

# **DCW LIMITED**

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.dcwltd.com, Email: legal@dcwltd.com
CIN No. L24110GJ1939PLC000748

#### **NOTICE**

#### EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting of the Members of DCW LIMITED ("The Company") will be held on Thursday, February 27, 2020 at 09.30 a.m. at the Registered Office of the Company (at Guest House No. 2) at Dhrangadhra - 363315, Gujarat State, to transact the following business:

#### SPECIAL BUSINESS:

Item no. 1: - Consideration and approval for offer and issuance of up to 50,000 (Fifty Thousand) rated/ unrated, listed/ unlisted, secured/unsecured redeemable non-convertible debentures of a face value of  $\stackrel{?}{\stackrel{?}{\stackrel{}{\stackrel{}}{\stackrel{}}}}$  1,00,000/- (Rupees One Lakh only) each, of an aggregate nominal value of up to  $\stackrel{?}{\stackrel{?}{\stackrel{}}}$  500,00,00,000 (Rupees Five Hundred Crore)

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

"RESOLVED THAT pursuant to the provisions of section 42 and section 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to applicable Regulation, Rules and Guidelines prescribed by the Securities and Exchange Board of India (as applicable) and pursuant to the memorandum of association and articles of association of the Company, 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 thereof or the delegatees of the board of directors for the time being exercising the powers conferred on the board of directors by this Resolution) to issue up to 50,000 (Fifty Thousand) rated/unrated, listed/unlisted, secured/unsecured redeemable non convertible debentures, of a face value of ₹ 1,00,000/- (Rupees One Lakh only) each of an aggregate nominal value of up to ₹ 500,00,00,000 (Rupees Five Hundred Crore) ("Debentures"), in one or more tranches/ series/ issuance, for cash, at par on a private placement basis, in such manner and upon such terms and conditions as may be determined by the Board."

"RESOLVED FURTHER THAT the Board be and are hereby authorised to do, from time to time, all such acts, deeds, matters and things as may be deemed necessary for pre and post issue and execute all such documents, undertaking as may be necessary for giving effect to the above Resolution."

Item No. 2: - Consideration and approval for offer and issuance of up to 10,000 (Ten Thousand) rated/ unrated, listed/ unlisted, secured optionally convertible debentures of a face value of ₹ 1,00,000/- (Rupees One Lakh only) each, of an aggregate nominal value of up to ₹ 100,00,000,000 (Rupees One Hundred Crore)

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

"RESOLVED THAT pursuant to the provisions of section 42, section 62 and section 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements Regulations) 2015 as amended (the Listing Regulations) and pursuant to the memorandum of association and articles of association of the Company, 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 thereof or the delegatees of the board of directors for the time being exercising the powers conferred on the board of directors by this Resolution) to issue up to 10,000 (Ten Thousand) rated/ unrated, listed/ unlisted, secured optionally convertible debentures, of a face value of ₹ 1,00,000/- (Rupees One Lakh only) each of an aggregate nominal value of up to

₹ 100,00,00,000 (Rupees One Hundred Crore) ("OCDs"), for cash, at par on a private placement basis which OCDs may be converted, at the option of the holders of the OCDs, within a time frame of not exceeding 18 (Eighteen) months from the date of allotment, into fully paid up equity shares of the Company (ranking pari-passu in all respects with the existing shares of the Company) at a price of ₹ 18 (Rupees Eighteen) per share or which OCDs may be redeemed in such manner and upon such terms and conditions as may be negotiated, finalised and approved by the Board, in such manner and upon such terms and conditions as may be determined by the Board."

"RESOLVED FURTHER THAT the Board be and are hereby authorised to do, from time to time, all such acts, deeds, matters and things as may be deemed necessary for pre and post issue and execute all such documents, undertaking as may be necessary for giving effect to the above Resolution."

Item No. 3 - Re-appointment of Mr. Pramodkumar Shriyansprasad Jain (DIN:00380458) as Managing Director of the Company To consider and, if thought fit, to pass, with or without modification(s), the following as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V to the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modifications or re-enactment thereof, for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) thereof or supplement(s) thereto) ("Listing Regulations"), the Articles of Association of the Company and subject to such other approvals as may be necessary and pursuant to recommendation of the Nomination and Remuneration Committee, the approval of the shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Pramodkumar Shriyansprasad Jain (DIN: 00380458), as Managing Director of the Company for a period of 3 years with effect from 1st November, 2020, with such salary, perquisites and commission as set out in the Explanatory Statement annexed to the Notice of this Extra-ordinary General Meeting and on such other terms and conditions as set out in the draft agreement between Mr. Pramodkumar Shriyansprasad Jain (DIN: 00380458) and the Company submitted to this Meeting and initialed by the Chairman for the purpose of identification, which agreement is hereby approved by the Shareholders of the Company with liberty to the Board of Directors to alter the terms and conditions of the said agreement in such manner as may be agreed to between the Company and Mr. Pramodkumar Shriyansprasad Jain (DIN: 00380458) subject to such alterations being made in accordance with the provisions of the Companies Act, 2013."

"RESOLVED FURTHER THAT if in any financial year during the tenure of Mr. Pramodkumar Shriyansprasad Jain (DIN: 00380458), as Managing Director, the Company has no profits, or its profits are inadequate, Mr. Pramodkumar Shriyansprasad Jain shall be entitled to receive and be paid remuneration, including salary, perquisites and other allowances, not exceeding ₹10,00,000/- per month in such financial year, or such other remuneration within the applicable limits and conditions as prescribed under Schedule V of the Companies Act, 2013 and as may be amended from time to time and reimbursement of upto Two Club Membership Fees, Credit Card(s) Annual Fees."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

#### Item No. 4 - Re-appointment of Mr. Bakul Premchand Jain (DIN:00380256) as Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V to the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modifications or re-enactment thereof, for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) thereof or supplement(s) thereto) ("Listing Regulations"), the Articles of Association of the Company and subject to such other approvals as may be necessary and pursuant to recommendation of the Nomination and Remuneration Committee, the approval of the shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Bakul Premchand Jain (DIN:00380256), as Managing Director of the Company for a period of 3 years with effect from 27th July, 2020, with such salary, perquisites and commission as set out in the Explanatory Statement annexed to the Notice of this Extra-ordinary General Meeting and on such other terms and conditions as set out in the draft agreement between Mr. Bakul Premchand Jain (DIN:00380256) and the Company submitted to this Meeting and initialed by the Chairman for the purpose of identification, which agreement is hereby approved by the Shareholders of the Company with liberty to the Board of Directors to alter the terms and conditions of the said agreement in such manner as may be agreed to between the Company and Mr. Bakul Premchand Jain (DIN:00380256) subject to such alterations being made in accordance with the provisions of the Companies Act, 2013."

"RESOLVED FURTHER THAT if in any financial year during the tenure of Mr. Bakul Premchand Jain (DIN:00380256) as Managing Director, the Company has no profits, or its profits are inadequate, Mr. Bakul Premchand Jain (DIN:00380256) shall be entitled to receive and be paid remuneration, including salary, perquisites and other allowances, not exceeding ₹ 10,00,000/-

per month in such financial year, or such other remuneration within the applicable limits and conditions as prescribed under Schedule V of the Companies Act, 2013 and as may be amended from time to time and reimbursement of upto Two Club Membership Fees, Credit Card(s) Annual Fees."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

# Item No. 5 - Re-appointment of Mr. Vivek Shashichand Jain (DIN:00502027) as Managing Director of the Company To consider and, if thought fit, to pass, with or without modification(s), the following as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V to the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modifications or re-enactment thereof, for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) thereof or supplement(s) thereto) ("Listing Regulations"), the Articles of Association of the Company and subject to such other approvals as may be necessary and pursuant to recommendation of the Nomination and Remuneration Committee, the approval of the shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Vivek Shashichand Jain (DIN:00502027), as Managing Director of the Company for a period of 3 years with effect from 1st March, 2020, with such salary, perquisites and commission as set out in the Explanatory Statement annexed to the Notice of this Extra-ordinary General Meeting and on such other terms and conditions as set out in the draft agreement between Mr. Vivek Shashichand Jain (DIN:00502027) and the Company submitted to this Meeting and initialed by the Chairman for the purpose of identification, which agreement is hereby approved by the Shareholders of the Company with liberty to the Board of Directors to alter the terms and conditions of the said agreement in such manner as may be agreed to between the Company and Mr. Vivek Shashichand Jain (DIN:00502027) subject to such alterations being made in accordance with the provisions of the Companies Act, 2013."

"RESOLVED FURTHER THAT if in any financial year during the tenure of Mr. Vivek Shashichand Jain (DIN:00502027) as Managing Director, the Company has no profits, or its profits are inadequate, Mr. Vivek Shashichand Jain (DIN:00502027) shall be entitled to receive and be paid remuneration, including salary, perquisites and other allowances, not exceeding ₹ 10,00,000/-per month in such financial year, or such other remuneration within the applicable limits and conditions as prescribed under Schedule V of the Companies Act, 2013 and as may be amended from time to time and reimbursement of upto Two Club Membership Fees, Credit Card(s) Annual Fees."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

# Item No. 6 - Re-appointment of Mr. Mudit Sharadkumar Jain (DIN:00647298) as Managing Director of the Company To consider and, if thought fit, to pass, with or without modification(s), the following as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V to the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modifications or re-enactment thereof, for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) thereof or supplement(s) thereto) ("Listing Regulations"), the Articles of Association of the Company and subject to such other approvals as may be necessary and pursuant to recommendation of the Nomination and Remuneration Committee, the approval of the shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Mudit Sharadkumar Jain (DIN:00647298), as Managing Director of the Company for a period of 3 years with effect from 1st March, 2020, with such salary, perquisites and commission as set out in the Explanatory Statement annexed to the Notice of this Extra-ordinary General Meeting and on such other terms and conditions as set out in the draft agreement between Mr. Mudit Sharadkumar Jain (DIN:00647298) and the Company submitted to this Meeting and initialed by the Chairman for the purpose of identification, which agreement is hereby approved by the Shareholders of the Company with liberty to the Board of Directors to alter the terms and conditions of the said agreement in such manner as may be agreed to between the Company and Mr. Mudit Sharadkumar Jain (DIN:00647298) subject to such alterations being made in accordance with the provisions of the Companies Act, 2013."

"RESOLVED FURTHER THAT if in any financial year during the tenure of Mr. Mudit Sharadkumar Jain (DIN:00647298) as Managing Director, the Company has no profits, or its profits are inadequate, Mr. Mudit Sharadkumar Jain (DIN:00647298) shall be entitled to receive and be paid remuneration, including salary, perquisites and other allowances, not exceeding ₹ 10,00,000/- per month in such financial year, or such other remuneration within the applicable limits and conditions as prescribed under Schedule V of the Companies Act, 2013 and as may be amended from time to time and reimbursement of upto Two Club Membership Fees, Credit Card(s) Annual Fees."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

By Order of the Board of Directors

Dilip Darji 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 28<sup>th</sup> January, 2020 Place: Mumbai

# NOTES:-

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
  - a. Pursuant to the provisions of Section 105 of the Act, read with applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
  - b. The instrument of proxy, in order to be effective, should be duly stamped, signed and completed in all respects and must be deposited/received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution/authority, as applicable.
- 2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 3. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days except Saturdays between 11.00 a.m. and 1.00 p.m. up to the date of Extra-ordinary General Meeting.
- 4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- 5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to yet.
- 6. Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.
- 7. Section 20 of the Act, as amended from time to time, permits service of documents on Members by a Company through electronic mode. Hence, in accordance with the Act read with the Rules framed thereunder, as amended, the Notice of the Meeting is being sent through electronic mode to those Members who have registered their email addresses with the Company/Depository Participant ('DP') Company's Registrar and Transfer Agent ('RTA') unless any Member has requested for a physical copy of the Report. For Member(s) who have not registered their email addresses, physical copies of the Notice of the Meeting are being sent through permitted modes. Notice of the Meeting will also be available on the Company's website www.dcwltd.com.
- 8. Member(s) whose email address is registered with the Company and who wish to receive a printed copy of the Notice convening the Extra-ordinary General Meeting to be held on February 27, 2020, may send their request to the Company at its Registered Office or to the Company's RTA at Bigshare Services Pvt. Ltd., 1st floor, Bharat Tin Works Bldg., Opp. Vasant Oasis, Makwan Road, Marol, Andheri (East), Mumbai 400 059. The Members may also send their requests to the Company's investor email id: legal@dcwltd.com.
- 9. 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./DP for receiving the Notice and other communications electronically from the Company in the future.

- 10. Route Map of the Meeting Venue is annexed with this Notice.
- 11. 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.
- 12. During 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 or contact the Company's RTA Bigshare Services Pvt. Ltd. at joyv@bigshareonline.com ('RTA Email') and 022-62638200 ('RTA Number') for assistance in this regard.
- 13. 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.
  - 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.
- 14. 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.
- 15. 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.
- 16. 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.
- 17. Members are requested to bring their copy of Notice to the Meeting.
- 18. Process and manner of voting through electronic means.
  - a. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the 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 along with printed Attendance Slip and Proxy Form can be downloaded from NSDL's website www.evoting.nsdl.comor the Company's website www.dcwltd.com.
  - d. The facility for voting through ballot paper shall be made available at the Meeting and the Members (including proxies) 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 Thursday, February 20, 2020 ('Cut-Off Date') shall be eligible to cast their vote by remote e-voting.

- g. The remote e-voting period commences on Monday, February 24, 2020 at 09:00 a.m. (IST) and ends on Wednesday, February 26, 2020 at 05:00 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 Wednesday, February 26, 2020.
- 19. 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., February 20, 2020 may obtain the login ID and password by sending a request at 'evoting@nsdl.co.in' or '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' or contact NSDL at the following Toll Free No.: 1800-222-990 or e-mail at 'evoting@nsdl.co.in'
- 20. 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 through ballot paper.
- 21. 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.
- 22. 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 48 hours of conclusion of the Meeting 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.
- 23. The Chairman or any other person authorised by him in writing shall declare the result of voting forthwith.
- 24. The results declared along with Scrutinizer's Report, will be placed on the Company's website 'www.dcwltd.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.
- 25. 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 (1800 222 990) or write to NSDL at NSDL, Trade World, 'A' wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

### 26. E-Voting Instructions

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

# STEP 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com

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

- i. 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.
- ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- A new screen will open. You will have to enter your User ID, your Password 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.

iv. 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	8 Character DP ID followed by 8 Digit Client ID
	in demat account with NSDL.	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 sha		16 Digit Beneficiary ID
	in demat account with CDSL.	For example if your Beneficiary ID is 12******** then your user ID is 12************************************
c)	For Members holding shares in	EVEN Number followed by Folio Number registered with the company
	Physical Form.	For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- v. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can user 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, your 'initial password' is communicated to you on your postal address.
- vi. 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.nsdl.com.
  - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.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 mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. After you click on the "Login" button, Home page of e-Voting will open.

