



DCW LIMITED

CIN No.: L24110GJ1939PLC000748

Registered Office: Dhrangadhra - 363 315, Gujarat

Head Office: Nirmal, 3rd Floor, Nariman Point, Mumbai - 400 021

Tel. No.: 022-22871914, 022-22871916, 022-22020743, **Fax:** 022-2202 8838,

Website: www.dcwlimited.com, **Email:** legal@dcwlimited.com

NOTICE

NOTICE is hereby given that the Eighty-third Annual General Meeting ("AGM") of the Members of **DCW LIMITED** will be held on **Tuesday, September 27, 2022 at 12:00 Noon IST** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM

Ordinary Business:

Item No. 1 – Adoption of Audited Financial Statements

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

"RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

Item No. 2 – Declaration of Dividend

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

"RESOLVED THAT a dividend at the rate of ₹ 0.40 /- (Forty Paise only) per equity share of ₹ 2/- (Two Rupees) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2022 and the same be paid out of the profits of the Company for the financial year ended March 31, 2022."

Item No. 3 – Re-appointment of a Director

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Bakul Premchand Jain (DIN:00380256), who retires by rotation at this meeting and being eligible, has offered himself for re-appointment, be and is hereby appointed as a Director of the Company."

Item No. 4: Appointment of M/s. V. Sankar Aiyar & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. V. Sankar Aiyar & Co., Chartered Accountants, (ICAI Firm Registration No. 109208W), be and are hereby appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years, who shall hold office from the conclusion of this 83rd Annual General Meeting till the conclusion of the 88th Annual General Meeting to be held in the financial year 2027, on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

Special Businesses:

Item No. 5 – Increase the Overall Maximum Limit of Managerial Remuneration

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V of the said Act, 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 based on the recommendation of Audit Committee, Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to increase the overall maximum managerial remuneration payable beyond specified limits as prescribed in Section 197 read with Schedule V of the Companies Act, 2013 in respect of any financial years, from 11% (eleven percent) to 16% (sixteen percent) to the Directors (including Managing Director and Whole-time Director and Manager) of the Company and that the aggregate remuneration payable to all the Managing Directors (including Whole-time Director and Manager, if any) upto 15% of the net profits of the Company, computed in the manner laid down in Section 198 of the Companies Act, 2013, as set forth in detail in the explanatory statement annexed to the notice, effective from April 1, 2022.

RESOLVED FURTHER THAT if in any financial year, the Company has no profits, or its profits are inadequate, the remuneration including salary, perquisites and other allowances, as set forth in detail in the explanatory statement annexed to the notice, shall be paid as minimum remuneration without any further reference to the Shareholders of the Company in the General Meeting.

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. Bakul Premchand Jain (DIN:00380256) as Managing Director of the Company

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V to the Companies Act, 2013 and all other applicable provisions, if any, 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 modification(s) 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 Members 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 July 27, 2023, with such salary, perquisites and commission as set out in the Explanatory Statement annexed to the Notice of this Annual 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 such 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).

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, as set forth in detail in the explanatory statement annexed to the notice in such financial year as minimum remuneration without any further reference to the Shareholders of the Company in the General Meeting.

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. 7 – Re-appointment of Mr. Vivek Shashichand Jain (DIN: 00502027) as Managing Director of the Company

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

“RESOLVED THAT pursuant to 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 Members 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 March 1, 2023, with such salary, perquisites and commission as set out in the Explanatory Statement annexed to the Notice of this Annual 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 such 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).

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, as set forth in detail in the explanatory statement annexed to the notice in such financial year as minimum remuneration without any further reference to the Shareholders of the Company in the General Meeting.

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. 8 – Ratification of Remuneration of the Cost Auditors for the Financial Year ending March 31, 2023

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded for payment of Remuneration as set out in the Explanatory Statement annexed hereto to M/s. Nanabhoy & Co. and M/s N. D. Birla & Co., Cost Auditors of the Company appointed by the Board of Directors at their meeting held on May 24, 2022, to conduct the audit of the cost records of the Company for the Financial Year ending on March 31, 2022 be and is hereby confirmed, approved and ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such necessary steps as may be necessary, proper or expedient to give effect to the above Resolution.”

By Order of the Board of Directors

Sd/-

Dilip Darji

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

Registered Office:

Dhrangadhra - 363 315, Gujarat

Email: legal@dcwlimited.com

CIN: L24110GJ1939PLC000748

Website: www.dcwlimited.com

Date: August 12, 2022

Place: Mumbai

NOTES:-

1. In view of the massive outbreak of the COVID-19 pandemic, Ministry of Corporate Affairs has vide General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 2/2022 dated May 05, 2022 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as "SEBI Circulars") and all other relevant circulars issued from time to time permitted the holding of the Annual General Meeting ("AGM") through video conferencing ("VC") or other audio visual means ("OAVM"), without the physical presence of the Members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Promoter Group, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business(es) to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
5. In line with the MCA Circulars and SEBI Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.dcwlimited.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
6. The AGM of the Company is being held through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with MCA Circulars & SEBI Circulars.
7. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('Act') with respect to Item No. 4, 5, 6, 7 & 8 forms part of this Notice. Additional information, pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India in respect of the Director seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') in terms of Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standard – 2 is furnished as Annexure(s) to this Notice.
8. A Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/herself and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice
9. Institutional/Corporate Members (i.e. other than individuals / HUF, NRI, etc.) intending to send their authorized representative(s) to attend the Meeting through VC / OAVM, are requested to send a Certified True Copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf

at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to skjaincs1944@gmail.com with a copy marked to evoting@nsdl.co.in

10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. Relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection electronically up to the date of AGM. Members seeking to inspect such documents can send an email to legal@dcwlimited.com. The relevant Registers maintained under the Act and required to be placed at AGM will be available electronically for inspection by the members during the AGM.
12. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.dcwlimited.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.
13. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, September 21, 2022 to Tuesday, September 27, 2022**, (both days inclusive) for the purpose of the Meeting.
14. 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 Annual Reports and other communications electronically from the Company in the future.
15. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

16. 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 Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their details to the Company's RTA.

17. DIVIDEND

The dividend, as recommended by the Board of Directors, if approved at the AGM, would be paid subject to deduction of tax at source, as may be applicable, after September 27, 2022, to those persons or their mandates: whose names appear as Beneficial Owners as at the end of the business hours on **Tuesday, September 20, 2022** in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and whose names appear as Members in the Register of Members of the Company as at the end of the business hours on **Tuesday, September 20, 2022** after giving effect to valid request(s) received for transmission/ transposition of shares.

Shareholders are requested to ensure that their bank account details in their respective demat accounts are updated, to enable the Company to provide timely credit of dividend in their bank accounts.

In case, the Company is unable to pay dividend to any Member by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrant/demand draft to such Member by post/courier.

18. During the Financial Year 2018-19, SEBI and MCA have mandated that existing Members of the Company who hold securities in physical form and intend to transfer their securities after April 1, 2019, can do so only in dematerialized form. Therefore, Members holding shares in physical form are requested to consider converting their shareholding to dematerialised form to eliminate all risks associated with physical shares for ease of portfolio management as well as for ease of transfer, if required. Shareholders can write to the Company at legal@dcwlimited.com or contact the Company's RTA - Bigshare Services Pvt. Ltd. at investor@bigshareonline.com ('RTA Email') and 022-62638200 ('RTA Number') for assistance in this regard.

19. Members are hereby informed that SEBI vide its Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 has mandated:
- Furnishing of PAN, email address, mobile number, bank account details, signature and nomination by holders of physical securities.
 - Freezing of folios in cases where PAN is not linked with Aadhaar by March 31, 2022 (or any other date as may be specified by the Central Board of Direct Taxes).
 - Folios wherein any one of the said document(s)/detail(s) are not available on or after April 1, 2023, shall be frozen. Such shareholders shall not be eligible to lodge grievance(s) or avail service request(s) from the RTA and shall not be eligible for receipt of dividend in physical mode.
 - After December 31, 2025, the frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002.

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

20. 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 Depository Participants.
21. 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. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be.
22. The said forms can be downloaded from the Company's website at www.dcwlimited.com Members are requested to submit the said forms to the RTA at investor@bigshareonline.com, in case the shares are held in physical form, quoting their folio no(s), number of securities held, certificate no. and distinctive nos. of the securities held.
23. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 in Form ISR-1. The Form ISR-1 is also available on the website of the Company at www.dcwlimited.com. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1.
24. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at www.dcwlimited.com and on the website of the Company's RTA at www.bigshareonline.com. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its circular dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

25. Members desiring any information as regards the Accounts are requested to write to the Company at an earlier date through email on legal@dcwlttd.com. The same will be replied by the Company suitably.
26. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company's RTA the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
27. 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.
28. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
29. Pursuant to Sections 124 (5) of the Companies Act, 2013 the amount of dividend remaining unclaimed for a period of 7 years shall be transferred to the Investor Education Protection Fund. Pursuant to Section 124(6) of the Companies Act 2013, all shares in respect of which dividend has not been paid or claimed for 7 consecutive years or more shall be transferred by the Company in the name of Investor Education and Protection Fund.

Accordingly, the Company has transferred all the unclaimed dividends declared till the financial year 2013-14 to the said Fund. Members who have not en-cashed their dividend warrants for the financial year ended March 31, 2014 onwards may claim for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in) alongwith requisite fee as decided by it from time to time. The Member/Claimant can file only one consolidated claim in a financial year as per IEPF Rules.

30. Process and manner of Voting through Electronic Means.
 - a. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI Listing Regulations, each as amended from time to time and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility to its Members to cast their votes electronically on resolutions set forth in this Notice. The Company has engaged the services of National Securities Depository Limited ('NSDL') as the Agency to provide e-voting facility. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting') and the services will be provided by NSDL.
 - b. Instructions for remote e-voting (including process and manner of e-voting) are given herein below.
 - c. The Resolution(s) passed by remote e-voting shall be deemed to have been passed as if they have been passed at the AGM. The Notice of the AGM indicating the instructions of remote e-voting process can be downloaded from NSDL's website www.evoting.nsdl.com or the Company's website www.dcwlttd.com.
 - d. The facility for e-Voting shall be made available at the Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Meeting.
 - e. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again. Members can opt for only one mode of voting i.e. remote e-voting or voting at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered as final.
 - f. Members holding shares in physical form or dematerialized form as on **Tuesday, September 20, 2022 ('Cut- Off Date')** shall be eligible to cast their vote by remote e-voting.

- g. The remote e-voting period commences on **Saturday, September 24, 2022 at 9:00 a.m. (IST) and ends on Monday, September 26, 2022 at 5:00 p.m. (IST)**. During this period, the members of the Company holding shares either in physical form or in dematerialized form as on the Cut-Off Date, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting after 5:00 p.m. (IST) on Monday, September 26, 2022. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Tuesday, September 20, 2022**.
31. Any person(s) who acquires shares of the Company and becomes a Member(s) of the Company after dispatch of the Notice of AGM and holding shares as on the Cut-Off date i.e., **Tuesday, September 20, 2022** 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'
32. 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 AGM .
33. 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.
34. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and shall within three days or two working days of conclusion of the Meeting whichever is earlier submit a consolidated Scrutinizer's Report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman in writing, who shall countersign the same.
35. The Chairman or any other person authorised by him in writing shall declare the result of voting forthwith.
36. The results declared along with Scrutinizer's Report, will be placed on the Company's website 'www.dcwlimited.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.
37. 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 National Securities Depository Limited, Trade World, 'A' wing, 4th Floor, Kamala Mills Compound, SenapatiBapat Marg, Lower Parel, Mumbai – 400 013.
38. E-Voting Instructions
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

How do I vote electronically using NSDL e-Voting system?





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

Step 1: Access to NSDL e-Voting system

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

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

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

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

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

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

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

- B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 121965 then user ID is 121965001*** |

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated

to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to skjaincs1944@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Sangheta at evoting@nsdl.co.in

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

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

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/Folio no., No. of shares, PAN, mobile number at legal@dcwltd.com on or before **Tuesday, September 20, 2022**. Those Members who have registered themselves as a speaker will only be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.

