



## DCW LIMITED

**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  
**CIN No. :** L24110GJ1939PLC000748 **Email :** legal@dcwlimited.com

### NOTICE

NOTICE is hereby given that the 80th Annual General Meeting of the Members of DCW LIMITED will be held at 10.00 a.m. on Monday, September 30, 2019 at the Registered Office of the Company (at Guest House No. 2) at Dhrangadhra - 363315, Gujarat State, to transact the following business:

#### ORDINARY BUSINESS:

##### Item No. 1 – Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon.

##### Item No. 2 – Re-appointment of a Director

To appoint Shri Mudit Sharadkumar Jain (DIN: 00647298), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

##### Item No. 3 – Appointment of Shri Mahesh Vennelkanti (DIN: 03633359) as an Independent Director

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Rules”) (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) 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”), and pursuant to recommendation of the Nomination and Remuneration Committee and as agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”), Shri Mahesh Vennelkanti (DIN: 03633359), who was appointed as an Additional Director and designated as an Independent Director of the Company by the Board of Directors at their Meeting held on June 28, 2019 and who holds office upto the date of ensuing Annual General Meeting (AGM) pursuant to the provisions of Section 161 (1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 2 (two) consecutive years with effect from June 28, 2019 upto June 27, 2021”.

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

##### Item No. 4 – Re-appointment of Smt. Sujata Rangnekar (DIN: 06425371) as an Independent Director of the Company

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



**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Rules”) (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) 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”) and pursuant to recommendation of the Nomination and Remuneration Committee and as agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”), Smt. Sujata Rangnekar (DIN: 06425371) who was appointed as an Independent Director of the Company at the Annual General Meeting of the Company held on 13th August, 2014 for a period of 5 years and who holds office upto the conclusion of the forthcoming Annual General Meeting and is eligible for re-appointment as an Independent Director of the Company, and has submitted a Declaration that she meets the criteria for independence as provided in Section 149(6) of the Act alongwith her consent to such re-appointment, and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years up to conclusion of 85th Annual General Meeting to be held in the Calendar year 2024, not liable to retire by rotation.”

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

**Item No. 5 – Re-appointment of Shri Salil Kapoor (DIN: 02256540) as an Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Rules”) (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) 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”) and pursuant to recommendation of the Nomination and Remuneration Committee and as agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”), Shri Salil Kapoor (DIN: 02256540) who was appointed as an Independent Director of the Company at the Annual General Meeting of the Company held on 13th August, 2014 for a period of 5 years and who holds office upto the conclusion of the forthcoming Annual General Meeting and is eligible for re-appointment as an Independent Director of the Company, and has submitted a Declaration that he meets the criteria for independence as provided in Section 149(6) of the Act alongwith his consent to such re-appointment, and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, being eligible, be and is hereby reappointed as an Independent Director of the Company for a further term of 5 (five) consecutive years up to conclusion of 85th Annual General Meeting to be held in the Calendar year 2024, not liable to retire by rotation.”

**Item No. 6 – Ratification of Remuneration of the Cost Auditors for the Financial Year ending March 31, 2020**

To consider and if thought fit to pass with or without modification(s), 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 28, 2019, to conduct the audit of the cost records of the Company for the Financial Year ending on March 31, 2020 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

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 13th August, 2019

Place: Mumbai

**NOTES:-**

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('Act') with respect to Item No. 3 to Item No. 6 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 reappointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as annexure to this Notice.
2. 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.
  - a. Pursuant to the provisions of Section 105 of the Act, read with applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
  - b. The instrument of proxy, in order to be effective, should be duly stamped, signed and completed in all respects and must be deposited/received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution/authority, as applicable.
3. Corporate members intending to send their authorized representative(s) to attend the Meeting 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.
4. 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.
5. Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which the Directors are interested, will remain open for inspection by the Members at the Registered Office of the Company during business hours on all working days, up to the date of the Meeting and will also be kept open at the venue of the Meeting till the conclusion of the Meeting.



7. Section 20 of the Act, as amended from time to time, permits service of documents on Members by a Company through electronic mode. Hence, in accordance with the Act read with the Rules framed thereunder, as amended, Notice of the Meeting and Annual Report for the F.Y. 2018-19 is being sent through electronic mode to those Members who have registered their email addresses with the Company/Depository Participant ('DP') Company's Registrar and Transfer Agent ('RTA') unless any Member has requested for a physical copy of the Report. For Member(s) who have not registered their email addresses, physical copies of the Notice of the Meeting and Annual Report for the F.Y. 2018-19 are being sent through permitted modes. Notice of the Meeting and Annual Report for the F.Y. 2018-19 will also be available on the Company's website [www.dcwlimited.com](http://www.dcwlimited.com).
8. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 24, 2019 to Monday, September 30, 2019, (both days inclusive) for the purpose of the Meeting.
9. Member(s) whose email address is registered with the Company and who wish to receive a printed copy of the Annual Report may send their request to the Company at its Registered Office or to the Company's RTA at Bigshare Services Pvt. Ltd., 1st floor, Bharat Tin Works Bldg., Opp. Vasant Oasis, Makwan Road, Marol, Andheri (East), Mumbai – 400 059. The Members may also send their requests to the Company's investor email id: [legal@dcwlimited.com](mailto:legal@dcwlimited.com).
10. Members who have not registered their e-mail addresses so far are requested to register the same for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically
11. 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.
12. The Route Map showing directions to reach the venue of the 80th Annual General Meeting is annexed herewith the Notice.
13. 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.
14. 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](mailto:legal@dcwlimited.com) or contact the Company's RTA - Bigshare Services Pvt. Ltd. at [investor@bigshareonline.com](mailto:investor@bigshareonline.com) ('RTA Email') and 022-62638200 ('RTA Number') for assistance in this regard.
15. As per the provisions of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's RTA by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective DPs.  

Members holding shares in single name are especially advised to make nomination in respect of their shareholding in the Company and for cancellation and variation of nomination, if they are desirous of doing so.
16. