



## DCW LIMITED

CIN No.: L24110GJ1939PLC000748

**Registered Office:** Dhrangadhra - 363 315, Gujarat

**Head Office:** Nirmal, 3<sup>rd</sup> Floor, Nariman Point, Mumbai - 400 021

**Tel. No.:** 22871914, 22871916, 22020743, **Fax:** 22 2202 8838

**website:** [www.dcwlimited.com](http://www.dcwlimited.com), **Email:** [legal@dcwlimited.com](mailto:legal@dcwlimited.com)

### NOTICE

NOTICE is hereby given that the Extraordinary General Meeting of the members of DCW LIMITED ("the Company") will be held on Wednesday, March 30, 2022 at 12:00 Noon (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

Special Business:

#### Item No. 1 - Approval for Material Related Party Transactions

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), applicable provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBISAST Regulations") and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBIPIT Regulations") (including any *amendment(s)*, *statutory modification(s)* or *re-enactment(s)* thereof for the time being in force), the Company's policy on Materiality of and dealing with Related Party Transaction(s), and subject to the provisions of the Memorandum and Articles of Association of the Company, pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings and subject to such other approvals, sanctions, consents and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee constituted or to be constituted by the Board of Directors to exercise power on its behalf for the time being) to approve / ratify all existing contracts/ arrangements/agreements/transactions and to enter into new/ further contracts/ arrangements/ agreements/ transactions which are material in nature (including any modifications, alterations or amendments thereto) with Promoters/Promoters Group including Managing Directors of the Company and their relatives, which are related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI Listing Regulations, as detailed in the Table forming part of the Explanatory Statement annexed to this Notice, for pledge of their shares held in the Company in favour of a Security Trustee/ Trustee (acting on behalf of and for the benefit of the Lenders) for securing (a) upto 35000 (Thirty Five Thousand) non-convertible debentures having face value of ₹ 1,00,000/- (Rupees One Lakh only) each of the aggregate Nominal Value of upto ₹ 350,00,00,000/- (Rupees Three Hundred and Fifty Crores only) ("NCDs"); (b) upto 6000 (Six Thousand) optionally convertible debentures having face value of ₹ 1,00,000/- (Rupees One Lakh only) each of the aggregate nominal value of ₹ 60,00,00,000/- (Rupees Sixty Crores Only) ("OCDs") (the NCDs and the OCDs are hereinafter collectively referred to as the Debentures) and credit facility aggregating an amount of upto ₹ 150,00,00,000/- (Rupees One Hundred and Fifty Crores only) ("Facility") availed from IndusInd Bank Limited (the Debentures and the Facility are hereinafter collectively referred to as the "Facilities" and the holders of the Debentures and the IndusInd Bank Limited are hereinafter collectively referred to as the "Lenders").

**RESOLVED FURTHER THAT** any of the Directors or the Chief Financial Officer or the Company Secretary of the Company be and is hereby authorised to do all such acts, matters, deeds and things as may be necessary, expedient or desirable to give effect to the above Resolution including filing of necessary forms/returns with the Registrar of Companies, Ministry of Corporate Affairs and/or other regulatory authorities from time to time."

**By Order of the Board of Directors**

Sd/-

**Dilip Darji**

Sr. General Manager (Legal) & Company Secretary  
Membership No. ACS-22527

**Registered Office:** Dhrangadhra - 363 315, Gujarat

Email: [legal@dcwlimited.com](mailto:legal@dcwlimited.com)

CIN: L24110GJ1939PLC000748

Website: [www.dcwlimited.com](http://www.dcwlimited.com)

Date : March 7, 2022

Place : Mumbai

## NOTES:-

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 09, 2020, Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 02/2021 dated January 13, 2021, Circular No. 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 08, 2021 and all other relevant circulars issued from time to time (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') Circular Nos. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as 'SEBI Circulars'), venue for physical attendance of the Members to the Extraordinary General Meeting ("EGM") is not required as EGM be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
2. The Members can join the EGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM will be provided by NSDL.
5. The EGM of the Company is being held through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with MCA Circulars & SEBI Circulars.
6. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('Act') with respect to Item No. 1 is annexed hereto and forms part of this Notice.
7. A Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/ herself and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
8. Institutional/Corporate Members (i.e. other than individuals / HUF, NRI, etc.) intending to send their authorized representative(s) to attend the Meeting through VC / OAVM, are requested to send a Certified True Copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer through its registered email address to [skjaincs1944@gmail.com](mailto:skjaincs1944@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and to the Company at [legal@dcwlimited.com](mailto:legal@dcwlimited.com).
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection electronically up to the date of EGM. Members seeking to inspect such documents can send an email to [legal@dcwlimited.com](mailto:legal@dcwlimited.com). The relevant Registers maintained under the Act and required to be placed at EGM will be available electronically for inspection by the members during the EGM.
11. In compliance with the aforesaid MCA Circulars & SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of EGM will also be available on the Company's website [www.dcwlimited.com](http://www.dcwlimited.com), websites of the Stock Exchanges

i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.

12. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, March 24, 2022 to Wednesday, March 30, 2022, (both days inclusive) for the purpose of the Meeting.
13. To support the “Green Initiative”, Members who have not registered their e-mail addresses are requested to register the same with Bigshare Services Pvt. Ltd. / Depository Participant (DP) for receiving Notice, Annual Reports and other communications electronically from the Company in the future.
14. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
15. Updation of Members’ Details

The format of the Register of Members prescribed by the Ministry of Corporate Affairs (‘MCA’) under the Act requires the Company/ RTA to record additional details of members including their Permanent Account Number (‘PAN’), e-mail address, bank details for payment of dividend, etc. Further, the Securities and Exchange Board of India (‘SEBI’) has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their details to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their details to the Company’s RTA.

16. During the Financial Year 2018-19, SEBI and MCA have mandated that existing Members of the Company who hold securities in physical form and intend to transfer their securities after April 1, 2019, can do so only in dematerialized form. Therefore, Members holding shares in physical form are requested to consider converting their shareholding to dematerialised form to eliminate all risks associated with physical shares for ease of portfolio management as well as for ease of transfer, if required. Shareholders can write to the Company at [legal@dcwltd.com](mailto:legal@dcwltd.com) or contact the Company’s RTA - Bigshare Services Pvt. Ltd. at [investor@bigshareonline.com](mailto:investor@bigshareonline.com) (‘RTA Email’) and 022-62638200 (‘RTA Number’) for assistance in this regard.
17. As per the provisions of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company’s RTA by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective DPs.
18. Members holding shares in single name are especially advised to make nomination in respect of their shareholding in the Company and for cancellation and variation of nomination, if they are desirous of doing so.
19. Members are hereby informed that SEBI vide its Circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 has mandated:
  - a. Furnishing of PAN, email address, mobile number, bank account details, signature and nomination by holders of physical securities.
  - b. Freezing of folios in cases where PAN is not linked with Aadhaar by March 31, 2022 (or any other date as may be specified by the Central Board of Direct Taxes).
  - c. Folios wherein any one of the said document(s)/detail(s) are not available on or after April 1, 2023, shall be frozen. Such shareholders shall not be eligible to lodge grievance(s) or avail service request(s) from the RTA and shall not be eligible for receipt of dividend in physical mode.
  - d. After December 31, 2025, the frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002.

Further, in compliance to the SEBI Circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, if the service requests are received by RTA (like Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal/Exchange, Endorsement, Sub-division/Splitting, Consolidation of securities certificates/folios, Transmission and Transposition of securities) from those shareholders whose details, as mentioned in SEBI Circular dated November 3, 2021, are duly updated in the system, the RTA/Company shall verify and process the service requests and issue a ‘Letter of confirmation’ in lieu of physical securities certificate(s), to the securities holder/claimant within 30 days of its receipt of such request after removing objections, if any, which shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the Depository Participant for dematerializing the said securities.

20. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company’s RTA the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

21. Non-Resident Indian members are requested to inform the Company's RTA/respective DPs, immediately of:
  - a. Change in their residential status on return to India for permanent settlement.
  - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
22. Members are requested to notify the Company/RTA of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
23. Process and manner of Voting through Electronic Means.
  - a. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI Listing Regulations, each as amended from time to time and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility to its Members to cast their votes electronically on resolutions set forth in this Notice. The Company has engaged the services of National Securities Depository Limited ('NSDL') as the Agency to provide e-voting facility. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting') and the services will be provided by NSDL.
  - b. Instructions for remote e-voting (including process and manner of e-voting) are given herein below.
  - c. The Resolutions passed by remote e-voting shall be deemed to have been passed as if they have been passed at the EGM. The Notice of the EGM indicating the instructions of remote e-voting process can be downloaded from NSDL's website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or the Company's website [www.dcwlimited.com](http://www.dcwlimited.com).
  - d. The facility for e-Voting shall be made available at the Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Meeting.
  - e. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again. Members can opt for only one mode of voting i.e. remote e-voting or voting at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting through physical voting at the meeting will not be considered.
  - f. Members holding shares in physical form or dematerialized form as on Wednesday, March 23, 2022 ('Cut-Off Date') shall be eligible to cast their vote by remote e-voting. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, March 23, 2022.
  - g. The remote e-voting period commences on Sunday, March 27, 2022 at 9:00 a.m. (IST) and ends on Tuesday, March 29, 2022 at 5:00 p.m. (IST). During this period, the members of the Company holding shares either in physical form or in dematerialized form as on the Cut-Off Date, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting after 5:00 p.m. (IST) on Tuesday, March 29, 2022.
24. Any person(s) who acquires shares of the Company and becomes a Member(s) of the Company after dispatch of the Notice of EGM and holding shares as on the Cut-Off date i.e. Wednesday, March 23, 2022 may obtain the login ID and password by sending a request at '[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)' or '[admission@bigshareonline.com](mailto:admission@bigshareonline.com)'. However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and password for casting your vote. If you have forgotten your password, you can reset your password by using 'Forgot User Details/ Password' or 'Physical User Reset Password' option available on '[www.evoting.nsdl.com](http://www.evoting.nsdl.com)' or contact NSDL at the following Toll Free No.: 1800-222-990 or e-mail at '[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)'
25. Please note, only a person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date shall be entitled to avail the facility of voting, either through remote e-voting or voting at the EGM .
26. The Board of Directors has appointed M/s. S K Jain & Co, Practicing Company Secretaries, as Scrutinizer to scrutinize the remote e-voting process as well as voting at the Meeting in a fair and transparent manner.
27. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and shall within three days or two working days of conclusion of the Meeting whichever is earlier submit a consolidated Scrutinizer's Report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman in writing, who shall countersign the same.

28. The Chairman or any other person authorised by him in writing shall declare the result of voting forthwith.
29. The results declared along with Scrutinizer’s Report, will be placed on the Company’s website ‘www.dcwlt.com’ and the website of NSDL ‘www.evoting.nsdl.com’ immediately after the result is declared by Chairman or any other person authorized by the Chairman and the same shall simultaneously be communicated to BSE Limited and National Stock Exchange of India Limited where the Securities of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company.
30. In case of any grievances with respect to the facility for voting by electronic means, Members are requested to contact at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) (1800 222 990) or write to NSDL at National Securities Depository Limited, Trade World, ‘A’ wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.
31. E-Voting Instructions

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="560 868 1471 1211">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li data-bbox="560 1221 1471 1309">2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="560 1319 1471 1630">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [skjaincs1944@gmail.com](mailto:skjaincs1944@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Prajakta Pawle at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [legal@dcwlimited.com](mailto:legal@dcwlimited.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [legal@dcwlimited.com](mailto:legal@dcwlimited.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/ members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.



## INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the EGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/Folio no., No. of shares, PAN, mobile number at [legal@dcwltd.com](mailto:legal@dcwltd.com) on or before Wednesday, March 23, 2022. Those Members who have registered themselves as a speaker will only be allowed to express their views, ask questions during the EGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the EGM.

## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

### ITEM NO. 1

Section 188 of the Companies Act, 2013 states that no Company shall enter into any contract or arrangement with a related party except with the consent of the Board of Directors given by a resolution at a meeting of the Board.

First proviso to Section 188 (1) further stipulates that no contract or arrangement, in the case of a company having a paid-up share capital of not less than such amount, or transactions exceeding such sums, as may be prescribed, shall be entered into except with the prior approval of the company by a resolution. The second proviso further states that no member of the company shall vote on such resolution, to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

Further, pursuant to the provisions of Section 188(3), where any contract or arrangement is entered into without obtaining the consent of the shareholders by a resolution in the general meeting under sub-section 188 (1), the said contract or arrangement may be ratified by the Shareholders at a meeting within a period of three months from the date on which such contract or arrangement was entered into.

DCW Limited ("Company") has: (a) issued upto 35000 (Thirty Five Thousand) non-convertible debentures having face value of ₹ 1,00,000/- (Rupees One Lakh only) each of the aggregate nominal value of upto ₹ 350,00,00,000/- (Rupees Three Hundred and Fifty Crores only) ("NCDs"); (b) issued upto 6000 (Six Thousand) optionally convertible debentures having face value of ₹ 1,00,000/- (Rupees One Lakh only) each of the aggregate nominal value of ₹ 60,00,00,000/- (Rupees Sixty Crores Only) ("OCDs"). The NCDs and the OCDs are hereinafter collectively referred to as the Debentures. In addition to the said Debentures, the Company has availed of credit facility aggregating an amount of upto ₹ 150,00,00,000/- (Rupees One Hundred and Fifty Crores only) ("Facility") from IndusInd Bank Limited. The Debentures and the Facility are hereinafter collectively referred to as the "Facilities" and the holders of the Debentures and the IndusInd Bank Limited are hereinafter collectively referred to as the "Lenders". The said facilities were availed by the Company for repayment of its existing borrowings and to fund its working capital.

One of the terms upon which the Company has availed the Facilities is that the obligations of the Company in respect of the Facilities shall be secured *inter alia* by creation of pledge over certain shares held by Promoters and Promoters Group including Managing Directors of the Company and their relatives which are related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI Listing Regulations, as detailed below, in favour of a Security Trustee/ Trustee (acting on behalf of and for the benefit of the Lenders).

The Audit Committee of the Board and Board of Directors of the Company has granted prior approval for the related party transactions as stated in the Resolution and Explanatory Statement.

Regulation 23(4) of SEBI Listing Regulations, inter alia, prescribes that all Material Related Party Transactions shall have approval of Shareholders. Explanation to sub-Regulation (1) of the said Regulation 23 states that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during

a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

The approval/ratification of the members of the Company to the resolution as stated in Item No.1 of the notice is being sought in terms of provisions of Regulation 23(4) of the SEBI Listing Regulations.

Further, pursuant to the Rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014, the particulars of the proposed related party transaction are set-out below:

Sr. No.	Name of the Promoter(s) & Promoters Group –Related Parties	Name of the Directors and Key Managerial Personnel who are related, if any:	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangements:	No. of Shares pledged
1	MR. VIVEK JAIN jointly with MS. MEETA JAIN	Mr. Vivek Jain, Managing Director of the Company	Mr. Vivek Jain, Managing Director of the Company and Ms. Meeta Jain is wife of Mr. Vivek Jain	<p><b>Nature of Transaction(s):</b></p> <p>Creation of the pledge over 7,86,00,000 equity shares of the Company held by Promoters and Promoters Group including Managing Directors of the Company and their relatives to secure the financial facilities availed from the lenders, as detailed herewith, in favour of a Security Trustee/ Trustee (acting on behalf of and for the benefit of the Lenders).</p> <p><b>Material Terms:</b></p> <p>Creation of first ranking pledge over the Shares pledged/to be pledged (which shall be held on <i>pari passu</i> basis inter se the Lenders), to secure the financial facilities availed from the lenders, on the terms and conditions as agreed between the lenders and the Company.</p> <p>Other terms and conditions of the financial facilities/pledge are as agreed between lenders and the Company/Promoters.</p> <p><b>Monetary Value:</b></p> <p>Pledgors are obligated to pay the Secured Obligations up to the value of the Pledged Shares offered as security in respect to the Facilities, but not more than ₹ 560,00,00,000/- (Rupees Five Hundred and Sixty Crores only), as per the terms and conditions agreed between the Borrower and Lenders.</p>	553000
2	MR. VIVEK JAIN jointly with MR. SAATVIK JAIN		Mr. Vivek Jain, Managing Director of the Company and Mr. Saatvik Jain is son of Mr. Vivek Jain		217400
3	MR. VIVEK JAIN		Mr. Vivek Jain, Managing Director of the Company		6338511
4	VIVEK JAIN (HUF)		Mr. Vivek Jain is a Karta of Vivek Jain (HUF)		88020
5	MS. MEETA JAIN jointly with MR. VIVEK JAIN		Ms. Meeta Jain is wife of Mr. Vivek Jain, Managing Director of the Company		100000
6	MS. MEETA JAIN				778720
7	MR. SAATVIK JAIN		Mr. Saatvik Jain is son of Mr. Vivek Jain, Managing Director of the Company		1148618
8	MR. SAATVIK JAIN jointly with MR. VIVEK JAIN				217400
9	FLORIDA HOLDINGS AND TRADING PVT LTD	Florida Holdings and Trading Pvt Ltd (“FHTPL”) belongs to Promoters and Promoters Group of the Company and majority stake in FHTPL is held by Mr. Vivek Jain, Managing Director of the Company and his relatives	Florida Holdings and Trading Pvt Ltd (“FHTPL”) belongs to Promoters and Promoters Group of the Company and majority stake in FHTPL is held by Mr. Vivek Jain, Managing Director of the Company and his relatives		1322450
10	MS. USHA JAIN	Mr. Pramod Kumar Jain, Managing Director of the Company	Ms. Usha Jain is wife of Mr. Pramod Kumar Jain, Managing Director of the Company		7047761

Sr. No.	Name of the Promoter(s) & Promoters Group -Related Parties	Name of the Directors and Key Managerial Personnel who are related, if any:	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangements:	No. of Shares pledged
11	MR. BAKUL JAIN jointly with MS. PAULOMI JAIN and MS. DURGAWATI JAIN	Bakul Jain, Managing Director of the Company	Mr. Bakul Jain, Managing Director of the Company and Ms. Paulomi Jain is wife and Ms. Durgawati Jain is mother of Mr. Bakul Jain		469494
12	MS. PAULOMI JAIN		Ms. Paulomi Jain is wife of Mr. Bakul Jain, Managing Director of the Company -		3556190
13	MS. PAULOMI JAIN jointly with MR. BAKUL JAIN		Ms. Paulomi Jain is wife of Mr. Bakul Jain, Managing Director of the Company		480085
14	MS. DURGAWATI JAIN		Ms. Durgawati Jain is mother of Mr. Bakul Jain, Managing Director of the Company		428832
15	MS. DURGAWATI JAIN jointly with MS. PAULOMI JAIN and MR. BAKUL JAIN		Ms. Paulomi Jain is wife and Ms. Durgawati Jain is mother of Mr. Bakul Jain, Managing Director of the Company		2113159
16	DHRANGADHRA TRADING COMPANY PVT LTD	Dhrangadhra Trading Company Pvt Ltd ("DTC") belongs to Promoters and Promoters Group of the Company and majority stake in DTC is held by Managing Directors of the Company and their relatives	Dhrangadhra Trading Company Pvt Ltd ("DTC") belongs to Promoters and Promoters Group of the Company and majority stake in DTC is held by Managing Directors of the Company and their relatives		1280500
17	SAHU BROTHERS PRIVATE LIMITED	Sahu Brothers Private Limited ("SBPL") belongs to Promoters and Promoters Group of the Company and majority stake in SBPL is held by Managing Directors of the Company and their relatives	Sahu Brothers Private Limited ("SBPL") belongs to Promoters and Promoters Group of the Company and majority stake in SBPL is held by Managing Directors of the Company and their relatives		52459860
<b>Total No. of Shares</b>					7,86,00,000

The members are informed that all those members who are related parties of the Company, irrespective whether related to the aforesaid transaction, or other members who have any direct or indirect interest in the resolution as set out at item No. 1, shall not be entitled to vote on the said Ordinary Resolution.

Further, all the Promoters and persons belong to the promoters group including Managing Directors of the Company and their relatives which are related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI Listing Regulations are interested in the said Resolution and hence, are not entitled to vote in favor of the said resolution.

Copy of all the relevant documents referred to in this Notice and Explanatory Statement are available for inspection in physical or electronic form at the Registered Office of the Company between 10.00 a.m. to 12.00 noon , on all working days (except Saturdays, Sundays and Public Holidays) upto the date of the Extraordinary General Meeting, and copy thereof shall also be made available for inspection in physical or electronic form at the head office of the Company situated at Nirmal, 3<sup>rd</sup> Floor, Nariman Point, Mumbai - 400 021.

Except Mr. Pramod Kumar Jain, Chairman and Managing Directors; Mr. Bakul Jain and Mr. Vivek Jain, Managing Directors of the Company and their relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 1 of the Notice for approval/ratification by the members.

**By Order of the Board of Directors**

Sd/-

**Dilip Darji**

Sr. General Manager (Legal) & Company Secretary  
Membership No. ACS-22527

**Registered Office:** Dhrangadhra - 363 315, Gujarat

Email: legal@dcwltd.com

CIN: L24110GJ1939PLC000748

Website: www.dcwltd.com

Date : March 7, 2022

Place : Mumbai