Statement / Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued thereunder

ITEM NO. 4

Members of the Company at the 78th Annual General Meeting of the Company held on September 28, 2017 approved the appointment of M/s. Chhajed & Doshi, Chartered Accountants (ICAI Firm Registration No. 101794W), ("Retiring Statutory Auditors") as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of the 78th Annual General Meeting held on September 28, 2017 until the conclusion of the 83rd Annual General Meeting of the Company. M/s. Chhajed & Doshi will complete their present term on conclusion of this Annual General Meeting.

The Board of Directors of the Company ("the Board"), at its meeting held on August 12, 2022 has considering the experience and expertise and on the recommendation of the Audit Committee, proposed to the Members of the Company appointment of M/s V. Sankar Aiyar & Co., Chartered Accountants [Firm Registration Number: 109208W] ("VSA"), as Statutory Auditors of the Company in place of the Retiring Statutory Auditors, for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 88th Annual General Meeting of the Company to be held in financial year 2027, at such remuneration as shall be fixed by the Board of Directors of the Company in consultation with the Statutory Auditors of the Company.

While considering the candidature of VSA, the Audit Committee considered various parameters like capability to serve a diverse business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found VSA to be best suited to handle the scale and diversity associated with the audit of the financial statements of the Company.

M/s V. Sankar Aiyar & Co., Chartered Accountants is one of the oldest serving professional firms in India since 1952 having diversified client base of large corporates in different sectors. VSA is headquartered in Mumbai, with 14 full time Partners - 4 at Mumbai, 7 at New Delhi and 3 at Chennai and have well qualified and experienced staff strength of more than 150 persons. VSA have extensive experience and fundamentally strong in audit and assurance related services, regulatory compliance and corporate tax advisory, tax representation and tax planning including Transfer Pricing and International Taxation etc.

M/s V. Sankar Aiyar & Co., Chartered Accountants, have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013 and the Rules framed thereunder. M/s V. Sankar Aiyar & Co., Chartered Accountants, have also provided confirmation that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board' of the ICAI.

The proposed remuneration to be paid to Statutory Auditors for the financial year 2022-23 is ₹ 37.50 Lakhs (including Limited Review Reports and Tax Audit). The said remuneration excludes certification charges, if any, applicable taxes and out of pocket expenses. The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee.

There is no material change in the remuneration proposed to be paid to Statutory Auditors for the financial year 2022-23 and the remuneration paid to the Retiring Statutory Auditors for the financial year 2021-22.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

ITEM NO. 5

Pursuant to Section 197 of the Companies Act, 2013 (the Act), the total managerial remuneration payable by a public company, to its Directors, including Managing Director and Whole-time Director, and its Manager in respect of any financial year, shall not exceed 11% of net profits of that Company for that financial year computed as per provisions of Section 198 of the Act, as detailed hereunder

a) To Managing Director / Whole-time Director / Manager: -

| Condition | Maximum Remuneration in any financial year |
|---|--|
| Company with one Managing Director (MD) or Whole-time Director (WTD) or Manager | shall not exceed 5 % of the net profits of the company |
| Company with more than one MD or WTD or Manager | shall not exceed 10% of the net profits of the company |

b) To other Directors who are neither Managing Directors nor Whole-time Directors:

| Condition | Maximum Remuneration in any financial year |
|---|---|
| Company with one Managing Director (MD) or Whole-time Director (WTD) or Manager | shall not exceed 1% of the net profits of the company |
| Company with more than one MD or WTD or Manager | shall not exceed 3% of the net profits of the company |

As per the Companies (Amendment) Act, 2017, w.e.f. September 12, 2018, the Companies may pay remuneration exceeding the aforesaid limit of 11%, subject to the provisions of Schedule V to the Act, as well as other above limits, with the approval of the members of the Company in general meeting by way of Special Resolution.

Further, pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018;

- the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

- (i) the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity

Over the years, the Company has been paying Managerial Remuneration within the limits of 10% of the net profits to the Managing Directors of the Company in pursuance of the provisions of the Companies Act, 2013. Further, the Managing Directors, to strengthen the finances of the Company, as a gesture of goodwill, had foregone their salaries for the period of 3 years from June, 2017 to March 31, 2020.

Over the past few years and through the challenging times during COVID 19 Pandemic, the Company has made significant growth in terms of business as well as profits with the consistent commitment and hard work of the Managing Directors in the best interest of the Company, investors and other stakeholders. However, the terms of compensation paid to them remain at the same level.

In order to structure the remuneration of Managing Directors (including Whole-time Director and Manager, if any), providing for fixed component of the remuneration and performance based commission, it's considered expedient to increase the overall percentage of the remuneration payable to all the Managing Directors (including Whole-time Director and Manager, if any), of the Company, over and above the overall maximum limit as specified under statute, to 15% from existing 10% of the net profits of the Company, with effect from Financial Year 2022-23.

Non-executive Directors are entitled for commission aggregating not more than 1% of the net profits of the Company in a financial year subject to maximum of ₹ 3,00,000/- per Director as approved by the members of the Company at the Extra-ordinary General Meeting held on December 19, 2013. The same will remain unchanged.

Accordingly, the overall maximum managerial remuneration payable beyond specified limits as prescribed in Section 197 read with Schedule V of the Companies Act, 2013 in respect of any financial years will be increased from 11% (eleven percent) to 16% (sixteen percent) to the Directors (including Managing Director and Whole-time Director and Manager) of the Company and that the aggregate remuneration payable to all the Managing Directors (including Whole-time Director and Manager, if any) upto 15% of the net profits of the Company, computed in the manner laid down in Section 198 of the Companies Act, 2013, as set forth in detail as below.

Proposed Remuneration:

a) Remuneration:

i) Salary : ₹ 10,00,000/- per month

ii) Perquisites :

In addition to Salary, the Managing Director(s) (including Whole-time Director and Manager, if any), 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 for himself and family, medical insurance and travel expenses including foreign travel for himself and family etc. and such other allowances & perquisites in accordance with the Rules of the Company or as may be agreed to between the Board and the Managing Director(s); the amount of such perquisites to be restricted to ₹ 20,00,000/- per annum; and
- Reimbursement of upto Two Club Membership Fees, Credit Card(s) Annual Fees;
- 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.
- The Company shall provide the Managing Director(s), 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 respective Managing Director(s).

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 the difference between 15% of the net profits in that Financial Year and the aggregate of the salary and perquisites and benefits paid to the Managing Directors (including Whole-time Director and Manager, if any), of the Company in that year shall be equally distributable amongst the Managing Directors of the Company.

iv) If in any Financial Year during the tenure of the Managing Director(s), the Company has no profits or its profits are inadequate, he shall be entitled to receive and be paid remuneration as specified below as minimum remuneration

- 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;
- 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;
- The Company shall provide the Managing Director(s), 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 respective Managing Director(s).
- Managing Director(s) shall not be entitled to any commission.

- b) The terms and conditions of reappointment of the Managing Director 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 and the Managing Director(s).
- c) The Managing Director(s), 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 provided to the Managing Director shall be evaluated as per the Income Tax Rules wherever applicable. In the absence of any such Rules, Perquisites shall be evaluated at actual cost.

Based on the recommendations of Nomination and Remuneration Committee and Audit Committee at their Meetings held on August 12, 2022, the Board of Directors at their meeting held on August 12, 2022, considered and approved the proposal, subject to the approval of shareholders, to increase the overall maximum managerial remuneration payable from 11% to 16% of the net profits of the Company, consisting of 15% to all the Managing Directors (including Whole-time Director and Manager, if any), and 1% to Non-Executive Directors, in accordance with the provisions of the Companies Act, 2013. The table including the details as required under Schedule V of the Companies Act, 2013 is annexed to the notice as Annexure II.

Mr. Pramodkumar Shriyansprasad Jain (DIN:00380458), Chairman & Managing Director; Mr. Bakul Premchand Jain (DIN:00380256) and Mr. Vivek Shashichand Jain (DIN:00502027), Managing Directors are interested in the Resolution set out in Item No. 5 of the Notice, since it pertains to their remuneration. The relatives of Mr. Pramodkumar Shriyansprasad Jain, Mr. Bakul Premchand Jain and Mr. Vivek Shashichand 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.

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 Extra-Ordinary General Meeting of the Company held on Thursday, February 27, 2020, Mr. Bakul Premchand Jain (DIN: 00380256) was re-appointed as the Managing Director of the Company for a period of 3 years effective from July 27, 2020. 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 July 27, 2023 on the terms & conditions including the remuneration payable to him as detailed below by passing a Resolution at their Meeting held on May 24, 2022.

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 July 27, 2023.

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 July 27, 2023
- b) Remuneration:
 - i) Salary : ₹ 10,00,000/- per month
 - ii) Perquisites :

In addition to 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 for himself and family, medical insurance and travel expenses including foreign travel for himself and family etc. and such other allowances & perquisites 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 ₹ 20,00,000/- per annum; and
- Reimbursement of upto Two Club Membership Fees, Credit Card(s) Annual Fees;
- 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.
- 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 the difference between 15% of the net profits in that Financial Year and the aggregate of the salary and perquisites and benefits paid to the Managing Directors (including Whole-time Director and Manager, if any), of the Company in that year shall be equally distributable amongst the Managing Directors of the Company.

iv) If in any Financial Year during the tenure of the Mr. Bakul Premchand Jain, the Company has no profits or its profits are inadequate, he shall be entitled to receive and be paid remuneration as specified below as minimum remuneration

- 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;
- 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;
- 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.
- Mr. Bakul Premchand Jain shall not be entitled to any commission.

c) The terms and conditions of re-appointment 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.

d) Mr. Bakul Premchand Jain shall be entitled to reimbursement of expenses incurred by him for the business of the Company.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules wherever applicable. In the absence of any such Rules, 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 & II" 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 available for inspection by the Members electronically. Members seeking to inspect the same can send an email legal@dcwltd.com.

Mr. Bakul Premchand Jain 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. 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 Companies Act, 2013 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.

ITEM NO. 7

At the Extra-Ordinary General Meeting of the Company held on Thursday, February 27, 2020, Mr. Vivek Shashichand Jain (DIN:00502027) was re-appointed as the Managing Director of the Company for a period of 3 years effective from March 1, 2020. In terms of provision of Section 196(2) of the Companies Act, 2013 a Managing Director can be re-appointed.

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 as Managing Director of the Company for a period of 3 years with effect from March 1, 2023 on the terms & conditions including the remuneration payable to him as detailed below by passing a Resolution at their Meeting held on May 24, 2022.

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 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 as Managing Director of the Company, for a further period of 3 (Three) years on the Board of the Company with effect from March 1, 2023.

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: 3 years with effect from March 1, 2023
- b) Remuneration:
 - i) Salary: ₹ 10,00,000/- per month
 - ii) Perquisites :

In addition to 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 for himself and family, medical insurance and travel expenses including foreign travel for himself and family etc. and such other allowances & perquisites 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 ₹ 20,00,000/- per annum; and
- Reimbursement of upto Two Club Membership Fees, Credit Card(s) Annual Fees;

- 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.
 - 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 the difference between 15% of the net profits in that Financial Year and the aggregate of the salary and perquisites and benefits paid to the Managing Directors (including Whole-time Director and Manager, if any), of the Company in that year shall be equally distributable amongst the Managing Directors of the Company.
- iv) 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 as specified below as minimum remuneration
- 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;
 - 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;
 - 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.
 - Mr. Vivek Shashichand Jain shall not be entitled to any commission.
- c) 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.
- d) Mr. Vivek Shashichand Jain shall be entitled to reimbursement of expenses incurred by him for the business of the Company.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules wherever applicable. In the absence of any such Rules, 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 & II" 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 available for inspection by the Members electronically. Members seeking to inspect the same can send an email legal@dcwltd.com.

Mr. Vivek Shashichand Jain (DIN: 00502027) is interested in the Resolution set out in Item No. 7 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. 7 of the Notice for approval by the members.