#### STEP 2: Cast your vote electronically on NSDL e-Voting system

#### How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- iii. Select "EVEN" of company for which you wish to cast your vote.
- iv. Now you are ready for e-Voting as the Voting page opens.
- v. 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.
- vi. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

# General Guidelines for shareholders

- i. 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 with a copy marked to evoting@nsdl.co.in on or before the closing of e-voting.
- ii. 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 to reset the password.
- iii. 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 'downloads' section of www.evoting.nsdl.com or call on toll free no.:1800-222-990 or send a request at evoting@nsdl.co.in

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

#### Item no. 1

The Company proposes to issue up to 50,000 (Rupees Fifty Thousand) rated/ unrated, listed/ unlisted, secured/ unsecured, redeemable non-convertible debentures of a face value of ₹ 1,00,000/- (Rupees One Lakh only) each of an aggregate nominal value of up to ₹ 500,00,00,000 (Rupees Five Hundred Crore only) ("Debentures") to such investor(s) which are identified by the board of directors of the Company from time to time ("Investor"), in one or more tranches/ series/ issuance, at par, for cash, on a private placement basis ("Issue").

Members are requested to note that pursuant to section 42 & 71 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company is not entitled to make a private placement of the Debentures unless the proposed offer of the Debentures has been previously approved by the shareholders of the company, by a special resolution.

The additional disclosures related to the issuance of the Debentures, are as follows:

Heading	Disclosure
Particulars of the offer including date of passing of Board resolution	Issuance of up to 50,000 (Fifty Thousand) rated/ unrated, listed/ unlisted, secured/ unsecured non convertible debentures, of a face value of ₹ 1,00,000/- (Rupees One Lakh only) each, of an aggregate nominal value of up to ₹ 500,00,00,000 (Rupees Five Hundred Crore) on a private placement basis.
	Date of Board resolution: January 28, 2020
Kinds of securities offered	Rated/ Unrated, Listed/ Unlisted, Secured/Unsecured
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Not applicable
Name and address of valuer who performed valuation	Not applicable
Amount which the company intends to raise by way of such securities	Up to ₹ 500,00,000,000 (Rupees Five Hundred Crore)
Material terms of raising such securities	The terms and conditions on which the Debentures shall be issued (including in relation to coupon rate, redemption premium, security structure etc.) shall be negotiated, finalised and approved by the board of directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee thereof or the delegatees of the board of directors for the time being exercising the powers conferred on the board of directors by this Resolution)after discussions with the potential investors.
Proposed time schedule	As may be determined by the Board. However, the issuance and allotment of the Debentures shall in any event be concluded within 1 (One) year from the date of passing of this resolution
Purposes or objects of offer	The proceeds from the issuance shall be used by the Company towards repayment of its existing borrowings, to fund working capital of the Company or for such purposes or objects as may be determined by the Board for the business of the Company
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	Nil
Principle terms of assets charged as securities	The obligations of the Company in respect of the Debentures may be secured by creation of the such security interests over such assets of the Company as may be determined by the Board based on discussions with the potential investors.

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

None of the Directors and/or other Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the Resolution.

#### Item no. 2

The Company proposes to issue up to 10,000 (Ten Thousand) rated/unrated, listed/unlisted, secured optionally-convertible debentures of a face value of ₹1,00,000/- (Rupees One Lakh only) each of an aggregate nominal value of up to ₹100,00,000,000

(Rupees One Hundred Crore only) ("OCDs") to Kotak Special Situations Fund and/or its affiliates ("OCD Holder(s)"), at par, for cash, on a private placement basis ("Issue").

The OCD Holders shall be entitled to require the Company to convert the OCDs held by such holders into fully- paid-up equity shares of the Company (which shall rank *pari-passu* in all respects with the existing equity shares of the Company) at a conversion price of ₹ 18 (Rupees Eighteen) per share. This conversion price is higher than the minimum price prescribed in accordance with Regulation 164 and Regulation 165 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date for the computation of the aforesaid price being January 28, 2020(viz. 30 days prior to the date of the extra-ordinary general meeting of the shareholders).

The issuance of the OCDs is being made in accordance with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and a certificate from the statutory auditor of the Company in this regard will be placed before the shareholders at the forthcoming Extra Ordinary General Meeting of the Company. Further, the Company agrees and undertakes that it shall re-compute the price of the OCDs in terms of the provision of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 where it is required to do so; and if the amount payable on account of the re-computation of price in terms of the applicable law is not paid within the time stipulated in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the OCDs shall continue to be locked- in till the time such amount is paid by the allottees.

The Company was required to place a certificate under sub Regulation (2) of Regulation 163 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 from M/s Chhajed & Doshi, the statutory auditor of the company before the meeting of the members of the Company at its Extraordinary General Meeting (EGM) held on July 29, 2019, certifying that the issue is being made in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. However due to oversight and inadvertently the said certificate was not placed before the said EGM. However, as directed by Stock Exchange(s) the same will be placed before this EGM to be held on February 27, 2020.

Members are requested to note that pursuant to section 42 and section 62 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, a company is not entitled to make a private placement of the OCDs unless the proposed offer of the OCDs has been previously approved by the shareholders of the company, by a special resolution.

The additional disclosures related to the issuance of the OCDs, are as follows:

### Disclosures required in terms of Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014

Heading	Disclosure
Particulars of the offer including date of passing of Board resolution	Issuance of up to 10,000 (Ten Thousand) rated/ unrated, listed/ unlisted, secured optionally convertible debentures, of a face value of ₹ 100,00,000/- (Rupees One Lakh only) each, of an aggregate nominal value of up to ₹ 100,00,00,000 (Rupees One Hundred Crore) on a private placement basis  Date of Board resolution: January 28, 2020
Kinds of securities offered	Rated/ Unrated, Listed/ Unlisted, Secured
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	The price for conversion of OCDs into Equity Share of the Company has been determined by pricing certificate issued by CS. Dr. S K. Jain, proprietor of M/s S. K. Jain & Co., Practicing Company Secretaries in accordance with the provisions of SEBI (ICDR) Regulations, 2018.
	The OCD Holder shall be entitled to require the Company to convert the OCDs held by such OCD Holder into fully-paid-up equity shares of the Company (which shall rank <i>pari-passu</i> in all respects with the existing equity shares of the Company) at a conversion price of ₹ 18 (Rupees Eighteen) per share. This conversion price is higher than the minimum price prescribed in accordance with Regulation 164 and Regulation 165 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date for the computation of the aforesaid price being January 28, 2020 (viz. 30 days prior to the date of the extraordinary general meeting of the shareholders)
Name and address of valuer who performed valuation	Name: CS Dr. S K. Jain, proprietor of M/s S. K. Jain & Co., Practicing Company Secretaries
	<b>Address:</b> 11, Friend's Union Premises Co-operative Society ltd, 2 <sup>nd</sup> Floor, 227, P.D' Mello Road, Beside Manama Hotel, Opp St. George Hospital, Mumbai-400 001.
Amount which the company intends to raise by way of such securities	Up to ₹ 100,00,00,000 (Rupees One Hundred Crore)

Heading	Disclosure
Material terms of raising such securities	(a) The OCD Holder shall be entitled to require the Company to convert the OCDs held by such OCD Holder into fully- paid-up equity shares of the Company (which shall rank pari-passu in all respects with the existing equity shares of the Company) at a conversion price of ₹ 18 (Rupees Eighteen) per share. This conversion price is higher than the minimum price prescribed in accordance with Regulation 164 and Regulation 165 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date for the computation of the aforesaid price being January 28, 2020 (viz. 30 days prior to the date of the extra-ordinary general meeting of the shareholders).
	(b) Other terms and conditions on which the OCDs shall be issued (including in relation to coupon rate, redemption premium (if required to be redeemed), security structure etc.) shall be negotiated, finalised and approved by the board of directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee thereof or the delegatees of the board of directors for the time being exercising the powers conferred on the board of directors by this Resolution)after discussions with the potential investors.
Proposed time schedule	As may be determined by the Board. However, the issuance and allotment of the OCDs shall in any event be concluded within 15 (Fifteen) days from the date of passing of this resolution
Purposes or objects of offer	The proceeds from the issuance of the OCDs shall be used by the Company towards repayment of its existing borrowings and transaction expenses.
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	Nil
Principle terms of assets charged as securities	The obligations of the Company in respect of the OCDs shall be secured by creation of the such security interests over such assets of the Company as may be determined by the Board based on discussions with the potential investors.

# 2. Disclosures required in terms of Rule 13 of Companies (Share Capital and Debentures) Rules, 2014

Heading	Disclosure
The Objects of the Issue	The proceeds from the issuance of the OCDs shall be used by the Company towards repayment of its existing borrowings and transaction expenses.
The total number of shares or other securities to be issued	Up to 10,000 (Ten Thousand) rated/unrated, listed/ unlisted, secured optionally convertible debentures
The price or price band at/within which the allotment is proposed	The OCDs are being issued at par.  The OCD Holder shall be entitled to require the Company to convert the OCDs held by such OCD Holder into fully- paid-up equity shares of the Company (which shall rank <i>pari-passu</i> in all respects with the existing equity shares of the Company) at a conversion price of ₹ 18 (Rupees Eighteen) per share. This conversion price is higher than the minimum price prescribed in accordance with Regulation 164 and Regulation 165 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date for the computation of the aforesaid price being January 28, 2020 (viz. 30 days prior to the date of the extraordinary general meeting of the shareholders)
Basis on which the price has been arrived at along with report of the registered valuer	The price for conversion of OCDs into Equity Share of the Company has been determined by pricing certificate issued by CS. Dr. S K. Jain, proprietor of M/s S. K. Jain & Co., Practicing Company Secretaries in accordance with the provisions of SEBI (ICDR) Regulations, 2018.  The OCD Holder shall be entitled to require the Company to convert the OCDs held by such OCD Holder into fully- paid-up equity shares of the Company (which shall rank <i>pari-passu</i> in all respects with the existing equity shares of the Company) at a conversion price of ₹ 18 (Rupees Eighteen) per share. This conversion price is higher than the minimum price prescribed in accordance with Regulation 164 and Regulation 165 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date for the computation of the aforesaid price being January 28, 2020 (viz. 30 days prior to the date of the extraordinary general meeting of the shareholders)

Heading	Disc	losure					
Relevant date with reference to which the price has been arrived at	Janu	January 28, 2020					
The class or classes of persons to whom the allotment is proposed to be made	Qual	Qualified Institutional Buyer					
Intention of promoters, directors or key managerial personnel to subscribe to the offer	Nil	Nil					
The proposed time within which the allotment shall be completed	with that, Cent	As may be determined by the Board. However, the OCDs shall be issued and allotted within 15 (Fifteen) days from the date of the extra-ordinary general meeting; provided that, if any approval or permission is required from any regulatory authority or the Central Government for the allotment is pending, the period of fifteen days shall be counted from the date of such approval or permission.					
The names of the proposed	Nam	e: Kotak Special Situations	Fund and/o	or its affiliates			
allottees and the percentage of post preferential offer capital that may be held by them	Func	entage of post preferential o d and/or its affiliates upon 5 percent)					
The change in control, if any, in the company that would occur consequent to the preferential offer	NIL						
The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	The Company has made allotment of Equity Shares on preferential basis to 91 persons (which includes conversion of warrants into equity), at a price of ₹ 18/- per equity shares (including a premium of ₹ 16/- per equity shares)						
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not	applicable					
The pre issue and post issue shareholding pattern of the company	Sr. No.	Category	Pre-issue No. shares held	Pre-issue percentage of shareholding	Post- issue No. shares held	Post-issue percentage of shareholding	
	A.	Promoters' holding					
	1.	Indian					
		Individual	65730766	25.18	65730766	20.76	
		Bodies Corporate	56247740	21.55	56247740	17.77	
		Sub-total	121978506	46.73	121978506	38.53	
	2.	Foreign Promoters	-	-	-	-	
		Sub-total (A)	121978506	46.73	121978506	38.53	
	B.	Non-promoters' holding					
	1.	Institutional Investors	22990816	8.81	78546371	24.81	
	2.	Non-Institutional Investors	10000001	4.0	10000001	4.04	
		Private corporate bodies	12803231	4.9	12803231	4.04	
		Directors and relatives	00/40000	27.70	00/40000	04.44	
		Indian public Others (including Non-	98640928	37.79	98640928	31.16	
		resident Indians (NRIs))	4616890	1.77	4616890	1.46	
		Sub-total (B)	139051865	53.27	194607420	61.47	
		Grand Total	261030371	100	316585926	100	

3. Disclosures required in terms of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

Heading	Disclosure
The objects of the issue	The proceeds from the issuance of the OCDs shall be used by the Company towards repayment of its existing borrowings and transaction expenses
Maximum number of specified securities to be issued	Up to 10,000 (Ten Thousand) rated/unrated, listed/unlisted, secured optionally convertible debentures
Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer	Nil
Shareholding pattern of the issuer before and after the preferential issue	same as detailed above
Time frame within which the preferential issue shall be completed	As may be determined by the Board. However, the OCDs shall be issued and allotted within 15 (Fifteen) days from the date of the extra-ordinary general meeting; provided that, if any approval or permission is required from any regulatory authority or the Central Government for the allotment is pending, the period of fifteen days shall be counted from the date of such approval or permission.
Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue: Provided that if there is any listed company, mutual fund, scheduled commercial bank, insurance company registered with the Insurance Regulatory and Development Authority of India in the chain of ownership of the proposed allottee, no further disclosure will be necessary.	Not Applicable
Disclosures specified in Schedule VI of Securities and	(a) Name of the person declared as a wilful defaulter: Nil
Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, if the issuer or any of its	(b) Name of the Bank declaring the person as a wilful defaulter: Nil
promoters or directors is a wilful defaulter	(c) Year in which the person was declared as a wilful defaulter: Nil
	(d) Outstanding amount when the person was declared as a wilful defaulter: Nil
	(e) Steps taken, if any, by the person for removal of its name from the list of wilful defaulters: Nil
	(f) Other disclosures, as deemed fit by the issuer, in order to enable investors to take an informed decision: Nil
	(g) Any other disclosure as specified by the Board. Nil

The Board recommends the Special Resolution as set out at Item No. 2 of the Notice for approval by the members.

None of the Directors and/or other Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the Resolution.

# ITEM NO. 3

At the 78<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2017, the Members of the Company had appointed Mr. Pramodkumar Shriyansprasad Jain (DIN:00380458) as a Managing Director of the Company, to hold office for a period of 3 years with effect from 1<sup>st</sup> November, 2017. In terms of provision of Section 196(2) of the Companies Act, 2013 a Managing Director can be reappointed within one year before the expiry of his present term. Further, he had also attained the age of 70 years in January, 2008 and hence continuation of his employment as Managing Director requires the approval of members by way of special resolution.

The Nomination and Remuneration Committee ("the NRC") of the Company, on the basis of the performance evaluation, has approved & recommended re-appointment of Mr. Pramodkumar Shriyansprasad Jain as Managing Director of the Company for a period of 3 years with effect from 1st November, 2020 on the terms & conditions including the remuneration payable to him as detailed below by passing a Resolution at their Meeting held on 28th January, 2020. The remuneration approved by the Nomination and Remuneration Committee and the Board is within the maximum limit of managerial remuneration prescribed under Section 197 read with Schedule V to the Companies Act, 2013.

The Board, based on the performance evaluation and as per the recommendation of the NRC, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Pramod Shriyansprasad Jain would be beneficial to the Company and it is desirable to continue to avail his services as Managing Director. Accordingly, it is proposed to re-appoint Mr. Pramod Shriyansprasad Jain as Managing Director of the Company, for a further period of 3 (Three) years on the Board of the Company with effect from 1st November, 2020.

The detailed terms and conditions of re-appointment and remuneration payable to Mr. Pramod Shriyansprasad Jain as Managing Director are as follows:

- (a) Period: 3 years with effect from 1st November, 2020.
- (b) Remuneration
  - i) Salary: ₹ 10,00,000/- per month.
  - ii) Perquisites:

In addition to his salary, Mr. Pramod Shriyansprasad Jain shall also be entitled to perquisites like accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with utilities thereof such as gas, electricity, water, furnishings and repairs; medical reimbursement and leave travel concession for himself and family; and reimbursement of upto Two Club Membership Fees, Credit Card(s) Annual Fees; medical insurance etc. in accordance with the Rules of the Company or as may be agreed to between the Board and Mr. Pramod Shriyansprasad Jain; the amount of such perquisites to be restricted to ₹ 12,00,000/- per annum. The Company shall provide Mr. Pramod Shriyansprasad Jain, a car with a driver and telephone facility at his residence. Provision of car and driver for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of the car for private purpose shall be billed by the Company to Mr. Pramod Shriyansprasad Jain.

#### iii) Commission:

Commission shall be paid in addition to the above salary and perquisites and shall be calculated with reference to the net profits of the Company in the relevant financial year as determined on approval of the accounts subsequent to the year ending. The amount of such Commission shall be subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013 and shall be 25% of the difference between 10% of the net profits in that Financial Year and the aggregate of the salary and perquisites and benefits paid to the Managing Directors and Whole Time Directors of the Company in that year.

- (c) If in any Financial Year during the tenure of Mr. Pramod Shriyansprasad Jain, the Company has no profits or its profits are inadequate, he shall be entitled to receive and be paid remuneration in that year; salary and perquisites not exceeding ₹1,20,00,000/- per annum or ₹10,00,000/- per month or such other limit as may be prescribed by the Government from time to time in this regard and reimbursement of upto Two Club Membership Fees, Credit Card(s) Annual Fees, but shall not be entitled to any commission. However, the Company's contribution to provident fund and superannuation fund or annuity fund, will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. Gratuity payable at a rate not exceeding half-a month's salary for each completed year of service and encashment of leave at the end of the tenure shall not be included in the computation of ceiling on perquisites.
- (d) The terms and conditions of reappointment of Mr. Pramod Shriyansprasad Jain may be altered and varied from time to time during his tenure of appointment in such manner as may be agreed to between the Board of Directors and Mr. Pramod Shriyansprasad Jain provided such terms are within and in accordance with the limits specified in Schedule V to the Companies Act, 2013, or any amendment thereto.
- (e) Mr. Pramod Shriyansprasad Jain shall be entitled to reimbursement of expenses incurred by him towards furtherance of the Company's business.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules, 1962 wherever applicable. In the absence of any such Income Tax Rules, 1962, perquisites shall be evaluated at actual cost.

Mr. Pramod Shriyansprasad Jain is not disqualified from being appointed as a Managing Director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given his consent to act as a Managing Director.

Details of Mr. Pramodkumar Shriyansprasad Jain are provided in the "Annexure - I" to the Notice, pursuant to the provisions of (i) Listing Regulations (ii) Companies Act, 2013 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The draft of the agreement between the Company and Mr. Pramod Shriyansprasad Jain is open for inspection at the Registered Office of the Company during the office hours on all working days between 11.00 a.m. to 1.00 p.m. except Saturday.

Mr. Pramod Shriyansprasad Jain is interested in the Resolution set out in Item No.3 of the Notice, since it pertains to his reappointment and remuneration for a period of three years. The relatives of Mr. Pramod Shriyansprasad Jain may be deemed to be interested in the Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said Resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. The Board commends the Special Resolution as set out at Item No. 3 of the Notice for approval by the members.

#### ITEM NO. 4

At the 78th Annual General Meeting held on 28th September, 2017, the Members of the Company had appointed Mr. Bakul Premchand Jain (DIN:00380256) as a Managing Director of the Company, to hold office for a period of 3 years with effect from 27th July, 2017. In terms of provision of Section 196(2) of the Companies Act, 2013 a Managing Director can be re-appointed within one year before the expiry of his present term.

The Nomination and Remuneration Committee ("the NRC") of the Company, on the basis of the performance evaluation, has approved & recommended re-appointment of Mr. Bakul Premchand Jain as Managing Director of the Company for a period of 3 years with effect from 27<sup>th</sup> July, 2020 on the terms & conditions including the remuneration payable to him as detailed below by passing a Resolution at their Meeting held on 28<sup>th</sup> January, 2020. The remuneration approved by the Nomination and Remuneration Committee and the Board is within the maximum limit of managerial remuneration prescribed under Section 197 read with Schedule V to the Companies Act, 2013.

The Board, based on the performance evaluation and as per the recommendation of the NRC, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Bakul Premchand Jain would be beneficial to the Company and it is desirable to continue to avail his services as Managing Director. Accordingly, it is proposed to re-appoint Mr. Bakul Premchand Jain as Managing Director of the Company, for a further period of 3 (Three) years on the Board of the Company with effect from 27th July, 2020.

The detailed terms and conditions of re-appointment and remuneration payable to Mr. Bakul Premchand Jain as Managing Director are as follows:

- (a) Period: 3 years with effect from 27<sup>th</sup> July, 2020.
- (b) Remuneration
  - (i) Salary :₹ 10,00,000/- per month.
  - (ii) Perquisites:

In addition to his salary, Mr. Bakul Premchand Jain shall also be entitled to perquisites like accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with utilities thereof such as gas, electricity, water, furnishings and repairs; medical reimbursement and leave travel concession for himself and family; and reimbursement of upto Two Club Membership Fees, Credit Card(s) Annual Fees; medical insurance etc. in accordance with the Rules of the Company or as may be agreed to between the Board and Mr. Bakul Premchand Jain; the amount of such perquisites to be restricted to ₹ 12,00,000/- per annum. The Company shall provide Mr. Bakul Premchand Jain, a car with a driver and telephone facility at his residence. Provision of car and driver for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of the car for private purpose shall be billed by the Company to Mr. Bakul Premchand Jain.

#### (iii) Commission:

Commission shall be paid in addition to the above salary and perquisites and shall be calculated with reference to the net profits of the Company in the relevant Financial Year as determined on approval of the accounts subsequent to the year ending. The amount of such Commission shall be subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013 and shall be 25% of the difference between 10% of the net profits in that Financial Year and the aggregate of the salary and perquisites and benefits paid to the Managing Directors and the Whole - time Directors of the Company in that year.

- (c) If in any Financial Year during the tenure of Mr. Bakul Premchand Jain, the Company has no profits or its profits are inadequate, he shall be entitled to receive and be paid remuneration in that year; salary and perquisites not exceeding ₹1,20,00,000/- per annum or ₹10,00,000/- per month or such other limit as may be prescribed by the Government from time to time in this regard and reimbursement of upto Two Club Membership Fees, Credit Card(s) Annual Fees, but shall not be entitled to any commission. However, the Company's contribution to provident fund and superannuation fund or annuity fund, will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. Gratuity payable at a rate not exceeding half-a month's salary for each completed year of service and encashment of leave at the end of the tenure shall not be included in the computation of ceiling on perquisites.
- (d) The terms and conditions of reappointment of Mr. Bakul Premchand Jain may be altered and varied from time to time during his tenure of appointment in such manner as may be agreed to between the Board of Directors and Mr. Bakul Premchand Jain provided such terms are within and in accordance with the limits specified in Schedule V to the Companies Act, 2013, or any amendment thereto.

(e) Mr. Bakul Premchand Jain shall be entitled to reimbursement of expenses incurred by him towards furtherance of the Company's business.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules, 1962 wherever applicable. In the absence of any such Income Tax Rules, 1962, perquisites shall be evaluated at actual cost.

Mr. Bakul Premchand Jain is not disqualified from being appointed as a Managing Director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given his consent to act as a Managing Director.

Details of Mr. Bakul Premchand Jain are provided in the "Annexure - I" to the Notice, pursuant to the provisions of (i) Listing Regulations (ii) Companies Act, 2013 and (iii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The draft of the agreement between the Company and Mr. Bakul Premchand Jain is open for inspection at the Registered Office of the Company during the office hours on all working days between 11.00 a.m. to 1.00 p.m. except Saturday.

Mr. Bakul Premchand Jain is interested in the Resolution set out in Item No.4 of the Notice, since it pertains to his re-appointment and remuneration for a period of three years. The relatives of Mr. Bakul Premchand Jain may be deemed to be interested in the Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said Resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. The Board commends the Special Resolution as set out at Item No. 4 of the Notice for approval by the members.

#### ITEM NO.5

At the 77<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2016, the Members of the Company had appointed Mr. Vivek Shashichand Jain (DIN:00502027) as a Managing Director of the Company, to hold office for a period of 3 years with effect from 1<sup>st</sup> March, 2017. In terms of provision of Section 196(2) of the Companies Act, 2013 a Managing Director can be re-appointed within one year before the expiry of his present term.

The Nomination and Remuneration Committee ("the NRC") of the Company, on the basis of the performance evaluation, has approved & recommended re-appointment of Mr. Vivek Shashichand Jain (DIN: 00502027) as Managing Director of the Company for a period of 3 years with effect from 1st March, 2020 on the terms & conditions including the remuneration payable to him as detailed below by passing a Resolution at their Meeting held on 28th January, 2020. The remuneration approved by the Nomination and Remuneration Committee and the Board is within the maximum limit of managerial remuneration prescribed under Section 197 read with Schedule V to the Companies Act, 2013.

The Board, based on the performance evaluation and as per the recommendation of the NRC, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Vivek Shashichand Jain (DIN: 00502027) would be beneficial to the Company and it is desirable to continue to avail his services as Managing Director. Accordingly, it is proposed to re-appoint Mr. Vivek Shashichand Jain (DIN: 00502027) as Managing Director of the Company, for a further period of 3 (Three) years on the Board of the Company with effect from 1st March, 2020.

The detailed terms and conditions of re-appointment and remuneration payable to Mr. Vivek Shashichand Jain (DIN: 00502027) as Managing Director are as follows:

- (a) Period: Three years with effect from 1st March, 2020.
- (b) Remuneration
  - (i) Salary:₹10,00,000/- per month.
  - (ii) Perquisites:

In addition to his salary, Mr. Vivek Shashichand Jain shall also be entitled to perquisites like accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with utilities thereof such as gas, electricity, water, furnishings and repairs; medical reimbursement and leave travel concession for himself and family; and reimbursement of upto Two Club Membership Fees, Credit Card(s) Annual Fees; medical insurance etc. in accordance with the Rules of the Company or as may be agreed to between the Board and Mr. Vivek Shashichand Jain; the amount of such perquisites to be restricted to ₹12,00,000/- per annum. The Company shall provide Mr. Vivek Shashichand Jain, a car with a driver and telephone facility at his residence. Provision of car and driver for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of the car for private purpose shall be billed by the Company to Mr. Vivek Shashichand Jain.

#### (iii) Commission:

Commission shall be paid in addition to the above salary and perquisites and shall be calculated with reference to the net profits of the Company in the relevant financial year as determined on approval of the accounts subsequent to the year ending. The amount of such Commission shall be subject to the overall ceilings stipulated in Section 197

of the Companies Act, 2013 and shall be 25% of the difference between 10% of the net profits in that Financial Year and the aggregate of the salary and perquisites and benefits paid to the Managing Directors and the Whole - time Directors of the Company in that year.

- (c) If in any Financial Year during the tenure of Mr. Vivek Shashichand Jain, the Company has no profits or its profits are inadequate, he shall be entitled to receive and be paid remuneration in that year; salary and perquisites not exceeding ₹1,20,00,000/- per annum or ₹10,00,000/- per month or such other limit as may be prescribed by the Government from time to time in this regard and reimbursement of upto Two Club Membership Fees, Credit Card(s) Annual Fees, but shall not be entitled to any commission. However, the Company's contribution to provident fund and superannuation fund or annuity fund, will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. Gratuity payable at a rate not exceeding half-a month's salary for each completed year of service and encashment of leave at the end of the tenure shall not be included in the computation of ceiling on perquisites.
- (d) The terms and conditions of reappointment of Mr. Vivek Shashichand Jain may be altered and varied from time to time during his tenure of appointment in such manner as may be agreed to between the Board of Directors and Mr. Vivek Shashichand Jain provided such terms are within and in accordance with the limits specified in Schedule V to the Companies Act, 2013, or any amendment thereto.
- (e) Mr. Vivek Shashichand Jain shall be entitled to reimbursement of expenses incurred by him towards furtherance of the Company's business.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules, 1962 wherever applicable. In the absence of any such Income Tax Rules, 1962, perquisites shall be evaluated at actual cost.

Mr. Vivek Shashichand Jain (DIN:00502027) is not disqualified from being appointed as a Managing Director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given his consent to act as a Managing Director.

Details of Mr. Vivek Shashichand Jain (DIN:00502027) are provided in the "Annexure - I" to the Notice, pursuant to the provisions of (i) Listing Regulations (ii) Companies Act, 2013 and (iii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The draft of the agreement between the Company and Mr. Vivek Shashichand Jain (DIN: 00502027) is open for inspection at the Registered Office of the Company during the office hours on all working days between 11.00 a.m. to 1.00 p.m. except Saturday.

Mr. Vivek Shashichand Jain (DIN: 00502027) is interested in the Resolution set out in Item No. 5 of the Notice, since it pertains to his re-appointment and remuneration for a period of three years. The relatives of Mr. Vivek Shashichand Jain (DIN:00502027) may be deemed to be interested in the Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said Resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. The Board commends the Special Resolution as set out at Item No. 5 of the Notice for approval by the members.

#### ITEM NO. 6

At the 77<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2016, the Members of the Company had appointed Mr. Mudit Sharadkumar Jain (DIN:00647298) as a Managing Director of the Company, to hold office for a period of 3 years with effect from 1<sup>st</sup> March, 2017. In terms of provision of Section 196(2) of the Companies Act, 2013 a Managing Director can be reappointed within one year before the expiry of his present term.

The Nomination and Remuneration Committee ("the NRC") of the Company, on the basis of the performance evaluation, has approved & recommended re-appointment of Mr. Mudit Sharadkumar Jain (DIN: 00647298) as Managing Director of the Company for a period of 3 years with effect from 1st March, 2020 on the terms & conditions including the remuneration payable to him as detailed below by passing a Resolution at their Meeting held on 28th January, 2020. The remuneration approved by the Nomination and Remuneration Committee and the Board is within the maximum limit of managerial remuneration prescribed under Section 197 read with Schedule V to the Companies Act, 2013.

The Board, based on the performance evaluation and as per the recommendation of the NRC, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Mudit Sharadkumar Jain (DIN:00647298) would be beneficial to the Company and it is desirable to continue to avail his services as Managing Director. Accordingly, it is proposed to re-appoint Mr. Mudit Sharadkumar Jain (DIN: 00647298) as Managing Director of the Company, for a further period of 3 (Three) years on the Board of the Company with effect from 1st March, 2020.

The detailed terms and conditions of re-appointment and remuneration payable to Mr. Mudit Sharadkumar Jain (DIN:00647298) as Managing Director are as follows:

- (a) Period: 3 years with effect from 1st March, 2020.
- (b) Remuneration
  - (i) Salary: ₹ 10,00,000/- per month.
  - (ii) Perquisites:

In addition to his salary, Mr. Mudit Sharadkumar Jain shall also be entitled to perquisites like accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with utilities thereof such as gas, electricity, water, furnishings and repairs; medical reimbursement and leave travel concession for himself and family; and reimbursement of upto Two Club Membership Fees, Credit Card(s) Annual Fees; medical insurance etc. in accordance with the Rules of the Company or as may be agreed to between the Board and Mr. Mudit Sharadkumar Jain; the amount of such perquisites to be restricted to ₹ 12,00,000/- per annum. The Company shall provide Mr. Mudit Sharadkumar Jain, a car with a driver and telephone facility at his residence. Provision of car and driver for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of the car for private purpose shall be billed by the Company to Mr. Mudit Sharadkumar Jain.

#### (iii) Commission:

Commission shall be paid in addition to the above salary and perquisites and shall be calculated with reference to the net profits of the Company in the relevant financial year as determined on approval of the accounts subsequent to the year ending. The amount of such Commission shall be subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013 and shall be 25% of the difference between 10% of the net profits in that Financial Year and the aggregate of the salary and perquisites and benefits paid to the Managing Directors and the Whole Time Directors of the Company in that year.

- (c) If in any Financial Year during the tenure of Mr. Mudit Sharadkumar Jain, the Company has no profits or its profits are inadequate, he shall be entitled to receive and be paid remuneration in that year; salary and perquisites not exceeding ₹1,20,00,000/- per annum or ₹10,00,000/- per month or such other limit as may be prescribed by the Government from time to time in this regard and reimbursement of upto Two Club Membership Fees, Credit Card(s) Annual Fees, but shall not be entitled to any commission. However, the Company's contribution to provident fund and superannuation fund or annuity fund, will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. Gratuity payable at a rate not exceeding half-a month's salary for each completed year of service and encashment of leave at the end of the tenure shall not be included in the computation of ceiling on perquisites.
- (d) The terms and conditions of reappointment of Mr. Mudit Sharadkumar Jain may be altered and varied from time to time during his tenure of appointment in such manner as may be agreed to between the Board of Directors and Mr. Mudit Sharadkumar Jain provided such terms are within and in accordance with the limits specified in Schedule V to the Companies Act, 2013, or any amendment thereto.
- (e) Mr. Mudit Sharadkumar Jain shall be entitled to reimbursement of expenses incurred by him towards furtherance of the Company's business.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules, 1962 wherever applicable. In the absence of any such Income Tax Rules, 1962, perquisites shall be evaluated at actual cost.

Mr. Mudit Sharadkumar Jain (DIN:00647298) is not disqualified from being appointed as a Managing Director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given his consent to act as a Managing Director.

Details of Mr. Mudit Sharadkumar Jain (DIN:00647298) are provided in the "Annexure - I" to the Notice, pursuant to the provisions of (i) Listing Regulations (ii) Companies Act, 2013 and (iii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The draft of the agreement between the Company and Mr. Mudit Sharadkumar Jain (DIN:00647298) is open for inspection at the Registered Office of the Company during the office hours on all working days between 11.00 a.m. to 1.00 p.m. except Saturday.

Mr. Mudit Sharadkumar Jain (DIN:00647298) is interested in the Resolution set out in Item No. 6 of the Notice, since it pertains to his re-appointment and remuneration for a period of three years. The relatives of Mr. Mudit Sharadkumar Jain (DIN: 00647298) may be deemed to be interested in the Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said Resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. The Board commends the Special Resolution as set out at Item No. 6 of the Notice for approval by the members.

### Annexure - I

Pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) and Schedule V Of The Companies Act, 2013 details in respect of Director seeking Re-appointment at the Extra-Ordinary General Meeting is furnished below:

Name of Director	Mr. Pramodkumar Sriyansprasad Jain	Mr. Bakul Premchand Jain	Mr. Mudit Sharadkumar Jain	Mr. Vivek Shashichand Jain
Date of Birth	12-01-1938	14-04-1955	03-09-1962	28-05-1958
Age	82 Years	64 Years	57 Years	61 Years
DIN	00380458	00380256	00647298	00502027
Nationality	Indian	Indian	Indian	Indian
Date of first appointment on the Board	01.04.1992	01.11.1996	06.08.2012	01.03.2014
Reappointment by Board	28/01/2020	28/01/2020	28/01/2020	28/01/2020
Qualification	B.A. (Hons.), Economics.  Bachelor's Degree of Commerce from University of Mumbai and Master Degree in Management from IMD, Lausanne, Switzerland  Bachelor's Degree of Commerce from University of Mumbai and MBA (Wharton Business School, U.S.A.)		MBA (Babsons College, USA) and MMS (Jamnalal Bajaj Institute of Management Studies, Mumbai)	
Relationship	Promoters and Mana	aging Directors of the Company		
Experience and expertise	Mr. Pramod Kumar Jain joined the service of the Company as President in 1969. He was appointed as the Director in the year 1992 and became the Managing Director in the year 1996 and was in-charge of the Soda Ash division of the Company. He has an overall 50 years of wide experience in the Industry. Under his leadership, the capacity of Soda Ash Plant at Dhrangadhra has been increased from 65000 TPA to 96000 TPA in the year 1992-93. Presently, he is also Chairman of the Board and oversees the entire operations of the Company.	Mr. Bakul Jain joined the service of the Company as the Vice President in Caustic Soda Division in the year 1982. He was appointed as the Director in the year 1996 and became the Managing Director of the Company in the year 2006. He has an overall 38 years of wide experience in the Industry and presently looks after the overall general management including strategic planning and financial functions of the Company. He is in charge of new projects and diversifications. Under his leadership the Company has also set-up a 2 x 25 MW. Thermal Co-generation plant at its Works at Sahupuram, Tamil Nadu, making the Company not only self-sufficient units power requirements but also having surplus power to sell to Electricity Boards/third parties.	Mr. Mudit Jain is incharge of the Caustic Soda Division and also oversees the Marketing operations of the Beneficiated illeminte unit of the Company. He is with the Company since 1989 and was appointed as the Managing Director of the Company in the year 2012. He has an overall 30 years of wide experience in the Industry. He was instrumental in converting the Caustic Soda Unit from Mercury Cell Technology to Membrane Cell Technology which resulted an increase in the installed capacity of the Caustic Soda Unit from 60000 TPA to 1,00,000 TPA. This also resulted in substantial reduction in the consumption of power. He was also instrumental in entering into long term contracts with overseas parties for supply of synthetic Rutile.	Mr. Vivek Jain is in-charge of the PVC division of the Company. He is with the Company since 1984 and prior to his appointment as Managing director in the year 2014, he was Sr. President of the Company. He has an overall 36 years of wide experience in the Industry. He was instrumental in the expansion of the PVC capacity. Under his leadership the Company has set up Chlorinated Poly Vinyl Chloride Project in its Sahupuram Works.

Name of Director	Mr. Pramodkumar Sriyansprasad Jain	Mr. Bakul Premchand Jain	Mr. Mudit Sharadkumar Jain	Mr. Vivek Shashichand Jain
Terms and Conditions of Appointment/ Reappointment	As per the resolution at Item No. 3 of the Notice convening this Meeting read with explanatory statement thereto.	As per the resolution at Item No. 4 of the Notice convening this Meeting read with explanatory statement thereto.	As per the resolution at Item No. 5 of the Notice convening this Meeting read with explanatory statement thereto.	As per the resolution at Item No. 6 of the Notice convening this Meeting read with explanatory statement thereto.
Remuneration last Drawn (including sitting fees, if any)		Same as mentioned in the resolution at Item No. 4 of the Notice convening this Meeting read with explanatory statement thereto.  rectors have not been drawing an suffered by the Company for the		Same as mentioned in the resolution at Item No. 6 of the Notice convening this Meeting read with explanatory statement thereto.
Remuneration Proposed to be paid  Number of Board Meeting attended during the year 2018-19	As per the resolution at Item No. 3 of the Notice convening this Meeting read with explanatory statement thereto.	As per the resolution at Item No. 4 of the Notice convening this Meeting read with explanatory statement thereto.	As per the resolution at Item No. 5 of the Notice convening this Meeting read with explanatory statement thereto.	As per the resolution at Item No. 6 of the Notice convening this Meeting read with explanatory statement thereto.
Directorship held in other Listed Companies	Nil	JK Tyre & Industries     Limited     Bengal & Assam Company     Limited	Nil	Nil
Directorship in other Companies (excluding foreign companies and Section 8 companies)	Kishco Private Limited     Sahu Brothers Private Limited     Bhagwan Ram Investments & Leasing Private Limited     Vikrant Holdings And Trading Pvt Ltd     Jain Sahu Brothers Properties Private Limited	<ul> <li>Canvas Shoe Co (Goa)         Private Limited     </li> <li>DCW Pigments Limited</li> <li>J.K. Fenner (India) Limited</li> <li>Cashco Holdings Private         Limited     </li> <li>Sahu Brothers Private         Limited     </li> <li>D.P.B. Holdings Private         Limited     </li> <li>BJ Holdings Private Limited</li> <li>Jain Sahu Brothers         Properties Private Limited     </li> </ul>	<ul> <li>Dcw Pigments         Limited</li> <li>Sahu Cylinders         And Udyog Private         Limited</li> <li>Sahu Brothers Private         Limited</li> <li>Jain Sahu Brothers         Properties Private         Limited</li> </ul>	Sahu Brothers     Private Limited     Jain Sahu     Brothers     Properties     Private Limited     WP     Organisation     (Mumbai     Chapter)     Dcw Pigments     Limited
Chairmanship/ Membership of Committees of the Board of Directors of other listed companies	Nil	Chairmanship: Audit Committee of Bengal & Assam Company Limited and JK Tyre & Industries Limited Stakeholders Relationship Committee of Bengal & Assam Company Limited Membership: Stakeholders Relationship Committee of Bengal & Assam Company Limited	Nil	Nil

Name of Director	Mr. Pramodkumar	Mr. Bakul Premchand Jain	Mr. Mudit Sharadkumar	Mr. Vivek
	Sriyansprasad Jain		Jain	Shashichand Jain
Shareholding of	40,96,500 Equity	12,63,332 Equity Shares	40,79,275 Equity Shares	71,08,911 Equity
Director in the	Shares			Shares
Company (As on				
December 31, 2019)				
Relationship with	The Appointee Mana	aging Directors belong to the sam	e promoter group, however	they are not
other Director/	related to each other	and other Directors in accordance	e with the provisions of Sect	tion 2(77) of the
Key Managerial	Companies, Act, 201	3	-	
Personnel	_			
("KMP")				

# The following additional information as required by Section II of Part II of Schedule V to the Companies Act, 2013:

Ι	General Information						
	1	Nature of industry	The Company is engaged in the manufacture and sale of chemicals such as Soda Ash, Caustic Soda, Synthetic Rutile, PVC etc.				
	2	Date or expected date of commencement of commercial production	The Company commenced its business in the year 1939 i.e. the year in which it was incorporated.				
	3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.					
	4	Financial performance based on given indicators are as under:					
		Financial Parameters (in Lakhs)	2016-17	2017-18	2018-19		
		Total Revenue	131,024.29	121,957.82	135,640.89		
		Total Expenses	128,522.99	126,867.00	137,827.39		
		Profit/Loss After Tax	2014.73	(2020.16)	(427.03)		
		Dividend Rate	Nil	Nil	Nil		
	5	Foreign investments or collaborations, if any.	Equity Shares Capital collaborations, namely,	e Company as on 31/12 of the Company. The Con- Technical License & Su Italy and Technical License	mpany has two foreign pport Agreement with		

II	Inf	Information about the appointee:					
	1	Name	Mr. Pramodkumar Sriyansprasad Jain	Mr. Bakul Premchand Jain	Mr. Mudit Sharadkumar Jain	Mr. Vivek Shashichand Jain	
	2	Background details	As mentioned in A	nnexure – I under tl	he heading "Experie	nce and Expertise"	
	3	Past remuneration	Same as mentioned in the resolutions at Item No. 3 to 6 of the Notice convening this Meeting read with explanatory statement thereto. However, all the appointee Directors have not been drawing any remuneration voluntarily from the Company in view of the losses suffered by the Company for the last few years.				
	4	Recognition or awards	-	-	-	-	
	5	Job profile and his suitability	He is a Managing Director. Taking into consideration his vast experience Mr. Pramodkumar Sriyansprasad Jain is best suited for the assigned role.	He is a Managing Director. Taking into consideration his vast experience Mr. Bakul Premchand Jain is best suited for the assigned role.	He is a Managing Director. Taking into consideration his vast experience Mr. Mudit Sharadkumar Jain is best suited for the assigned role.	He is a Managing Director. Taking into consideration his vast experience Mr. Vivek Shashichand Jain is best suited for the assigned role.	

	6	Remuneration proposed	Same as mentioned in the resolutions at Item No. 3 to 6 of the Notice convening this Meeting read with explanatory statement thereto.
	7	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration commensurate with size and nature of the business of the Company and the responsibilities of the appointee. The remuneration do differ from Company to Company in the industry depending of the respective operations.
	8	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	The Managing Directors have pecuniary relationship with the Company in their capacity as Managing Directors and all of them are also Promoters of the Company.
III	Otl	ner information:	
	1	Reasons of loss or inadequate profits	The Company has been profitable for the last many years except for last two years. The same was due to external factors affecting the profitability of the Company like severe drought in the area where Company's operations are located and also challenging business environment being faced by the Company
	2	Steps taken or proposed to be taken for improvement.	The Company has been taking appropriate steps to reduce costs, improve the efficiency of the operations.
	3	Expected increase in productivity and profits in measurable terms.	Company expects to continue to drive profitability in the coming years.
IV	Dis	sclosures:	The information and disclosures related to Remuneration and Period of Appointment, Number of Board Meeting attended during the year 2018-19, Chairmanship/ Membership of Committees of the Board of Directors of other listed companies are mentioned in Annexure – I hereinabove.
	i.	Termination:	The appointment may be terminated by either Party by giving Three (3) months' notice in writing of such termination or basic salary in lieu of notice period.
	ii.	Duties and Responsibilities:	All the appointee Directors shall perform such duties and responsibilities as entrusted to him by the Board of Directors, subject to superintendence, guidance and control of the Board of Directors.

By Order of the Board of Directors

Dilip Darji 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 28<sup>th</sup> January, 2020 Place: Mumbai

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# **DCW LIMITED**

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.dcwltd.com, Email: legal@dcwltd.com CIN No. L24110GJ1939PLC000748

# **MGT-11**

# **Proxy Form**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Na	me of the Member(s) :		
Reg	gistered address :		
E-n	nail:		
Fol	io no./Client Id/DP Id :		
	of shares :		
I /	. ,	the above named company, hereby appoint:	
	Address:		
	E-mail:	Signature	or failing him / her
2.			
		Signature	
3.	- 1111111111111111111111111111111111111		
	E-mail:	Signature	
as 1		nd vote (on a poll) for me / us and on my / our behalf at	

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the EXTRAORDINARY GENERAL MEETING of the Company, to be held on Thursday, 27<sup>th</sup> February, 2020 at 09.30 a.m. at the Registered Office of the Company situated at Dhrangadhra – 363 315, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Special Resolutions	For	Against
Special Busines	ss		
1	To approve issue of Non Convertible Debentures on Private Placement Basis		
2	To approve issue of Optionally Convertible Debentures		
3	To re-appoint Mr. Pramodkumar Shriyansprasad Jain (DIN:00380458) as Managing Director of the Company		

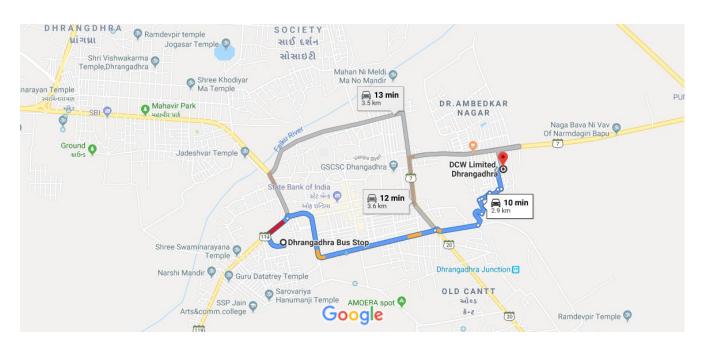
4	To re-appoint Mr. Bakul Premchand Jain (DIN:00380256) as Managing Director of the Company	
5	To re-appoint Mr. Vivek Shashichand Jain (DIN:00502027) as Managing Director of the Company	
6	To re-appoint Mr. Mudit Sharadkumar Jain (DIN:00647298) as Managing Director of the Company	

Signed this	day of	2020.	Affix Revenue Stamp ₹1/-
Signature of the proxy	holder(s)	Signature o	of the member

#### **Notes:**

- i. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- ii. Appointing a Proxy does not prevent a Member from attending in person, if he so wishes.
- iii. In case of Joint Holder, the signature of any one holder will be sufficient, but names of all Joint Holders should be stated.

# Route Map Dhrangadhra Bus Stop to DCW Limited, Dhrangadhra Driving Distance 2.9 km, 10 min





February 07, 2020

To,

1. National Stock Exchange of India Ltd. Exchange Plaza Bldg.
5th Floor, Plot No.C-1
'G' Block, Near Wockhardt,
BandraKurla Complex
Mumbai 400 051.

Fax:26598237/38 Scrip Code : DCW BSE Limited, 1<sup>st</sup> floor, New Trading Ring Rotunda Building, PhirozeJeejeebhoy Towers, Dalal Street, Mumbai - 400 001.

Fax: 22723121/3719/2037/2039

Scrip Code:500117

Dear Sirs,

# Sub: Notice of Extraordinary General Meeting

Pursuant to the provisions of Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in continuation of intimation given on February 04, 2020, we are enclosing herewith the copies of the Advertisement of Notice of the Extra-ordinary General Meeting ("the EOGM") of the Company to be held on Thursday, February 27, 2020 at 09.30 a.m. at the Registered Office of the Company situated at Dhrangadhra - 363315 GJ published in the Newspapers.

Thanking You,

Yours faithfully,

Name: Dilip Darji

For DCW Limited

General Manager (Legal) & Company Secretary

Membership No. ACS-22527

# **DCW LIMITED**

HEAD OFFICE:

"NIRMAL" 3RD FLOOR, NARIMAN POINT, MUMBAI-400 021.
TEL.: 2287 1914, 2287 1916, 2202 0743 TELEFAX: 22 2202 8838
REGISTERED OFFICE: DHRANGADHRA - 363 315 (GUJRAT STATE)

Email: ho@dcwltd.com, Website: www.dcwltd.com, CIN-L24110GJ1939PLC000748

WWW.FINANCIALEXPRESS.COM



Head Office: 3rd Floor, Nirmal, Nariman Point. Mumbai - 400021 Tel: 022-22871914 Fax: 022-22028839 Website: www.dcwltd.com; E-Mail: legal@dcwltd.com

CIN: L24110GJ1939PLC000748

NOTICE

Notice is hereby given that pursuant to the provisions of Regulation 29 read with Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Meeting of the Board of Directors of the Company is scheduled to be held on Tuesday, February 11, **2020**, at the head office of the Company situated at Nirmal, 3rd Floor, Nariman Point, Mumbai 400 021, inter-alia to consider, approve and to take on record Un-audited Financial Results of the Company for the guarter ended December 31, 2019.

Pursuant to the Code of Conduct of the Company maintained under SEBI (Prohibition of Insider Trading) Regulations, 2015 the trading window for dealing in securities of the Company is closed from January 01, 2020 and shall be opened 48 hours after the announcement of financial results for Designated Persons and their immediate relatives.

This intimation is also available on the website of the Company at www.dcwltd.com and on BSE website at www.bseindia.com and NSE website at www.nseindia.com.

For **DCW Limited** 

Date: February 3, 2020. Place: Mumbai

Name: Dilip Darji General Manager (Legal) & **Company Secretary** Membership No. ACS-22527

Place: Chennai

Date: 04/02/2020



I. Office: Dhrangadhra - 363 315, Gujarat State Head Office: 3rd Floor, Nirmal, Nariman Point, Mumbai - 400021 Tel: 022-22871914; Fax: 022-22028839 Website: www.dcwltd.com; E-Mail: legal@dcwltd.com; investors@dcm.in CIN: L24110GJ1939PLC000748

NOTICE

Notice is hereby given that the Extraordinary General Meeting ("EGM") or DCW LTD will be held on Thursday, the 27th February, 2020 at 09:30 a.m. at (Guest House No. 2), Dhrangadhra - 363 315, Gujarat State to transact the Special Business, as set out in the Notice dated 28th January, 2020. Notice convening the EGM has been mailed/dispatched to the Members through electronic mode (e-mail) who have registered their E-mail Ids with their Depository Participants and to other Members in physical mode to their registered address. The EGM Notice is also available on the Company's website www.dcwltd.com.

A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote on a poll instead of himself and the Proxy need not be a member of the Company. The instrument appointing the Proxy will be considered as valid if deposited at the Registered Office of the Company duly completed and signed not less than 48 hours before the commencement of the Meeting.

Pursuant to 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof, if any, the Company is providing the facility to its Members to exercise their right to vote by electronic means on all Resolutions set forth in the Notice of EGM, through Remote e-votin facilitated by National Securities Depositories Limited (NSDL). The details pursuant to the provisions of the Companies Act, 2013 and Rules thereof are as under: Date of completion of sending Notice of EGM: 3rd February, 2020.

- The Remote e-Voting period commences on Monday, 24th February. 2020 at 09 a.m. and ends on Wednesday, 26th February, 2020 at
- 3. The voting through electronic means shall not be allowed beyond 5:00 p.m. on 26th February, 2020.
- 4. Kindly note that each Member can opt for only one mode for voting i.e. either by Physical Ballot Form or through e-Voting. If you opt for e-Voting, then please do not vote by Physical Ballot Form. 5. In case Members cast their Vote both by physical ballot and remote
- e-voting, then voting done through remote e-voting shall prevail and voting done by physical ballot will be treated as invalid. Members who have not cast their vote by Remote e-voting shall
- be able to exercise their right to vote at the EGM by poll and the members who have cast their vote by remote e-voting may attend the Meeting but shall not be entitled to cast their vote again. The Notice of the EGM of the Company inter alia indicating the process and manner of e-Voting or e-Voting process can also be
- downloaded from the link https://www.evoting.nsdl.com. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual
- available at www.evoting.nsdl.com under help section or write an email to evoting@nsdl.co.in The voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Thursday, 20th February, 2020 ("cut-off date"). A person who has acquired shares and become a member of the Company after dispatch of Notice

of EGM and holding shares as on cut-off date is eligible to cast vote on all Resolutions set forth in the Notice of EGM using Remote e-Voting or Voting at the EGM by poll. Such person may obtain the login ID and password by sending a request at e-voting@nsdl.co.in. However, if the person is already registered with NSDL for Remote e-Voting, then the existing user ID and password can be used for casting vote. In case of any grievances connected with the facility for voting by electronic

means, the Member may contact Mr. Dilip Darji, General Manager (Legal) & Company Secretary on his E-mail Id: legal@dcwltd.com. For **DCW Limited** 

Place: Mumbai

Date: February 5, 2020

Dilip Darji General Manager (Legal) & Company Secretary

# ONESOURCE IDEAS VENTURE LIMITED

CIN - L74900TN1994PLC097983

Read. Office: JJ Manor, 146 Rukmani Lakshmipathy Road, 2nd Floor, Egmore, Chennai- 6000 08 Email: cs@osivl.com Web: www.osivl.com, Tel: 044-42134343; Fax: 044-42134333

STATEMENT OF STANDALONE AND CONSOLIDATED UN-AUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31.12.2019

		Stand	alone		Consolidated			
Particulars	Quarter Ended		Nine months ended	Year Ended	Quarte	er Ended	Nine months ended	Year Ended
1. Mr. H. William	31.12.2019	31.12.2018	31.12.2019	31.03.2019	31.12.2019	31.12.2018		31.03.2019
	<b>Un-Audited</b>	Un-Audited	Un-Audited	Audited	Un-Audited	Un-Audited	Un-Audited	Audited
Total Income from Operations (Net)	11.81	3.34	18.49	18.99	14.52	21.82	26.00	34.18
Net Profit / (Loss) for the period (before tax, Exceptional and/or Extraordinary Items)	(166.02)	(3.57)	(171.21)	(6.31)	(220.25)	0.82	(243.52)	(61.33)
Net Profit / (Loss) for the period before tax (after Exceptional and/or Extraordinary Items)	(166.02)	(3.57)	(171.21)	(6.31)	(220.25)	0.82	(243.52)	(61.33)
Net Profit / (Loss) for the period after tax (after Exceptional and/or Extraordinary items)	(166.02)	(3.57)	(171.21)	(2.55)	(220.25)	0.82	(243.52)	(58.34)
Total Comprehensive Income for the period [Comprising Profit / (Loss) for the period (after tax) and Other Comprehensive Income (after tax)]	The second secon	(3.57)	(171.21)	(2.55)	(220.25)	0.82	(243.52)	(58.34)
Equity Share Capital	307.50	307.50	307.50	307.50	307.50	307.50	307.50	307.50
Reserves (Excluding Revaluation Reserves as shown in the Balance Sheet of Previous Year)		19-	8#3	147.42	*		9.	121.69
Earning Per Share (before Extraordinary Items) of Rs 10/- each Basic Diluted	(5.40) (5.40)	1000000000	All the second s	275 Co + 10 Co + 10	300.000	TUCKO (100 ) (100 )	(6.84) (6.84)	(1.06) (1.06)
Earning Per Share (After Extraordinary Items) of Rs 10/- each Basic Diluted	(5.40) (5.40)	(0.12)	(5.57)	(0.08)	(6.35)	0.21	(6.84) (6.84)	(1.06) (1.06)

. The above is an extract of the detailed format of Standalone and consolidated Un-Audited Financial Results for Quarter & Nine Months ended 31.12.2019 filed with the Stock Exchanges under the regulation 33 of the SEBI (LODR) Regulations 2015. The full format of the Standalone and Consolidated Un-Audited Financial Results for Quarter & Nine Months ended 31.12.2019 is available on the Stock Exchange Website: www.bseindia.com and the Company Website: www.osivl.com. Pursuant to Regulation 32(1) and Regulation 47(1)(c) of SEBI (LODR) Regulations, 2015, find herein below a Statement of Utilization of Preferential Issue Proceeds as on 31.12.2019, for

the funds raised through Preferential Issue dated 10.07.2017

Particulars	Original Allocation	Modified Allocation	Funds Utilized	Amount of Deviation/ Variation for Quarter according to applicable object
Original Object	8			
To meet Issue Expenses	6,00	3.70	3.70	
To meet the Working Capital requirements of the Company	20.00	11.92	11.92	
To Build a High Growth and Dividend/Interest Paying Portfolio of Quoted Securities			(A)	K
(Investment in Listed Shares & Securities)	180.00	225.00	125.00	100.00
To acquire a business and/or invest in a subsidiary Company having growth potential of businesses.	250.00	175.38	175.38	
Lease deposit	NA NA	40.00	40.00	
Note: The Company at its Extra Ordinary General Meeting held on February 20, 2019 has obtain	ed the requisite approva	al from the Shareho	olders of the Comp	any for alteration in the "Objects

for which Preferential Issue was undertaken and consequent utilization of the proceeds thereof". Kindly note that the company has deployed Rs. 100/- Lakhs in ICD temporarily. The full format of the Statement of Utilizarion of Preferential Issue Proceeds for the period ended December, 31 2019 is available on the Stock Exchange Website: www.bseindia.com and the Company Website:www.osivl.com. For Onesource Ideas Venture Limited

Fathima Jalal

(Amount in Lakhs)

Managing Director DIN:00479516 SANGAL PAPERS LIMITED, (CIN- L21015UP1980PLC005138) Reg. Office: Vill. Bhainsa, 22 Km, Meerut-Mawana Road, Mawana, Meerut, UP-250401, PH: 01233-271515, 274324

E-mail: sangalinvestors1980@gmail.com, Website: www.sangalpapers.com NOTICE

Notice is hereby given pursuant to Regulation 29 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations. 2015 and any other law(s) applicable, if any that Meeting No. 06/2019-2020 of the Board of Directors of the Company for the Quarter ended 31st December, 2019 is scheduled to be held on Wednesday, 12th day of February, 2020 at 12:00 Noon. a registered office of the company at Vill. Bhainsa, 22 Km, Meerut-Mawana Road Mawana, Meerut, UP-250401, to consider, approve and take on record, among other things, the Unaudited Standalone Financial Results for the quarter ended or 31st December, 2019 and other matters as per agenda of the meeting. The Notice of Board Meeting may be accessed on Company's website www.sangalpapers.con and Stock Exchange's website www.bseindia.com

For SANGAL PAPERS LIMITED

**Arpit Jain** 

M. No.: A48332

Place: Mawana Company Secretary cum Compliance Officer Date: 04/02/2020

> LCC INFOTECH LIMITED CIN-L72200WB1985PLC073196

Regd Office- P-16, C.I.T.Road, Kolkata-700014 Corporate office: 2/5A Sarat Bose Road, Kolkata-20 Email: corporate@lccinfotech.co.in Ph-033-40033636/37 • Fax- 033024852932 Website: www.lccinfotech.co.in Pursuant to regulation 29 of SEBI (Listing Obligations and

Disclosure Requirement) Regulations 2015, Notice is hereby given that the meeting of the Board of Director of the company is scheduled to be held on Friday 14th February 2020 at 3 PM at corporate office of the company at 2/5A Sarat Bose Road, Kolkata-700020 West Bengal, to consider and approve interalia the Unaudited Financial Result for the Qtr. ended on 31.12.2019. In view of above the trading window for dealing in the secu-

rities of the company has been closed for the specified persons from 1st January 2020 till 48 Hrs from annuncement of unaudited financial result. The intimation contained in the notice is also available on the

website of the company and also on the website of the exchange. **For LCC Infotech Limited** 

Date:04.02.2020 Place: Kolkata

Sidharth Lakhotia Director

(Rs. in Lakhs)

# **Pradeep Metals Limited**

CIN: L99999MH1982PLC026191

Registered. Office: R-205, T.T.C. Ind. Area, MIDC, Rabale, Navi Mumbai 400701

Email id: investors@pradeepmetals.com, Website: www.pradeepmetals.com, Contact no: +91-022-2769 1026, Fax: +91-022-2769-1123 Extract of Statement of Unaudited Standalone and Consolidated Financial Results for the quarter and nine months ended 31st December 2019

Standalone

			Quarter ended		Nine months ended Year ended		Quarter ended			Nine months ended		Year ended		
S	ir Io.	PARTICULARS	31-Dec-2019	30-Sep-2019	31-Dec-2018	31-Dec-2019	31-Dec-2018	31-Mar-2019	31-Dec-2019	30-Sep-2019	31-Dec-2018	31-Dec-2019	31-Dec-2018	31-Mar-2019
	10.	TARTIOCEARO	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
7	1	Total Income from Operations	4,630	5,181	4,417	13,821	12,878	17,480	5,270	5,609	4,980	15,239	13,918	19,145
1 2	2	Net Profit / (Loss) for the period												
		(before Tax and Exceptional items)	650	619	467	1,496	1,267	1,678	512	554	223	1,113	1,038	1,418
	3	Net Profit / (Loss) for the period before tax												
		(after Exceptional items)	650	619	467	1,496	1,267	1,678	512	554	223	1,113	1,038	1,418
4	4	Net Profit / (Loss) for the period after tax												
		(after Exceptional items)	492	532	328	1,203	904	1,194	354	467	84	820	675	934
!		Total Comprehensive Income for the period												
		[Comprising Profit / (Loss) for the period												
		(after tax) and Other Comprehensive												
		Income (after tax)]	484	524	326	1,180	897	1,166	358	492	121	872	560	783
1	6	Equity Share Capital	1,727	1,727	1,727	1,727	1,727	1,727	1,727	1,727	1,727	1,727	1,727	1,727
7	7	Reserve (excluding Revaluation Reserve) as												
		shown in the Audited Balance Sheet						4,671						2,955
8	8	Earnings Per Share (of Rs. 10/- each)												
		(a) Basic	2.85	3.08	1.90	6.97	5.23	6.91	2.05	2.70	0.49	4.75	3.91	5.41
	-1.	(b) Diluted	2.85	3.08	1.90	6.97	5.23	6.91	2.05	2.70	0.49	4.75	3.91	5.41
	Not	es:											-	

1. The above is an extract of the detailed format of Standalone & Consolidated Financial Results filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The full format of Standalone & Consolidated Financial Results are available on the websites of the Stock Exchange(s) and the listed entity. (www.bseindia.com/ corporates) and Company website (http://www.pradeepmetals.com/reports.html).

2. The detailed results have been reviewed by the Audit Committee and approved by the Board at its meeting held on 4th February, 2020

3. The above standalone and consolidated results have been prepared in accordance with guidelines issued by the Securities Exchange Board of India ('SEBI') and the Indian Accounting Standards [Ind AS] prescribed under section 133 of the Companies Act, 2013.

For Pradeep Metals Limited Pradeep Goyal Chairman and Managing Director DIN:00008370

HSIL

# SOMANY IMPRESA

GROUP COMPANY

Regd. Office: 2, Red Cross Place, Kolkata-700 001 Tel: 033-22487407/5668 | Website: www.hsilgroup.com Email: investors@hsilgroup.com | CIN: L51433WB1960PLC024539





Place: Mumbai

Date :4th February 2020





STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31 DECEMBER 2019

	TOR THE GOARTER AN	ID MINE MONT	(₹ in Crore)		
Sr. No.	Particulars	3 months ended 31 December, 2019 (Post Scheme) (Unaudited)	9 months ended 31 December, 2019 (Post Scheme) (Unaudited)	Corresponding 3 months ended in the previous year 31 December, 2018 (as published) (Pre Scheme) (Unaudited)	Year ended 31 March 2019 (as published) (Pre Scheme) (Audited)
1	Total income from operations	494.19	1411.24	737.53	2739.54
2	Net profit from ordinary activities before tax	24.51	67.40	38.93	107.62
3	Net profit from ordinary activities after tax	15.70	45.02	25.50	70.45
4	Net profit for the period after tax (after extraordinary items)	15.70	45.02	25.50	70.45
5	Other comprehensive income / (expenditure) (net of tax)	(0.16)	(0.46)	0.19	(8.15)
6	Total comprehensive income	15.54	44.56	25.69	62.30
7	Equity share capital	14.46	14.46	14.46	14.46
8	Reserves (excluding revaluation reserve / business reconstruction reserve) as shown in the audited balance sheet of the previous year	**************************************	sammer FR	1050 1050	1195.40
9	Earning per share (before extraordinary items)				
	(of ₹ 2/- each ) (not annualized)				
	(a) Basic (₹)	2.17	6.23	3.53	9.74
	(b) Diluted (₹)	2.17	6.23	3.53	9.74
10	Earning per share (after extraordinary items) (of ₹ 2/- each ) (not annualized)		17555390	55.00	40073334.07
	(a) Basic (₹)	2.17	6.23	3.53	9.74
	(b) Diluted (₹)	2.17	6.23	3.53	9.74

Notes:

(1) The Audit Committee has reviewed these results and the Board of Directors have approved the above results and its release at their respective meetings held on 3 February, 2020. The Statutory Auditors of the Company have also carried out the limited review of the above results.

(2) The above is an extract of the detailed format of quarter and nine months ended financial results filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The full format of the financial results for the quarter and nine months ended 31 December, 2019 are available on the websites of

Stock Exchanges (www.bseindia.com and www.nseindia.com) and on the Company's website "www.hsilgroup.com". (3) Effective 1 April, 2019, the Company adopted Ind AS 116 "Lease" and applied the same to the lease contracts existing on 1 April, 2019 using the modified retrospective approach, recognizing right of use assets and adjusted lease liability. Accordingly, comparatives for the year ended 31 March, 2019 and other periods disclosed have not been retrospectively

adjusted. The effect of the adoption is not significant to the loss for the period and earning per share.

Dr. Rajendra Kumar Somany Chairman and Managing Director DIN: 00053557

**HSIL Limited** 



# **KARNATAKA WATER & SANITATION POOLED FUND TRUST**

KUIDFC, Nagarabhivridhi Bhavan, #22, 17th 'F' Cross, Old Madras Road, Indiranagar 2<sup>nd</sup> Stage, Near BMTC Bus Depot, Bengaluru-560 038. Phone No.: 080-25196124/9448853651 Notification No.: KWSPFT/MBs/CF-3815/2019-20 Date: 04.02.2020

**Invitation for quotations from Banks and Financial Institutions** 

for providing Term Loan of Rs. 200 crore out of total Rs.414.98 crore

1st tranche under AMRUT scheme for 16 ULB's. Karnataka Water and Sanitation Pooled Fund Trust is a Government of Karnataka Trust registered under Trust Act 1882. It is designated as a State Pooled Finance entity for execution of Pooled Finance Development Funding (PFDF) scheme by Govt. of India. Karnataka Urban

KWSPF Trust. The Trust has an excellent track record of payment under the above borrowing programmes and borrowed Rs. 3429.10 crore, the repayment of the loan both principal & interest has been prompt and timely on due dates.

Infrastructure Development and Finance Corporation Ltd..(KUIDFC) is the Fund Manager for

- 1) The Trust now proposes to borrow Rs. 200 crore a part finance of the projects out of the total loan of Rs. 414.98 crore to be raised as modified share for Financing for Water Supply, UGD, Storm Water Drains, Green Spaces and Parks and Urban Transport Projects approved under AMRUT for 16 ULBs through Directorate of Municipal Administration (DMA). The proposed Rs.200 crore out of Rs. 414.98 crore borrowing structure and repayment has been rated by Acuite Ratings & Research Limited as AA-(CE)' stable outlook rating with Credit Enhancement. The repayment of the loans will be through securitization of lien free SFC allocations made as per the State Finance Commission's recommendations. These SFC allocations representing the revenue share in the state levies of these ULBs and made according to constitutional provisions, would accrue through securitization of these allocations for repayment of the Term loans. GoK would enter into a Tripartite Agreement with the Trust and Lender to undertake that necessary provisions will be made in the SFC allocations and also in the event of shortfall, provide a shortfall undertaking for the deficit. Devolution will be routed through the dedicated no lien escrow accounts with
- 2) The total repayment period: 8 years including moratorium period of 2 years. Interested Banks and Financial institutions may submit their expressions of Interest (EOI) by quoting their lowest rates for the Term Loan along with any other terms and conditions including charges if any. The Quote shall be given by Banks / Financial Institutions individually and not in consortium with other Banks. The banks should offer specific MCLR Yearly rate and should not quote in ranges. The banks who quote rates in ranges will not be considered for evaluation.
- 3) The banks who quote the lowest rates will be identified and proposal for regular sanction of the loan will be submitted there-upon. The loan would be drawn in installments after execution of documents. It may be noted that loan repayment schedule shall be fixed for the entire sanction amount and not for each installments drawn.
- 4) The last date for submission of offers is on 12.02.2020 on or before 5.00 P.M. Sealed quotation should be super scribed as "Quotation for Term Loan from Banks / Financial Institutions for implementation of AMRUT scheme for 16 ULBs of Karnataka" and **submitted to Trust's address** as mentioned above. The Quotations will be opened at 3:00 P.M. on 13-02-2020 in the presence of Bidders and evaluated. Bidding Banks/Financial Institutions may send their representatives when the evaluation process is conducted. (Contact details: vishnuvarman@kuidfc.com / chaiyabba@kuidfc.com)

Sd/- Member Secretary, KWSPF Trust

PRECISION ELECTRONICS LIMITED Regd. Office: D-1081, New Friends Colony, New Delhi-110025 CIN: L32104DL1979PLC009590

Notice of Board Meeting

Notice is hereby given that pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, meeting of Board of Directors of the Company shall be held on Thursday, February 13, 2020 at 11.30 a.m. to consider inter-alia the Un-Audited Financial Results of the Company for the guarter ended December 31, 2019 The notice is also available on Company's

website www.pel-india.com and Bombay stock exchange www.bseindia.com. For Precision Electronics Limited

Veenita Puri Place: Noida Company Secretary & Date: 05.02.2020 Compliance Officer

Consolidated Finvest & Holdings Limited

Regd. Office: 19" K.M., Hapur - Bulandshahr Road,

 Gulaothi, Distt. Bulandshahr - 203408 (U.F CIN: L33200UP1993PLC015474 E-mail: cs\_cfhl@jindalgroup.com Website: www.consofinvest.com Tel. No.: 011-26139256, 40322100 NOTICE Pursuant to provisions of Regulation 47 read

with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, notice is hereby given that meeting of Board of Directors of Consolidated Finvest & Holdings Limited is scheduled to be held on Friday, 14" February, 2020 at Head Office of the Company inter-alia, to consider and approve the Unaudited Financial Results for the quarter and nine months ended December 31, 2019. Further details are also be available on website

of Company i.e. www.consofinvest.com and at the Stock Exchanges i.e. www.nseindia.com. Consolidated Finvest & Holdings Ltd. Date: 04.02.2020 Place: New Delhi Company Secretary

"IMPORTANT"

Whilst care is taken prior to

acceptance of advertising copy, it is not possible to verify its contents. The Indian Express (P) Limited cannot be held responsible for such contents, nor for any loss or damage incurred as a result of transactions with companies, associations or individuals advertising in its newspapers or Publications. We therefore recommend that readers make necessary inquiries before sending any monies or entering into any agreements with advertisers or otherwise acting on an advertisement in any manner whatsoever.

financialexp.epa

Place : Gurugram

Date: 3 February, 2020



Regd. Office: Dhrangadhra - 363 315, Gujarat State Head Office: 3rd Floor, Nirmal, Nariman Point, Mumbai - 400021 Tel: 022-22871914; Fax: 022-22028839

Website: www.dcwltd.com; E-Mail: legal@dcwltd.com investors@dcm.in CIN: L24110GJ1939PLC000748 **NOTICE** 

Notice is hereby given that the Extraordinary General Meeting ("EGM") of DCW LTD will be held on Thursday, the 27th February, 2020 at 09:30 a.m at (Guest House No. 2), Dhrangadhra - 363 315, Gujarat State to transa the Special Business, as set out in the Notice dated 28th January, 2020 Notice convening the EGM has been mailed/dispatched to the Members through electronic mode (e-mail) who have registered their E-mail Ids with their Depository Participants and to other Members in physical node to their registered address. The EGM Notice is also available on the Company's website www.dcwltd.com.

Amember entitled to attend and vote at the meeting is entitled to appoin a Proxy to attend and vote on a poll instead of himself and the Proxy need not be a member of the Company. The instrument appointing the Proxy will be considered as valid if deposited at the Registered Office of the Company duly completed and signed not less than 48 hours before the commencement of the Meeting

Pursuant to 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof, if any, the Company is providing the facility to ts Members to exercise their right to vote by electronic means on all Resolutions set forth in the Notice of EGM, through Remote e-voting acilitated by National Securities Depositories Limited (NSDL). The details pursuant to the provisions of the Companies Act, 2013 and Rules thereof are as under:

- Date of completion of sending Notice of EGM: 3rd February, 2020. The Remote e-Voting period commences on Monday, 24th February, 2020 at 09 a.m. and ends on Wednesday, 26th February, 2020 at 5.00 p.m
- The voting through electronic means shall not be allowed beyone
- 5:00 p.m. on 26<sup>th</sup> February, 2020. Kindly note that each Member can opt for only one mode for voting i.e. either by Physical Ballot Form or through e-Voting. If you opt for e-Voting, then please do not vote by Physical Ballot Form.
- In case Members cast their Vote both by physical ballot and remot e-voting, then voting done through remote e-voting shall prevail and voting done by physical ballot will be treated as invalid. Members who have not cast their vote by Remote e-voting shall
- be able to exercise their right to vote at the EGM by poll and the members who have cast their vote by remote e-voting may attend the Meeting but shall not be entitled to cast their vote again. The Notice of the EGM of the Company inter alia indicating th
- process and manner of e-Voting or e-Voting process can also be downloaded from the link https://www.evoting.nsdl.com.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evoting.nsdl.com under help section or write ar email to evoting@nsdl.co.in he voting rights of Members shall be in proportion to the equity shares

held by them in the paid-up equity share capital of the Company as on Thursday, 20<sup>th</sup> February, 2020 ("cut-off date"). Aperson who has acquired shares and become a member of the Company after dispatch of Notice of EGM and holding shares as on cut-off date is eligible to cast vote on all Resolutions set forth in the Notice of EGM using Remote e-Voting or Voting at the EGM by poll. Such person may obtain the login ID and password by sending a request at e-<u>voting@nsdl.co.in</u>. However, if the person is already registered with NSDL for Remote e-Voting, then the existing user ID and password can be used for casting vote n case of any grievances connected with the facility for voting by electroni

neans, the Member may contact Mr. Dilip Darji, General Manager (Legal) & Company Secretary on his E-mail Id: legal@dcwltd.com.

For DCW Limited

Place: Mumbai Date: February 5, 2020

Dilip Dari General Manager (Legal) Company Secretary

### PUBLIC AUCTION/TENDER NOTICE DISPOSAL OF UNCLEARED/UNCLAIMED IMPORTED CARGO THROUGH E-AUCTION

Container Corporation of India Ltd. shall be auctioning scrap items, empty damage containers and unclaimed/uncleared imported cargo landed at the terminals of Northern Region, Northern Central Region & Eastern Region, those containers arrived on or before 31.12.2019 through e-auction on 20.02.2020 & 28.02.2020 on "AS IS WHERE IS BASIS". All details along with Terms & Conditions of auction sale & cargo details will be available on www.concorindia.co.in & www.mstcecommerce.com w.e.f. 05.02.2020 & 13.02.2020. All importers including

Government Undertakings/ Departments whose containers/goods are lying unclaimed uncleared and falling in the said list uploaded in website at respective terminals, because of any dispute, stay by Court/Tribunal/others or any such reason may accordingly inform the concerned Executive Director at Northern Region, Northern Central Region & Eastern Region CONCOR as well as Commissioner of Customs of the concerned Commissionerates, and file their objections claims regarding disposal of such goods within 7 (Seven Days) of this notice failing which the goods will be auctioned on "AS IS WHERE IS BASIS" without any further notice. For full details ease log on to www.concorindia.co.in & www.mstcecommerce.com



E-tender in two bid systems are invited from IRDA app 'Comprehensive Insurance Policy for the year 2020-21 for CONCOR" as per

E-Tender Notice No CON/CML/INSURANCE/2020-21 COMPREHENSIVE INSURANCE POLICY FOR THE Name of Work Date of sale of Tender (online) 05.02.2020 (1100 Hrs.) to 18.02.2020 (1500 Hrs) Last Date & Time of submission of Tender 19.02.2020, 1500 Hrs 20.02.2020, 1500 Hrs Date & Time of opening of

For eligibility criteria and other details please log on to www.concorindia.co.in or www.tenderwizard.com/CCIL. Executive Director

(Domestic & Comml.)

# AIRAN LIMITED

**AIRAN** 

Read. Office: 408. Kirtiman Complex. B/h. Rembrandt. C. G. Road. Ahmedabad-380006. INDIA. **Ph.:**+91-79-2646 2233, +91-8866442200 CIN: L74140GJ1995PLC025519 Email: contact@airanlimited.com. Website: www.airanlimited.com. www.airanlimited.ir

# नोटिस

સેબી (નિયમનની ફરિયાદો અને જાહેરાત જરૂરીયાતો) રેગ્યુલેશન, ૨૦૧૫ના रेग्युवेशन ४७ साथे वांचीने रेग्युवेशन २६ मुल्ज इंपनी द्वारा नोटिस આપવામાં આવે છે કે કંપનીના બોર્ડ ઓફ ડિરેક્ટર્સની બેઠક તા. ૧૩ ફેબ્રુઆરી, ૨૦૨૦ ના રોજ યોજાનાર છે. તેમાં ૩૧ ડિસેમ્બર, ૨૦૧૯ના રોજ સમાપ્ત થયેલા કંપનીના ત્રિમાસિક ગાળા માટેના અન-ઑડિટેડ નાણાંકીય પરિણામોની વિચારણા કરીને તેને બહાલી આપવામાં આવશે.

સેબી (LODR) રેગ્યુલેશન ૪૭, ૨૦૧૫ના અનુસંધાનમાં જણાવેલ ઉપરોક્ત નોટિસ કંપનીની વેબસાઈટ www.airanlimited.com અને www.nseindia.com પર મેળવી શકાય છે.

ફેબ્રુઆરી ૦૫, ૨૦૨૦ અમદાવાદ, ભારત

વતી, **એરન લિમિટેડ** स्तुति ङिनारीवादा

કંપની સેક્રેટરી અને કોમ્પલાઈન્સ ઓફિસર

Hower torrent CIN: L31200GJ2004PLC044068

Website: www.torrentpower.com

E-mail: cs@torrentpower.com

**Torrent Power Limited** Registered office: "Sa van Ambawadi Ph: :+91-79-266 28000

Fax:+91-79-26764159

# NOTICE

In terms of Regulation 29 (1)(a) read with Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby notified that a meeting of the Board of Directors of the Company is scheduled to be held on Wednesday, 12th February, 2020, inter-alia, to consider and approve the unaudited Financial Results for the quarter and nine months ended 31st December, 2019.

The said notice may be accessed on the Company's website: www.torrentpower.com and may also be accessed on the website of Stock Exchanges at www.nseindia.com and www.bseindia.com.

For Torrent Power Limited

Place: Ahmedabad

Rahul Shah Date: 4th February, 2020 Company Secretary & Compliance officer

# <u> Hipolin</u> હીપોલીન લીમીટેડ

**૨જીસ્ટંડ ઓફીસઃ** એ-૧-૧, નીલકંઠ ઇન્ડસ્ટ્રીયલ એસ્ટેટ, સાણંદ-વિરમગામ હાઇવે. ઇયાવા બસ સ્ટેન્ડ પાસે. સાણંદ. વીરોચનનગર-૩૮૨૧૭૦. **કોર્પોરેટ ઓફીસ :** ૪૫, ચોથો માળ, 'મધુવન', માદલપુર ગરનાળા પાસે, એલીસબ્રીજ, અમદાવાદ-૩૮૦૦૦૬

ชนิชผะ <u>hipolin@hipolin.com</u>, <u>csapexapanchal@gmail.com</u> વેબસાઇટઃ <u>www.hipolin.com</u>

# નોટીસ

સેબી (એલઓડીઆ૨) રેગ્યુલેશન્સ, ૨૦૧૫ના નિયમ ૨૯ સાથે વાંચતા નિયમ ૪૭ને આધિન રહી આ સાથે નોટીસ આપવામાં આવે છે કે કંપનીના બોર્ડ ઓફ ડિરેક્ટર્સની સભા ગુરુવાર ૧ ડ ફેબ્રુઆરી, ૨૦૨૦ ના રોજ બપોરે ૪.૦૦ વાગે કોર્પોરેટ ઓફીસ : ૪૫, ચોથો માળ, 'મધુવન'', માદલપુર ગરનાળા પાસે, એલીસબ્રીજ, અમદાવાદ - ૩૮૦૦૦૬ યોજાશે, જેમાં ૩૧ ડિસેમ્બર, ૨૦૧૯ ના રોજ પૂર્ણ થતા ત્રિમાસિક સમયગાળાના અન-ઓડિટેડ નાણાકીય પરિણામો (IndAS હેઠળ) તથા અન્ય બાબતોને ધ્યાનમાં લઇ મંજુરી આપવામાં આવશે આ નોટીસ કંપનીની વેબસાઇટ <u>http://www.hipolin.com</u> અને સ્ટોક એક્સચેન્જોની વેબસાઇટસ http://www.bseindia.com ઉપર પણ ઉપલબ્ધ છે.

હીપોલીન લીમીટેડ વતી શૈલેષ શાહ સ્થળ : અમદાવાદ મેનેજીંગ ડાયરેક્ટર તારીખ : ૦૪.૦૨.૨૦૨૦ (DIN: 00777653)

# IV 1 1 MAHALAXMI RUBTECH LIMITED

CIN NO. L25190GJ1991PLC016327

### NOTICE

Pursuant to Regulation 29 and 47 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, Notice is hereby given that the Meeting of the Board of Directors of the Company will be held on Friday, the 14th Day of February, 2020 at 05:00 p.m. at the administrative office of the Company to consider and approve the Unaudited Financial Results (Standalone and Consolidated) for the quarter ended December 31, 2019.

The said Notice is also available at Company's website i.e. www.mrtglobal.com and website of stock exchange at www.bseindia.com

For, Mahalaxmi Rubtech Limited

Place: Ahmedabad Date: 04-02-2020

Jeetmal B. Parekh Chairman (DIN: 00512415)

Regt. Office: 47, New Cloth Market, O/s Raipur Gate Ahmedabad - 380 002, Gujarat, India.

Administrative Office: YSL Avenue, Opp. Ketav Petrol Pump, Polytechnic Road, Ambawadi, Ahmedabad – 380 015 Gujarat, India. E-mail: cs@mahalaxmigroup.net

Ph. No.: +91 79 4000 8000 / Fax No.: +91 79 4000 8030 Website: www.mrtglobal.com



# **HATSUN AGRO PRODUCT LIMITED** CIN: L15499TN1986PLC012747

Regd. Office: Domaine, Door No.1/20A, Rajiv Gandhi Salai (OMR), Karapakkam, Chennai - 600 097. Tel: 091-044-24501622 | Fax: 091-044-24501422 | Email: secretarial@hap.in Website: www.hap.in

# **NOTICE OF POSTAL BALLOT**

Notice is hereby given to the Members that it is proposed to transact certain business as set out in the Notice of Postal Ballot which has been already dispatched to you. The despatch of notice of postal ballot along with all the relevant forms has been completed on 4<sup>th</sup> February 2020.

In terms of the provisions of Companies Act, 2013, the business as set out in the Notice of Postal Ballot may be transacted through voting by electronic means (e-voting). The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The voting rights of Members have been reckoned as on 31st January 2020 which was the cut-off date. Voting through Postal Ballot including voting by electronic means shall commence from 9.30 A.M. on 5th February 2020 and shall end on 5<sup>th</sup> March 2020 at the close of working hours i.e. 5.00 P.M. (both days inclusive).

Members are requested to note that, duly completed and signed postal ballot form should reach the Scrutinizer on or before the close of working hours i.e. 5.00 P.M. on 5<sup>th</sup> March 2020. Any postal ballot form received from a member beyond 5.00 P.M. on 5th March 2020 will not be valid and voting whether by post or by electronic means shall not be allowed beyond 5.00 P.M. on 5th March 2020.

Members, who have not received postal ballot forms may apply to the Company's Registrar & Transfer Agents, Integrated Registry Management Services Private Limited at No. 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore - 560 003 at the email id's gopi@integratedindia.in and giri@integratedindia.in or to the Company Secretary of the Company at the email id secretarial@hap.in and obtain a duplicate thereof

The notice of Postal Ballot is displayed on the website of the Company, viz. https://www.hap.in/pdf/postal-ballot/HAPL-Postal-Ballot-Notice-Feb-2020.pdf and on the ebsite of NSDL, namely www.evoting.nsdl.com.

The Board of Directors at their meeting held on 21st January 2020 have appointed Mr. S. Dhanapal, Senior Partner of M/s. S Dhanapal & Associates, Practicing Company Secretaries, Chennai as the Scrutinizer for conducting the Postal Ballot in a fair and

Mr. G. Somasundaram, Company Secretary of the Company will be the person responsible to address the grievances connected with the voting by postal ballot including voting by electronic means. His contact details are as follows:

# Mr. G. Somasundaram.

Company Secretary Hatsun Agro Product Limited

CIN: L15499TN1986PLC012747

Domaine, Door No.1/20A, Rajiv Gandhi Salai (OMR), Karapakkam, Chennai - 600 097. E mail: secretarial@hap.in | Phone: 044-24501622

Members may kindly note that the Chairman or the person authorised by him in this regard will announce the results of Postal Ballot on or before 7th March 2020 at the Registered Office

> By Order of the Board of Directors for HATSUN AGRO PRODUCT LIMITED

G. Somasundaram Place: Chennai Company Secretary Date: 04.02.2020



# AuSom Enterprise Limited

Regd. Office:- 11-B, New Ahmedabad Industrial Estate, Village:- Moraiva. Sarkhej-Bavla Road, Ahmedabad-382 213.

CIN: L67190GJ1984PLC006746 Phone: +91 79 2642 1422-1499 Fax: +91 79 2656 9898

# E-mail: ausom.ael@gmail.com Website: www. ausom.in. STATEMENT OF STANDALONE AND CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31ST DECEMBER, 2019 (RS. IN LAKHS)

Particulars	STANDALO	NE & CONSOL	IDATED
	Quarter	Nine Months	Quarter
	ended	ended	ended
	31.12.2019	31.12.2019	31.12.2018
	(Unaudited)	(Unaudited)	(Unaudited)
Total Income from Operations	39897.52	96036.68	(170.52)
Net Profit/(Loss) for the period (before Tax, Exceptional and/or			
Extraordinary items)	1087.37	2285.98	(247.08)
Net Profit / (Loss) for the period before tax			
(after Exceptional and/or Extraordinary items)	1087.37	2285.98	(247.08)
Net Profit / (Loss) for the period after tax			
(after Exceptional and/or Extraordinary items)	897.37	1885.98	(192.11)
Total Comprehensive Income for the period (Comprising Profit/			
(Loss) for the period (after tax) and Other Comprehensive			
Income (after tax)	897.37	1885.98	(192.11)
Equity Share Capital	1362.36	1362.36	1362.36
Reserves (excluding Revaluation Reserve) as shown in the			,
Audited Balance Sheet of the previous year		6534.56 (as c	n 31/03/2019)
Earnings Per Share (of Rs. 10/- each)			
(for continuing and discontinued operations)			
Basic & Diluted:	6.59	13.84	(1.41)

Note:- The above is an extract of the detailed format of Quarterly/Annual Financial Results filed with the stock exchanges under Regulation 33 of the SEBI (Listing Obligations and Disclosure Reguirements Regulations, 2015. The full format of the Quarter/Annual Financial Results are available on the stock exchange websites at www.bseindia.com, www.nseindia.com and on company's website www.ausom.in

For AUSOM ENTERPRISE LIMITED KISHOR MANDALIA Place: Ahmedabad Date: 04/02/2020

MANAGING DIRECTOR



Madhusudan Industries Ltd.

Regd. Office: Survey No. 359/B, 359/C, 361 & 362, Rakhial Tal.Dehgam, Dist.Gandhinagar Pin - 382315 Tel: 02716-267270
Email: madhusudan\_i@yahoo.in Website: www.madhusudan-india.com CIN: L29199GJ1945PLC000443

	EXTRACT OF STANDALONE UNAUDITED FINANCIAL RESULTS								
	FOR THE QUARTER AND NINE MONTHS ENDED 3			(₹ In Lakhs)					
Sr. No.	Particulars	Quarter Ended	Nine Months Ended	Quarter Ended					
INO.		31.12.2019	31.12.2019	31.12.2018					
		(Unaudited)	(Unaudited)	(Unaudited)					
1	Total Income from Operations	42.58	76.94	28.85					
2	Net Profit/(Loss) for the period (before Tax, Exceptional and/or Extraordinary items)	30.39	(12.52)	(5.76)					
3	Net Profit/(Loss) for the period before Tax (after Exceptional and/or Extraordinary items)	30.39	(12.52)	(5.76)					
4	Net Profit/(Loss) for the period after Tax (after Exceptional and/or Extraordinary items)	29.81	(1.25)	(6.90)					
5	Total Comprehensive Income for the period [Comprising Profit/(Loss) for the period (after tax) and Other Comprehensive Income (after tax)]	29.28	(2.84)	(7.42)					
6	Equity Share Capital (Face value of Rs.5/- each)	268.75	268.75	268.75					
7	Other Equity (Excluding revaluation reserve) as shown in the Audited Balance Sheet of the previous year								
8	Earnings per equity share (of Rs.5/- each) (Not annualised):								
	(1) Basic (Rs.)	0.55	(0.02)	(0.13)					
	(2) Diluted (Rs.)	0.55	(0.02)	(0.13)					
Note	es:		1						

Place: New Delh

Date: 04.02.2020

The above is an extract of the detailed format of unaudited financial results for quarter and nine months ended on 31<sup>st</sup> December, 2019 filed with the Stock Exchange under Regulation - 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The full format of the standalone unaudited financial results for the quarter and nine months ended 31<sup>st</sup> December, 2019 are available on the website of the Stock Exchange (www.bseindia.com) and the Company's website (www.madhusudan-india.com)

2 Figures of the previous periods have been regrouped/reclassified/restated wherever necessary The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their meetings held o 4th February, 2020.

By Order of the Board of Directors For. Madhusudan Industries Limited

Sunil Mehta

Rajesh B.Shah Date: 04.02.2020 Place : Ahmedabad Director (DIN: 00607602)



		Standalone		Consolidated						Consolidated			
Particulars	Nine Months ended 31.12.2019 (Reviewed)	Year ended 31.03.2019 (Audited)	Nine Months ended 31.12.2018 (Reviewed)	Nine Months ended 31.12.2019 (Reviewed)	Year ended 31.03.2019 (Audited)	Nine Months ended 31.12.2018 (Un-Reviewed							
Total Income from operations (Net)	46685.84	58687.66	43962.52	47481.93	59514.53	44551.80							
Net Profit/(Loss) from ordinary activities after tax	1033.40	-9975.49	-5225.86	960.33	-10026.41	-5311.01							
Net Profit/(Loss) for the period after tax (after extraordinary items)	1033.40	-9975.49	-5225.86	960.33	-10026.41	-5311.01							
Equity Share Capital	1347.51	920.81	760.40	1347.51	920.81	760.40							
Reserves (excluding revaluation reserves as per Balance Sheet of previous year)		36838.37			37281.36								
Earnings per Share (before extraordinary items) (of ₹ 2 each)													
Basic Diluted	2.05 2.05	-30.94 -30.94	-17.29 -17.29	2.50 2.50		-16.40 -16.40							
Earnings per Share (after extraordinary items) (of ₹ 2 each)													
Basic Diluted	2.05 2.05	-30.94 -30.94	-17.29 -17.29	2.50 2.50		-16.40 -16.40							

Disclosure Requirements) Regulations, 2015. The full format of the Quarterly/Half yearly Financial Results is available on the Stock Exchange websites (www.nseindia.com and

A. K. Azad Dr. R. K. Yaduvanshi CH. S. S. Mallikarjuna Rao पंजाब नैशनल बैंक 🧶 punjab national bank

TAMIL NADU INFRASTRUCTURE DEVELOPMENT BOARD

# REQUEST FOR QUALIFICATION (RFQ) FOR EMPANELMENT OF **CONSULTANCY FIRMS FOR VARIOUS SECTORS / FUNCTIONAL AREAS**

# INVITATION FOR EMPANELMENT

1. Government of Tamil Nadu (GoTN) has set up Tamil Nadu Infrastructure Development Board (TNIDB) for faster identification and clearance of major infrastructure projects, with a view to translating the 'Tamil Nadu Vision 2023' document (http://www.tn.gov.in/tnidb/pdfs/TN\_Vision\_2023.pdf) into

2. The Board is a facilitator for infrastructure projects executed in the State of Tamil Nadu. The projects will include both projects that are executed through the Public Sector as well as those implemented through the Public Private Partnership (PPP) mode. Details of the process of project development may be seen in the Tamil Nadu Infrastructure Development Act, 2012, Tamil Nadu Infrastructure Development Rules, 2012 and Tamil Nadu Infrastructure Development Board Regulations, 2013. The procurement process for projects will be governed by the Tamil Nadu Transparency in Tenders Act, 1998 and the Rules framed there under including the Tamil Nadu Transparency in Tenders (Public Private Partnership Procurement) Rules, 2012.

3. As per Regulation 6(1) of the Tamil Nadu Infrastructure Development Board Regulations, 2013, the TNIDB has been empowered to create a panel of consultants whose services can be availed of by

4. Tamil Nadu Infrastructure Development Board's Regulation 6(3) specifies that empanelled consultancy firms may be used by TNIDB and/or project sponsoring Departments. This may be done through Financial Bids being called for from the specified empanelled firms. The Terms of Reference and the methodology of selection and the commercial terms will vary with each project and will be decided upon by the concerned project sponsor.

5. In this regard, the Chief Executive Officer, TNIDB, proposes to empanel Consultancy Firms for assisting the various Government Departments and Agencies who may execute infrastructure projects and may need project advisory assistance from TNIDB.

6. The Board reserves the right to empanel nil or any number of consultants under each of the functional areas or sectors as mentioned above.

7. The information and the details received will be evaluated based on the criteria given and qualified consultancy firm(s) will be short-listed for the proposed Sector/Functional Area. The consultancy firms will be shortlisted / selected in accordance with the procedures set out in the Tamil Nadu Transparency in Tenders Act, 1998 (Tamil Nadu Act 43 of 1998) and Rules made thereunder.

8. Interested consultancy firm(s) must provide all the relevant information (in English language only)

as per the prescribed format  $\textbf{9.} \ \textbf{Qualified firms may apply individually or as a Consortium or Joint Venture}.$ 

10. The details can be downloaded from the websites: www.tenders.tn.gov.in, www.tnidb.tn.gov.in and www.tnuifsl.com.

11. The document must be delivered in the Office of Tamil Nadu Urban Infrastructure Financial Services Limited (TNUIFSL), No.19, T.P. Scheme Road, Raja Annamalaipuram, Chennai 600028 on or before 15.00 hours on 06-03-2020 and document must be accompanied by Processing Fee (nonrefundable) of Rs.15,000/- for the assignment for each Functional area and Sector applied in the form of Demand Draft payable at Chennai drawn in favour of Chief Executive Officer, Tamil Nadu Infrastructure Development Board, Secretariat, Chennai-9.

12. A pre-proposal conference will be held on 18-02-2020 at 3.00 p.m. in the Old Conference Hall, 2nd Floor, Main Building, Secretariat, Chennai 600009 to clarify queries, if any

13. The bidders may send their queries on this Empanelment addressed to Joint Director, Tamil Nadu Infrastructure Development Board/Deputy Secretary to Government, Finance (Infrastructure Cell) Department, Secretariat, Chennai 600009 at least two days before the preproposal conference. Phone No: 044-25672509/25665980.

E-mail id: soinfra.findpt@tn.gov.in. and vijay@tnuifsl.com

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14. Firms applying for empanelment in more than one Functional Area may please submit the documents in separate covers superscribed as applicable with processing fee.

15. Any change in key dates, minutes of the pre-proposal conference, etc., will be uploaded only in the websites of www.tenders.tn.gov.in, www.tnidb.tn.gov.in and www.tnuifsl.com.

> Chief Executive Officer Tamil Nadu Infrastructure Development Board