrangement approved by NCLT, Delhi on May 1, 2019. In view of the same, the past financial performance is not relevant. | | |
| Foreign investments or collaborations, if any. | NIL | | |

2. INFORMATION ABOUT THE APPOINTEE:

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| Background Details | Mr. Hemant Bharat Ram hails from the pioneering industrialist family of Lala Shri Ram, Dr. Bharat Ram and Dr. Vinay Bharat Ram of DCM Group. Educated at the Carnegie Mellon University, Pittsburgh PA, USA, he holds a Master's degree in Industrial Administration and a Bachelor's degree in Mathematics and Computer Science. | Mr. Rakesh Goel is MBA from Punjab Agricultural University and has served various organizations at top management level in a span of 4 decades of his career. He served at HAFED for 10 years before joining DCM Group in 1990. | Dr. Vinay Bharat Ram is educated from the University of Delhi (BA), Michigan University (MBA), Harvard Business School (MDP) and Ph.D in Economics from the University of Delhi. He has wide industry experience of around 53 years |
| Past Remuneration | During the last year Mr. Hemant Bharat Ram had not drawn any remuneration from the Company. However he drew Rs 442.84 Lakhs during the financial year 2018-19 from DCM Limited. | During the last year Mr. Rakesh Goel was not holding any position and not drawn any remuneration from the Company. However he drew Rs 123.01 Lakhs during the financial year 2018-19 from DCM Limited. | During the last year Dr. Vinay Bharat Ram was not holding any position and had not drawn any remuneration from the Company. However he drew Rs 150.04 Lakhs during the financial year 2018-19 from DCM Limited. |
| Recognition or Awards | None | None | <ol style="list-style-type: none"> 1. Past President of Harvard Club of Delhi, Manufacturers Association of Information Technology 2. Ex- Member of the International Council of the Asia Society, New York, U.S.A 3. Honored and admitted as member of the Textile Association of India. 4. Recipient of the National Citizen's Award 1990 for Entrepreneurship from the Ex-Prime Minister of India. 5. Recipient of the National Excellence Award for Art & Culture for 1996-97 from T.P. Jhunjhunwala Foundation 6. Nominated as Life Trustee of the Institute of Economic Growth, Delhi by Ex-Prime Minister Dr. Manmohan Singh 7. Chairman of the Governing Board of Population Foundation of India |
| Job Profile and his suitability | Please refer the Explanatory Statement which forms part of the Notice of the Postal ballot | | |
| Proposed Remuneration | As set out in the Special resolution forming part of the Notice of Postal Ballot | | |
| Comparative Remuneration | Please refer the Explanatory Statement which forms part of the Notice of the Postal ballot | | |
| Pecuniary Relationship directly or indirectly with the company, or relationship with the managerial personnel; if any | Mr Hemant Bharat Ram holds 90,50,926 equity shares of Rs. 10 each in the Company. He is the son of Dr Vinay Bharat Ram. | Mr Rakesh Goel does not hold any share in the Company | Dr. Vinay Bharat Ram does not hold any Share in the Company. Dr Vinay Bharat Ram is the father of Mr. Hemant Bharat Ram . |

III) OTHER INFORMATION

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| Reasons of loss or inadequate profits | The Company was incorporated on October 17, 2016 and was in nascent stage and acquired the textile operations from DCM Limited effective from April 1, 2019 pursuant to the Scheme of Arrangement approved by NCLT, Delhi on May 1, 2019. In view of the same, the past financial performance is not relevant. The Company is in the Business of Cotton Yarn manufacturing, which is a commodity and has a very volatile demand scenario. In view of the same, as a cautionary measure the Board sought approval of the members for the items set out at item number 1 to 3 of the postal ballot notice. |
| Steps taken or proposed to be taken for improvement | <p>The steps taken or proposed to be taken to improve the profitability inter-alia includes:</p> <ul style="list-style-type: none"> • Continued focus to achieve improved quality standard, skill set improvement and enhancement of machine efficiencies for better productivity and cost effectiveness across all areas of operations. • Better product mix /development of new items to match with the increased market dynamics to further increase the market share and better realization. • Various automation measures undertaken/to be undertaken to improve the productivity and cost reductions in the area of power, manpower and material cost. • Implementation of new TQM modules to further improve the overall efficiency. |
| Expected increase in productivity and profits in measurable terms | The series of steps taken/to be taken by the company would increase productivity and profits. With these measures the company would expect increase in sales as well as cash accruals. |