



January 27, 2021

To,

National Stock Exchange of India Ltd. Exchange Plaza Bldg. 5 <sup>th</sup> Floor, Plot No.C-1 'G' Block, Near Wockhardt, BandraKurla Complex Mumbai 400 051. Fax:26598237/38 Scrip Code : DCW	BSE Limited, 1 <sup>st</sup> floor, New Trading Ring Rotunda Building, PhirozeJeejeebhoy Towers, Dalal Street, Mumbai - 400 001. Fax : 22723121/3719/2037/2039 Scrip Code :500117
--	--

Dear Sir/Madam,

**Sub: Notice of Extraordinary General Meeting**

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Notice of the Extraordinary General Meeting ("EGM") of the Members of DCW Limited ("the Company") to be held on Thursday, February 18, 2021 at 12:00 noon (IST) through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM")

The Notice is also being uploaded on the Company's website at [www.dewltd.com](http://www.dewltd.com).

Thanking You,

Yours faithfully,

For DCW Limited

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



**DCW LIMITED**

HEAD OFFICE :

"NIRMAL" 3RD FLOOR, NARIMAN POINT, MUMBAI-400 021.

TEL.: 2287 1914, 2287 1916, 2202 0743 TELEFAX: 22 2202 8838

REGISTERED OFFICE : DHRANGADHRA - 363 315 (GUJRAT STATE)

Email: [ho@dcwltd.com](mailto:ho@dcwltd.com), Website: [www.dcwlimited.com](http://www.dcwlimited.com), CIN-L24110GJ1939PLC000748



## DCW LIMITED

CIN No.: L24110GJ1939PLC000748

Registered Office: Dhrangadhra - 363 315, Gujarat

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

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

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

### NOTICE

#### EXTRA ORDINARY GENERAL MEETING

**NOTICE** is hereby given that the Extra Ordinary General Meeting of the Members of DCW LIMITED will be held on Thursday, February 18, 2021 at 12:00 noon IST through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM") to transact the following businesses:

#### Special Business:

#### RESOLUTION NO. 1:

##### To increase the Authorised Share Capital of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, the provisions of the Memorandum of Association and the Articles of Association of the Company and such other acts, laws, rules regulations and guidelines applicable from time to time, consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from the present ₹ 65,00,00,000 (Rupees Sixty Five Crores only) divided into 32,50,00,000 (Thirty Two Crores Fifty Lakhs) Equity Shares of ₹ 2 (Rupees Two) each to ₹ 70,00,00,000 (Rupees Seventy Crores only) divided into 35,00,00,000 (Thirty Five Crores) Equity Shares of ₹ 2 (Rupees Two) each, ranking pari-passu in all respect to with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

**V. The Authorised Share Capital of the Company is ₹ 70,00,00,000 (Rupees Seventy Crores Only) consisting of 35,00,00,000 (Thirty Five Crores) Equity Shares of ₹ 2/- (Rupees Two) each.**

**RESOLVED FURTHER THAT** any of the Board of Directors of the Company or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution, including to delegate all or any of its powers herein conferred to any Committee of Director(s) / any other officer(s) of the Company."

#### RESOLUTION NO. 2:

##### Approval for preferential issue of convertible warrants to the Promoters, Promoter's Group and Foreign Portfolio Investors ("FPI")

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

**"RESOLVED THAT** pursuant to the provisions of Section 23(1)(b), 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and any statutory modifications thereof for the time being in force and in accordance with the relevant provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof and the Consolidated Foreign Direct Investment Policy, 2017 issued by the Department of Industrial Policy & Promotion, as amended and replaced from time to time (FDI Policy) and any other applicable laws, rules and regulations, circulars, notifications, clarifications,



guidelines (including any amendment thereto or re-enactment thereof) issued by the Government of India (the “GOI”), the Ministry of Corporate Affairs (the “MCA”), the Reserve Bank of India (the “RBI”), the Securities and Exchange Board of India (the “SEBI”) the Listing Agreement entered into between the Company and the Stock Exchanges where the Shares of the Company are listed (“Stock Exchanges”), or any other authority/ body (including any amendment thereto or re- enactment thereof) and enabling provisions in the Memorandum and Articles of Association of the Company and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and which may be agreed by the board of directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the Company be and is hereby accorded to the Board, to create, offer, issue and allot from time to time upto 1,67,10,524 Warrants (hereinafter referred to as the “Warrants”) convertible in one or more tranches to equity shares of ₹ 2/- each of the Company at a price of ₹19/- per equity share (including premium of ₹17/- per equity share) for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, on such terms and conditions as the Board may think fit, by way of preferential allotment on a private placement basis to the following allottees forming part of the Promoters, Promoter’s Group and FPI (hereinafter referred to as the “Proposed Allottees”).

Sr. No.	Identity of Proposed Allottees	No. of Warrant proposed to be issued (upto)
1	Mr. Ashish Jain (Promoter)	23,68,421
2	Ms. Namita P Jain (Promoter)	18,42,105
3	Kishco Private Limited (Promoter Group)	19,73,684
4	Mr. Saatvik Jain (Promoter)	52,63,157
6	Eriska Investment Fund Limited (Public - FPI)	52,63,157
	<b>Total</b>	<b>Upto 1,67,10,524</b>

“**RESOLVED FURTHER THAT** as per the SEBI ICDR Regulations the ‘Relevant Date’ for determining the price of the Equity Shares to be issued upon conversion/exercise of right attached to the Warrants, in accordance with the provisions of Chapter V of the securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2018, shall be January 19, 2021, being thirty days prior to the date of this Extra Ordinary General Meeting.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of Equity Shares as may require to be allotted upon conversion/exercise of right attached to the Warrants issued in terms of this resolution.”

“**RESOLVED FURTHER THAT** the Warrants to be created, offered and allotted and the new equity shares to be issued and allotted shall be subject to the Memorandum of Association and Articles of Association of the Company and all such new shares shall rank in all respects pari-passu inter-se and with the then existing equity shares of the Company including entitlement of dividend.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors (which shall be deemed to include any Committee(s), which the Board of Directors may have or hereafter constitute in this behalf to exercise the powers conferred on the Board of Directors by this Resolution) of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient or proper including to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the equity shares with the stock exchanges where the shares of the Company are listed, without requiring the Board of Directors to obtain any further consent or approval of the shareholders of the Company in relation to the matters set out in this resolution.”

By Order of the Board of Directors

Sd/-

**Dilip Darji**

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

Registered Office :  
Dhrangadhra - 363 315 Gujarat  
Mumbai, January 25, 2021

**NOTES:-**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020 and Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, venue for physical attendance of the Members to the Extraordinary General Meeting (“EGM”) is not required as EGM be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM will be provided by NSDL.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.dcwLtd.com](http://www.dcwLtd.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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsd.com](http://www.evoting.nsd.com).
6. The EGM of the Company is being held through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 (“Act”) read with MCA Circular No. 14/2020 dated April 08, 2020, MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 MCA Circular No. 22/2020 dated June 15, 2020, MCA Circular No. 33/2020 dated September 28, 2020 and MCA Circular No. 39/2020 dated December 31, 2020 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)
7. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (‘Act’) with respect to Item Nos. 1 & 2 forms part of 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 EGM is being held pursuant to the MCA circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice
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](mailto:skjaincs1944@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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 EGM. Members seeking to inspect such documents can send an email to [legal@dcwLtd.com](mailto:legal@dcwLtd.com). The relevant Registers maintained under the Act and required to be placed at EGM will be available electronically for inspection by the members during the EGM.
12. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members





may note that the Notice will also be available on the Company's website [www.dcwLtd.com](http://www.dcwLtd.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.

13. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, February 12, 2021 to Thursday, February 18, 2021 (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 Private Limited /DP for receiving Notice, Annual Reports and other communications electronically from the Company in the future.
15. Since the EGM 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 DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their details to the Company's RTA.
17. During the Financial Year 2018-19, SEBI and MCA have mandated that existing Members of the Company who hold securities in physical form and intend to transfer their securities after April 1, 2019, can do so only in dematerialized form. Therefore, Members holding shares in physical form are requested to consider converting their shareholding to dematerialised form to eliminate all risks associated with physical shares for ease of portfolio management as well as for ease of transfer, if required. Shareholders can write to the Company at [legal@dcwLtd.com](mailto:legal@dcwLtd.com) or contact the Company's RTA - Bigshare Services Private Limited at [investor@bigshareonline.com](mailto:investor@bigshareonline.com) ('RTA Email') and 022-62638200 ('RTA Number') for assistance in this regard.
18. As per the provisions of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's RTA by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective DPs.
19. 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.
20. Members desiring any information as regards the Accounts are requested to write to the Company at an earlier date through email on [legal@dcwLtd.com](mailto:legal@dcwLtd.com). The same will be replied by the Company suitably.
21. 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.
  - a. Change in their residential status on return to India for permanent settlement.
  - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
22. Members are requested to notify the Company/RTA of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
23. Process and manner of Voting through Electronic Means.
  - a. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI Listing Regulations, each as amended from time to time and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility to its Members to cast their votes electronically on resolutions set forth in this Notice. The Company has engaged the services of National Securities Depository Limited ('NSDL') as the Agency to provide e-voting facility. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting') and the services will be provided by NSDL.
  - b. Instructions for remote e-voting (including process and manner of e-voting) are given herein below.
  - c. The Resolutions passed by remote e-voting shall be deemed to have been passed as if they have been passed at the EGM. The Notice of the EGM indicating the instructions of remote e-voting process can be downloaded from NSDL's website [www.evoting.nsdl.com](https://www.evoting.nsdl.com) or the Company's website [www.dcwLtd.com](http://www.dcwLtd.com).

- d. The facility for e-Voting shall be made available at the Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Meeting.
  - e. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again. Members can opt for only one mode of voting i.e. remote e-voting or voting at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting at the meeting will not be considered.
  - f. Members holding shares in physical form or dematerialized form as on February 11, 2021 ('Cut-Off Date') shall be eligible to cast their vote by remote e-voting.
  - g. The remote e-voting period commences on Monday, February 15, 2021 at 9:00 a.m. (IST) and ends on Wednesday, February 17, 2021 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 Wednesday, February 17, 2021.
24. Any person(s) who acquires shares of the Company and becomes a Member(s) of the Company after dispatch of the Notice of EGM and holding shares as on the Cut-Off date i.e. February 11, 2021 may obtain the login ID and password by sending a request at '[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)' or '[admission@bigshareonline.com](http://admission@bigshareonline.com)'. However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and password for casting your vote. If you have forgotten your password, you can reset your password by using 'Forgot User Details/ Password' or 'Physical User Reset Password' option available on '[www.evoting.nsdl.com](http://www.evoting.nsdl.com)' or contact NSDL at the following Toll Free No.: 1800-222-990 or e-mail at '[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)'
  25. Please note, only a person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date shall be entitled to avail the facility of voting, either through remote e-voting or voting at the EGM .
  26. The Board of Directors has appointed M/s. S. K. Jain & Co, Practicing Company Secretaries, as Scrutinizer to scrutinize the remote e-voting process as well as voting at the Meeting in a fair and transparent manner.
  27. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and shall within 48 hours of conclusion of the Meeting submit a consolidated Scrutinizer's Report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman in writing, who shall countersign the same.
  28. The Chairman or any other person authorised by him in writing shall declare the result of voting forthwith.
  29. The results declared along with Scrutinizer's Report, will be placed on the Company's website [www.dcwLtd.com](http://www.dcwLtd.com) and the website of NSDL '[www.evoting.nsdl.com](http://www.evoting.nsdl.com)' immediately after the result is declared by Chairman or any other person authorized by the Chairman and the same shall simultaneously be communicated to BSE Limited and National Stock Exchange of India Limited where the Securities of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company.
  30. In case of any grievances with respect to the facility for voting by electronic means, Members are requested to contact at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) (1800 222 990) or write to NSDL at NSDL, Trade World, 'A' wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.
  31. E-Voting Instructions

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

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 are mentioned below:**

**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 'Shareholders' section.



3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

5. Your password details 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](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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.

**Details on Step 2 is given below:**

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [skjaincs1944@gmail.com](mailto:skjaincs1944@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [legal@dcwlttd.com](mailto:legal@dcwlttd.com) and [joyv@bigshareonline.com](mailto:joyv@bigshareonline.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@dcwlttd.com](mailto:legal@dcwlttd.com).

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

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

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.





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. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [legal@dcwltd.com](mailto:legal@dcwltd.com). The same will be replied by the company suitably.

## ANNEXURE TO THE NOTICE

### STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“the Act”)

#### RESOLUTION NO. 1:

The present Authorised Share Capital of the Company is ₹ 65,00,00,000 (Rupees Sixty Five Crores Only) divided into 32,50,00,000 (Thirty Two Crores Fifty Lakhs) Equity Shares of ₹ 2 (Rupees Two) each and the paid-up equity share capital is ₹ 52,20,60,742 (Rupees Fifty Two Crores Twenty Lakhs Sixty Thousand Seven Hundred Forty Two Only) divided into 26,10,30,371 (Twenty Six Crores Ten Lakhs Thirty Thousands Three Hundred Seventy One) Equity Shares of ₹ 2 (Rupees Two) each.

Your Company is contemplating to issue convertible warrants on preferential basis to promoters, promoter’s group and investors including Foreign Portfolio Investors (“FPI”) in order to meet the funding and business related requirements. The proceeds of the issue will be utilized for the purpose of repayment of existing loans of the Company and also for augmenting the working capital of the Company. In view thereof, it is proposed to increase the Authorised Share Capital of the Company from ₹ 65,00,00,000 (Rupees Sixty Five Crores Only) divided into 32,50,00,000 (Thirty Two Crores Fifty Lakhs) Equity Shares of ₹ 2 (Rupees Two) each to ₹ 70,00,00,000 (Rupees Seventy Crores Only) divided into 35,00,00,000 (Thirty Five Crores) Equity Shares of ₹ 2 (Rupees Two) each by creation of 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of face value of ₹ 2 (Rupees Two) each.

The approval of the Members is sought in terms of Sections 13, 61, 64 and other applicable provisions, if any, of the Act, to increase the Authorised Share Capital as well as to alter the Capital Clause of the Memorandum of Association of the Company.

Members are required to note that the draft of the altered Memorandum of Association of the Company shall be made available on the website of the Company (i.e. www.dcwlttd.com), to facilitate online inspection by the Members till the date of the General Meeting.

The Board is of the opinion that the Resolution at item No. 1 of the accompanying Notice are in the best interest of the Company and its Members and hence, recommends the Resolution for approval by the Members of the Company, by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is, in way, concerned or interested, financial or otherwise, in the Ordinary Resolution set out at item No. 1 of the accompanying Notice.

#### RESOLUTION NO. 2

In order to meet the funding requirements of the Company, it is proposed that Convertible Warrants of the Company be issued to following Promoters, Promoter’s Group and Foreign Portfolio Investors (“FPI”) on preferential basis, at a price of ₹19/- (Rupees Nineteen Only) per equity share (including a premium of ₹17/- (Rupees Seventeen Only) per equity share), in such manner and on such terms and conditions as prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018 (ICDR Regulations) and in compliance with Section 42 and Section 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014. The Board, at their meeting held on January 25, 2021, accorded its approval to the said preferential issue of Warrants. The issue price of the warrants/equity shares has been determined in accordance with the SEBI ICDR Regulations.

Section 62 of the Companies Act, 2013 provides that when a Company proposes to increase its issued capital by allotment of further shares, etc., such further shares are to be offered to the existing shareholders of the Company in the manner laid down in the said section unless the shareholders in a General Meeting decide otherwise by passing a Special Resolution. The Special Resolution proposed at item no. 2 will, if passed, enable the Board on behalf of the Company to allot convertible warrants on a preferential basis to the Promoters, Promoter’s Group and Foreign Portfolio Investors as permitted under Section 62(c) of the Act and the Rules made there under (read with Section 42 of the Companies Act, 2013 and the Rules made there under).

The terms of issue of Warrants as approved by the Board of Directors are as follows:

- a) Number of warrants: Not exceeding **1,67,10,524** warrants.
- b) Terms of conversion:
  - i. The Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.



- ii. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.
  - iii. The Equity Shares arising from the exercise of the Warrants will be listed on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.
  - iv. Each Warrant will be convertible into 1 (one) Equity Share of par value of ₹ 2 each at an issue price of ₹19/- per equity share (including premium of ₹17/- per equity share).
- c) Payment Terms:
- i. 25% of the issue price of the Warrants will be paid on the date of allotment of the Warrants.
  - ii. The balance 75% of the issue price of the Warrants is payable at the time of allotment of the Equity Shares pursuant to the exercise of the conversion right by the warrant holder, as and when they deem fit. Non-payment of balance sum i.e. 75% of the issue price by the warrant holder would entail in forfeiture of the amount paid. The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.
- d) Issue Price - The price at which each Warrant will be issued will be ₹19/-, such price being not less than the minimum price determined as per the provisions of Chapter V of the SEBI ICDR Regulations.
- The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time
- Apart from the above said right of adjustment, the Warrants do not give any rights/entitlements to the Warrant holder as a shareholder of the Company.
- e) Other terms:-
- i. The Warrants and the Shares converted shall be subject to lock-in in accordance with the provisions of SEBI ICDR Regulations.
  - ii. The Warrants shall not confer upon the holders thereof any right to receive any notice of the meeting of the Shareholders of the Company or Annual Report of the Company and/or to attend/vote at any of the General Meetings of the Shareholders of the Company held, if any.
  - iii. Save and except the right of subscription to the Company's Equity Shares as per the terms of the issue of Warrants, the Warrant holder shall have no other rights or privileges such as entitlement to voting rights, dividend, bonus issue or rights issue or similar benefits declared by the Company.
  - iv. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank *pari-passu* with the existing Equity Shares bearing ISIN INE500A01029 of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
  - v. A separate Register of Warrant holders would be maintained by the Company.
  - vi. In the event of any sub-division or consolidation of the face value of the Company's Equity Shares, the share entitlement on each Warrant shall be proportionately increased/decreased such that the aggregate nominal value of the entitlement remains the same as the nominal value of the Equity Shares immediately prior to such subdivision or consolidation.

The additional disclosures related to the issuance of the Warrants convertible into Equity Shares are as follows:

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

Heading	Disclosure
Particulars of the offer including date of passing of Board resolution	Issuance of up to 1,67,10,524 (One Crore Sixty Seven Lacs Ten Thousand Five Hundred Twenty Four) convertibles warrants of a face value of ₹ 2/- (Rupees two) each on a private/preferential placement basis. Date of Board resolution: January 25, 2021
Kinds of securities offered	Warrants convertibles into equity shares
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Issue price of Warrants and the price for conversion of warrants into Equity Share of the Company has been determined by pricing certificate issued by CS. Dr. S K. Jain, proprietor of M/s S. K. Jain & Co., Practicing Company Secretaries in accordance with the provisions of SEBI (ICDR) Regulations, 2018.  Report of registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Allotment.  The Warrants Holder shall be entitled to require the Company to convert its warrants held by such Warrants Holder into fully-paid-up equity shares of the Company (which shall rank pari-passu in all respects with the existing equity shares of the Company) at a conversion price of ₹19/- (Rupees Nineteen Only) per share. This conversion price is higher than the minimum price prescribed in accordance with Regulation 164 and Regulation 165 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date for the computation of the aforesaid price being January 19, 2021 (viz. 30 days prior to the date of the Extraordinary General Meeting of the shareholders)
Name and address of valuer who performed valuation	<b>Name:</b> CS Dr. S. K. Jain, proprietor of M/s S. K. Jain & Co., Practicing Company Secretaries <b>Address:</b> 11, Friend's Union Premises Co-operative Society Ltd, 2 <sup>nd</sup> Floor, 227, P.D' Mello Road, Beside Manama Hotel, Opp St. George Hospital, Mumbai-400 001.
Amount which the company intends to raise by way of such securities	Up to ₹ 31,74,99,956 (Rupees Thirty One Crore Seventy Four Lakhs Ninety Nine Thousand Nine Hundred and Fifty Six Only)
Material terms of raising such securities	The Warrants Holder shall be entitled to require the Company to convert the Warrants held by such Warrants Holder into fully- paid-up equity shares of the Company (which shall rank pari-passu in all respects with the existing equity shares of the Company) at a conversion price of ₹19/- (Rupees Nineteen Only) per share. This conversion price is higher than the minimum price prescribed in accordance with Regulation 164 and Regulation 165 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date for the computation of the aforesaid price being January 19, 2021 (viz. 30 days prior to the date of the Extraordinary General Meeting of the shareholders).
Proposed time schedule	As may be determined by the Board. However, the issuance and allotment of Warrants shall in any event be concluded within 15 (Fifteen) days from the date of passing of this resolution. Provided that, if any approval or permission is required from any regulatory authority or the Central Government for the allotment is pending, the period of fifteen days shall be counted from the date of such approval or permission.
Purposes or objects of offer	The proceeds from the issuance of Warrants (Equity Shares upon conversion of Warrants) shall be used by the Company towards the working capital requirements and repayment of its existing borrowings.
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	The Promoters will be subscribing to the proposed issue as mentioned herein above in the table of Resolution No. 2. None of the Directors of the Company will be subscribing to the proposed issue.

Heading	Disclosure
Principle terms of assets charged as securities	Not Applicable.

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

Heading	Disclosure
The Objects of the Issue	The proceeds from the issuance of the Warrants (Equity Shares upon conversion of Warrants) shall be used by the Company towards the working capital requirements and repayment of its existing borrowings.
The total number of shares or other securities to be issued	Up to 1,67,10,524 warrants convertible into Equity shares having face value of ₹ 2 each.
The price or price band at/ within which the allotment is proposed	<p>The price at which Warrant will be issued ₹19/-, such price being not less than the minimum price determined as per the provisions of Chapter V of the SEBI ICDR Regulations.</p> <p>This conversion price of warrants is higher than the minimum price prescribed in accordance with Regulation 164 and Regulation 165 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date for the computation of the aforesaid price being January 19, 2021 (viz. 30 days prior to the date of the Extraordinary General Meeting of the shareholders)</p>
Basis on which the price has been arrived at along with report of the registered valuer	<p>Issue price of Warrants and the price for conversion of warrants into Equity Share of the Company has been determined by pricing certificate issued by CS. Dr. S K. Jain, proprietor of M/s S. K. Jain &amp; Co., Practicing Company Secretaries in accordance with the provisions of SEBI (ICDR) Regulations, 2018.</p> <p>Report of registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Allotment.</p> <p>The Warrants Holder shall be entitled to require the Company to convert its warrants held by such Warrants Holder into fully-paid-up equity shares of the Company (which shall rank pari-passu in all respects with the existing equity shares of the Company) at a conversion price of ₹19/- (Rupees Nineteen Only) per share. This conversion price is higher than the minimum price prescribed in accordance with Regulation 164 and Regulation 165 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date for the computation of the aforesaid price being January 19, 2021 (viz. 30 days prior to the date of the Extraordinary General Meeting of the shareholders)</p>
Relevant date with reference to which the price has been arrived at	January 19, 2021
The class or classes of persons to whom the allotment is proposed to be made	Promoter, Promoter's Group and Foreign Portfolio Investors
Intention of promoters, directors or key managerial personnel to subscribe to the offer	<p>The Promoters will be subscribing to the proposed issue as mentioned herein above in the table of Resolution No. 2.</p> <p>None of the Directors / Key Managerial Personal will be subscribing to the proposed issue.</p>
The proposed time within which the allotment shall be completed	As may be determined by the Board. However, the issuance and allotment of Warrants shall in any event be concluded within 15 (Fifteen) days from the date of passing of this resolution. Provided that, if any approval or permission is required from any regulatory authority or the Central Government for the allotment is pending, the period of fifteen days shall be counted from the date of such approval or permission.