ITEM NO. 8

The Board, on the recommendations of the Audit Committee, had approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2023, as detailed below:

| Sr. No | Name of the Cost Auditor | Industry | Audit Fees |
|--------|--------------------------|-----------|--|
| 1. | Nanabhoy & Company | Chemicals | ₹ 100,000/- (Rupees One Lakh only) |
| 2. | N. D. Birla & Company | Chemicals | ₹ 65,000/- (Rupees Sixty Five thousand only) |

In accordance with the provisions of Section 148 of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company.

Accordingly, ratification by the members is sought for the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2023 by passing an Ordinary Resolution as set out at Item No. 8 of the Notice.

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

The Board commends the Ordinary Resolution as set out at Item No. 8 of the Notice for ratification by the members.

By Order of the Board of Directors

Sd/-

Dilip Darji

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

Registered Office:

Dhrangadhra - 363 315, Gujarat

Email: legal@dcwLtd.com

CIN: L24110GJ1939PLC000748

Website: www.dcwLtd.com

Date: August 12, 2022

Place: Mumbai

ANNEXURE-I

Pursuant to the Provisions of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2), details in respect of Director seeking Appointment/Re-appointment at the Annual General Meeting is furnished below:

| Name of Director | Mr. Vivek Shashichand Jain | Mr. Bakul Premchand Jain |
|--|--|--|
| Date of Birth | 28-05-1958 | 14-04-1955 |
| Age | 64 Years | 67 Years |
| DIN | 00502027 | 00380256 |
| Date of first appointment on the Board of the Company | 01-03-2014 | 01-11-1996 |
| Qualification | MBA (Babsons College, USA) and MMS (Jamnalal Bajaj Institute of Management Studies, Mumbai) | Bachelor's Degree of Commerce from University of Mumbai and Master Degree in Management from IMD, Lausanne, Switzerland |
| Experience | 38 years | 40 years |
| Expertise in specific functional area | Leadership qualities, strategic thinking, investor relations, industry knowledge and experience in overall general management including strategic planning and financial functions of the Company | Leadership qualities, strategic thinking, corporate governance, investor relations, industry knowledge and experience in overall general management including strategic planning and financial functions of the Company |
| Brief Resume | 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 38 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. | 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 Managing Director of the Company in the year 2006. He has an overall 40 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. |
| Terms and Conditions of Appointment/ Re-appointment | As per the resolution at Item No. 7 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) | For remuneration please refer the Corporate Governance Report | For remuneration please refer the Corporate Governance Report |
| Remuneration Proposed to be paid | Same as mentioned in the resolution at Item No. 7 of the Notice convening this Meeting read with explanatory statement thereto | Same as mentioned in the resolution at Item No. 6 of the Notice convening this Meeting read with explanatory statement thereto |
| Number of Board Meeting attended during the year 2021-22 | 6 | 5 |

| | | |
|---|---|--|
| Directorship held in other Listed Companies (As on March 31, 2022) | Not Applicable | <ul style="list-style-type: none"> • JK Tyre & Industries Limited • Bengal & Assam Company Limited |
| Directorship in other Companies (excluding foreign companies and Section 8 companies) (As on March 31, 2022) | <ul style="list-style-type: none"> • Sahu Brothers Private Limited • Jain Sahu Brothers Properties Private Limited • DCW Pigments Limited | <ul style="list-style-type: none"> • Canvas Shoe Co (Goa) Private Limited • DCW Pigments Limited • J.K. Fenner (India) Limited • Cashco Holdings Private Limited • Sahu Brothers Private Limited • D.P.B. Holdings Private Limited • BJ Holdings Private Limited • Jain Sahu Brothers Properties Private Limited |
| Chairmanship/ Membership of Committees of the Board of Directors of other listed companies as on March 31, 2022 | Not Applicable | <p>Chairmanship: Audit Committee of Bengal & Assam Company Limited and JK Tyre & Industries Limited Stakeholders Relationship Committee of JK Tyre & Industries Limited</p> <p>Membership: Stakeholders Relationship Committee of Bengal & Assam Company Limited</p> |
| Chairmanship/ Membership of Committees of the Board of Directors of other companies as on March 31, 2022 | Not Applicable | <p>Membership: Audit Committee of J.K. Fenner (India) Limited</p> |
| Shareholding of Director in the Company (As on March 31, 2022) | 71,08,911 Equity Shares | 12,63,332 Equity Shares |
| Relationship with other Director/ Key Managerial Personnel ("KMP") | The Appointee Managing Directors belong to the same promoter group, however they are not related to each other and other Directors in accordance with the provisions of Section 2(77) of the Companies, Act, 2013 | |

Note: For further details related to remuneration drawn and proposed please refer to Board's Report, Corporate Governance Report and Resolutions proposed in the Notice.

ANNEXURE-II

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

I 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. | Not Applicable | | |
| 4 | Financial performance based on given indicators are as under: | | | |
| 5 | Financial Parameters (in Lakhs) | 2019-20 | 2020-21 | 2021-22 |
| | Total Revenue | 127727.68 | 1,46,426.17 | 245473.50 |
| | Total Expenses | 132555.72 | 1,46,191.85 | 2,33,149.54 |
| | Profit/Loss After Tax | (2676.16) | 379.31 | 10,750.62 |
| | Dividend Rate | - | - | - |
| 6 | Foreign investments or collaborations, if any. | Not Applicable | | |

II Information about the appointee/Managing Director(s):

| | | | | |
|---|--------------------|--|--|---|
| 1 | Name | Mr. Bakul Premchand Jain | Mr. Vivek Shashichand Jain | Mr. Pramodkumar Sriyansprasad Jain |
| 2 | Background details | 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 Managing Director of the Company in the year 2006. He has an overall 40 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. 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 38 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. | 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 more than 50 years of wide experience in the Industry. Under his leadership, the capacity of Soda Ash Plant at Dhrangadhra has been increased from 65,000 TPA to 96,000 TPA in the year 1992-93. Presently, he is also Chairman of the Board and oversees the entire operations of the Company. |

| | | | | |
|---|---|--|--|---|
| 3 | Past remuneration | As mentioned in the the Notice of Extra Ordinary General Meeting held on February 27, 22020 and Corporate Governance Report. | | |
| 4 | Recognition or awards | - | - | - |
| 5 | Job profile and his suitability | Mr. Bakul Jain is a Managing Director of the Company having leadership qualities, strategic thinking, corporate governance, investor relations, industry knowledge and experience in overall general management including strategic planning and financial functions of the Company and taking into consideration his vast experience he is best suited for the assigned role. | Mr. Vivek Jain is a Managing Director of the Company having leadership qualities, strategic thinking, investor relations, industry knowledge and experience in overall general management including strategic planning and financial functions of the Company and taking into consideration his vast experience he is best suited for the assigned role. | Mr. Pramodkumar Jain is a Chairman & Managing Director of the Company having leadership qualities, industry knowledge, strategic thinking, corporate governance, internal control systems and experience in overall general management including strategic and financial planning of the Company and taking into consideration his vast experience he is best suited for the assigned role. |
| 6 | Remuneration proposed | Same as mentioned in the resolutions at Item No. 5, 6, & 7 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/Managing Director(s). 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 terms of remuneration payable to them in their capacity as Managing Directors and all of them are also Promoters of the Company | | |
| 9 | Foreign investments or collaborations, if any. | - | | |

III Other information:

| | | |
|---|--|--|
| 1 | Reasons of loss or inadequate profits | Not Applicable |
| 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 and to avoid losses. |
| 3 | Expected increase in productivity and profits in measurable terms. | Company expects to continue to drive profitability in the coming years |

IV Disclosures:

| | | |
|---|------------------------------|--|
| | | The information and disclosures related to Remuneration and Period of Appointment, Number of Board Meeting attended during the financial year 2021-22, Chairmanship/ Membership of Committees of the Board of Directors of other listed companies are mentioned in Annexure – I herein above and Corporate Governance Report.. |
| a | 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. |
| b | Duties and Responsibilities: | All the appointees / Managing Director(s) 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. |