The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	<b>Sr. No.</b>	<b>Identity of Proposed Allottees</b>	<b>No. of Warrants to be allotted</b>	<b>Pre-holding 31.12.2020</b>	<b>Post Shareholding</b>	<b>% of post shareholding</b>
	1.	Mr. Ashish Jain	23,68,421	36,11,318	59,79,739	2.15
	2.	Ms. Namita P Jain	18,42,105	23,61,945	42,04,050	1.51
	3.	Kishco Private Limited	19,73,684	11,000	19,84,684	0.71
	4.	Mr. Saatvik Jain	52,63,157	13,66,018	66,29,175	2.39
	5.	Eriska Investment Fund Limited	52,63,157	0	52,63,157	1.89
The change in control, if any, in the company that would occur consequent to the preferential offer	Consequent to the preferential offer, there will be no change in control in the company.					
The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	During the year, the Company has not allotted any securities on preferential basis till date.					
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable					
The pre issue and post issue shareholding pattern of the company	<b>Sr. No.</b>	<b>Category</b>	<b>Pre-issue No. shares Held</b>	<b>Pre-issue percentage of shareholding</b>	<b>Post- issue No. shares held</b>	<b>Post-issue percentage of shareholding</b>
	<b>A.</b>	<b>Promoters' holding</b>				
	1.	Indian				
		Individual	6,40,30,766	24.53	7,35,04,449	26.47
		Bodies Corporate	5,79,47,740	22.20	5,99,21,424	21.57
		<b>Sub-total</b>	<b>12,19,78,506</b>	<b>46.73</b>	<b>13,34,25,873</b>	<b>48.04</b>
	2.	Foreign Promoters	-	-	-	-
		<b>Sub-total (A)</b>	<b>12,19,78,506</b>	<b>46.73</b>	<b>13,34,25,873</b>	<b>48.04</b>
	<b>B.</b>	<b>Non-promoters' holding</b>				
	1.	Institutional Investors	1,69,12,078	6.48	2,21,75,235	7.98
	2.	Non-Institutional Investors				
		Private corporate bodies	1,48,00,952	5.67	1,48,00,952	5.33
		Directors and relatives				
		Indian public	9,89,70,897	37.92	9,89,70,897	35.63
		Others (including Non- resident Indians (NRIs))	83,67,938	3.21	83,67,938	3.01
		<b>Sub-total (B)</b>	<b>13,90,51,865</b>	<b>53.27</b>	<b>14,43,15,022</b>	<b>51.96</b>
		<b>Grand Total</b>	<b>26,10,30,371</b>	<b>100.00</b>	<b>27,77,40,895</b>	<b>100.00</b>

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

The Relevant date on the basis of which price of the equity shares to be allotted on conversion or exchange of convertible securities shall be calculated	January 19, 2021					
The objects of the issue	The proceeds from the issuance of the Warrants (Equity Shares upon conversion of warrants) shall be used by the Company towards the working capital requirements and repayment of its existing borrowings.					
Maximum number of specified securities to be issued	Up to 1,67,10,524 Warrants convertible into Equity Shares having face value of ₹ 2 each.					
Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer	The Promoters will be subscribing to the proposed issue as mentioned herein above in the table of Resolution No. 2.  None of the Directors / Key Managerial Personal will be subscribing to the proposed issue.					
Shareholding pattern of the issuer before and after the preferential issue	<b>Sr. No.</b>	<b>Category</b>	<b>Pre-issue No. shares Held</b>	<b>Pre-issue percentage of shareholding</b>	<b>Post- issue No. shares held</b>	<b>Post-issue percentage of shareholding</b>
	<b>A. Promoters' holding</b>					
	1.	Indian				
		Individual	6,40,30,766	24.53	7,35,04,449	26.47
		Bodies Corporate	5,79,47,740	22.20	5,99,21,424	21.57
		<b>Sub-total</b>	<b>12,19,78,506</b>	<b>46.73</b>	<b>13,34,25,873</b>	<b>48.04</b>
	2.	Foreign Promoters	-	-		
		<b>Sub-total (A)</b>	<b>12,19,78,506</b>	<b>46.73</b>	<b>13,34,25,873</b>	<b>48.04</b>
	<b>B. Non-promoters' holding</b>					
	1.	Institutional Investors	1,69,12,078	6.48	2,21,75,235	7.98
	2.	Non-Institutional Investors				
		Private corporate bodies	1,48,00,952	5.67	1,48,00,952	5.33
		Directors and relatives				
		Indian public	9,89,70,897	37.92	9,89,70,897	35.63
	Others (including Non- resident Indians (NRIs))	83,67,938	3.21	83,67,938	3.01	
	<b>Sub-total (B)</b>	<b>13,90,51,865</b>	<b>53.27</b>	<b>14,43,15,022</b>	<b>51.96</b>	
	<b>Grand Total</b>	<b>26,10,30,371</b>	<b>100.00</b>	<b>27,77,40,895</b>	<b>100.00</b>	
Time frame within which the preferential issue shall be completed	As may be determined by the Board. However, the issuance and allotment of Warrants shall in any event be concluded within 15 (Fifteen) days from the date of passing of this resolution. Provided that, if any approval or permission is required from any regulatory authority or the Central Government for the allotment is pending, the period of fifteen days shall be counted from the date of such approval or permission.					

<p>Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue. Provided that, if there is any listed company, mutual fund, scheduled commercial bank, insurance company registered with the Insurance Regulatory and Development Authority of India in the chain of ownership of the proposed allottee, no further disclosure will be necessary</p>	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Identity of Proposed Allottees</th> <th>No. of Warrants to be allotted</th> <th>Pre- holding 31.12.2020</th> <th>Post Shareholding</th> <th>% of post shareholding</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Mr. Ashish Jain</td> <td>23,68,421</td> <td>36,11,318</td> <td>59,79,739</td> <td>2.15</td> </tr> <tr> <td>2.</td> <td>Ms. Namita P Jain</td> <td>18,42,105</td> <td>23,61,945</td> <td>42,04,050</td> <td>1.51</td> </tr> <tr> <td>3.</td> <td>Kishco Private Limited</td> <td>19,73,684</td> <td>11,000</td> <td>19,84,684</td> <td>0.71</td> </tr> <tr> <td>4.</td> <td>Mr. Saatvik Jain</td> <td>52,63,157</td> <td>13,66,018</td> <td>66,29,175</td> <td>2.39</td> </tr> <tr> <td>5.</td> <td>Eriska Investment Fund Limited</td> <td>52,63,157</td> <td>0</td> <td>52,63,157</td> <td>1.89</td> </tr> </tbody> </table>	Sr. No.	Identity of Proposed Allottees	No. of Warrants to be allotted	Pre- holding 31.12.2020	Post Shareholding	% of post shareholding	1.	Mr. Ashish Jain	23,68,421	36,11,318	59,79,739	2.15	2.	Ms. Namita P Jain	18,42,105	23,61,945	42,04,050	1.51	3.	Kishco Private Limited	19,73,684	11,000	19,84,684	0.71	4.	Mr. Saatvik Jain	52,63,157	13,66,018	66,29,175	2.39	5.	Eriska Investment Fund Limited	52,63,157	0	52,63,157	1.89	<p>[Note: the number of shares, post allotment shareholding and % of shareholding post issue has been set out in the above table on the assumption that up to 1,67,10,524 convertibles warrants shall be allotted by the Company to the Promoters, Promoter's Group and Foreign Portfolio Investors and they will convert the entire allotted warrants into equity shares. In the event the actual number of shares and warrants allotted by the Board or the number of warrants converted is less than the warrants allotted, the details of the number of shares, post allotment shareholding and % of shareholding post issue set out in the above table in relation to each Promoters, Promoter's Group and Foreign Portfolio Investors shall change accordingly.</p> <p>Out of the shareholders set out in the table above, the Corporate entities and the details of natural persons who are ultimate beneficial owners and who control the said corporate entities are given below :</p> <p>The proposed preferential issue will not result in change in control of the Company.</p> <table border="1"> <thead> <tr> <th>Corporate Entities</th> <th>Natural persons who are ultimate beneficial owners and who control the said corporate entities.</th> </tr> </thead> <tbody> <tr> <td rowspan="3">Kishco Private Limited</td> <td>1 Ashish Jain HUF (PAN: AAAHA9127Q) (Shareholding of Ashish Jain HUF in Kishco Private Limited is 8.00%) Karta of Ashish Jain HUF: Mr. Ashish Jain (PAN: AABPJ3213F)</td> </tr> <tr> <td>2 Mr. Ashish Jain: (PAN: AABPJ3213F) (Shareholding of Ashish Jain in Kishco Private Limited is 3.77%)</td> </tr> <tr> <td>3 Pramod Kumar Jain Family Trust DD (PAN: AADTP1640G) (Shareholding of Pramod Kumar Jain Family Trust DD in Kishco Private Limited is 88.23%) Trustee of Pramod Kumar Jain Family Trust DD: (i) Mr. Ashish Jain : (PAN: AABPJ3213F) (ii) Ms. Namita Jain : (PAN: AAAPJ6824H) (iii) Mr. Atul Ashok Ruia (PAN: ABHPR8582Q)</td> </tr> <tr> <td>Eriska Investment Fund Limited</td> <td>Eriska Investment Fund Ltd ("the Fund") is a Foreign Portfolio Investor (Category I) registered with SEBI The Fund is controlled by Dertona Holdings Ltd and it is owned/ represented by Mr. Markus Beat Dangel</td> </tr> </tbody> </table>	Corporate Entities	Natural persons who are ultimate beneficial owners and who control the said corporate entities.	Kishco Private Limited	1 Ashish Jain HUF (PAN: AAAHA9127Q) (Shareholding of Ashish Jain HUF in Kishco Private Limited is 8.00%) Karta of Ashish Jain HUF: Mr. Ashish Jain (PAN: AABPJ3213F)	2 Mr. Ashish Jain: (PAN: AABPJ3213F) (Shareholding of Ashish Jain in Kishco Private Limited is 3.77%)	3 Pramod Kumar Jain Family Trust DD (PAN: AADTP1640G) (Shareholding of Pramod Kumar Jain Family Trust DD in Kishco Private Limited is 88.23%) Trustee of Pramod Kumar Jain Family Trust DD: (i) Mr. Ashish Jain : (PAN: AABPJ3213F) (ii) Ms. Namita Jain : (PAN: AAAPJ6824H) (iii) Mr. Atul Ashok Ruia (PAN: ABHPR8582Q)	Eriska Investment Fund Limited	Eriska Investment Fund Ltd ("the Fund") is a Foreign Portfolio Investor (Category I) registered with SEBI The Fund is controlled by Dertona Holdings Ltd and it is owned/ represented by Mr. Markus Beat Dangel
	Sr. No.	Identity of Proposed Allottees	No. of Warrants to be allotted	Pre- holding 31.12.2020	Post Shareholding	% of post shareholding																																								
	1.	Mr. Ashish Jain	23,68,421	36,11,318	59,79,739	2.15																																								
	2.	Ms. Namita P Jain	18,42,105	23,61,945	42,04,050	1.51																																								
	3.	Kishco Private Limited	19,73,684	11,000	19,84,684	0.71																																								
	4.	Mr. Saatvik Jain	52,63,157	13,66,018	66,29,175	2.39																																								
5.	Eriska Investment Fund Limited	52,63,157	0	52,63,157	1.89																																									
Corporate Entities	Natural persons who are ultimate beneficial owners and who control the said corporate entities.																																													
Kishco Private Limited	1 Ashish Jain HUF (PAN: AAAHA9127Q) (Shareholding of Ashish Jain HUF in Kishco Private Limited is 8.00%) Karta of Ashish Jain HUF: Mr. Ashish Jain (PAN: AABPJ3213F)																																													
	2 Mr. Ashish Jain: (PAN: AABPJ3213F) (Shareholding of Ashish Jain in Kishco Private Limited is 3.77%)																																													
	3 Pramod Kumar Jain Family Trust DD (PAN: AADTP1640G) (Shareholding of Pramod Kumar Jain Family Trust DD in Kishco Private Limited is 88.23%) Trustee of Pramod Kumar Jain Family Trust DD: (i) Mr. Ashish Jain : (PAN: AABPJ3213F) (ii) Ms. Namita Jain : (PAN: AAAPJ6824H) (iii) Mr. Atul Ashok Ruia (PAN: ABHPR8582Q)																																													
Eriska Investment Fund Limited	Eriska Investment Fund Ltd ("the Fund") is a Foreign Portfolio Investor (Category I) registered with SEBI The Fund is controlled by Dertona Holdings Ltd and it is owned/ represented by Mr. Markus Beat Dangel																																													
<p>Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so;</p>	<p>The Company agrees and undertakes that it shall re-compute the price of the Warrants (Equity Shares upon conversion of Warrants) specified securities issued on preferential basis if required in terms of the provision of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 where it is required to do so</p>																																													



Undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.	The Company agrees and undertakes that if the amount payable on account of the re- computation of price in terms of the applicable law is not paid within the time stipulated in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Warrants (Equity Shares upon conversion of Warrants) shall continue to be locked- in till the time such amount is paid by the allottees.
Disclosures specified in Schedule VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, if the issuer or any of its promoters or directors is a wilful defaulter	<p>Neither the Company's name nor any of its Promoter or Directors name is appearing in the list of wilful defaulters categorized by any Bank or Financial Institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.</p> <p>Name of the person declared as a wilful defaulter: Not applicable</p> <p>Name of the Bank declaring the person as a wilful defaulter: Not applicable</p> <p>Year in which the person was declared as a wilful defaulter: Not applicable</p> <p>Outstanding amount when the person was declared as a wilful defaulter: Not applicable</p> <p>Steps taken, if any, by the person for removal of its name from the list of wilful defaulters: Not applicable</p> <p>Other disclosures, as deemed fit by the issuer, in order to enable investors to take an informed decision: Not applicable</p> <p>Any other disclosure as specified by the Board: Not applicable</p>
Where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed	Not Applicable
Placing of Statutory Auditors' Certificate	The issuance of the warrants is being made in accordance with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and a copy of the certificate from M/s Chhajer & Doshi, Chartered Accountants (Firm Registration No. 101794WJ), the Statutory Auditor of the Company certifying that the preferential issue is being made in accordance with the requirements of the SEBI ICDR Regulations, as applicable shall be placed before the shareholders at the forthcoming Extra Ordinary General Meeting of the Company and also shall be made available on the website of the Company (i.e. www.dcw ltd. com), to facilitate online inspection by the Members till the date of the General Meeting.

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

Mr. Pramodkumar Jain, Chairman and Managing Director, Mr. Bakul Jain, Mr. Vivek Jain and Mr. Mudit Jain, Managing Directors and their relatives to the extent of their existing shareholding in the Company and to the extent of their subscription to the above proposed Preferential Issue shall be deemed to be concerned or interested in the Resolution.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution.

By Order of the Board of Directors

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

Registered Office :  
 Dhrangadhra - 363 315 Gujarat  
 Mumbai, January 25, 2021.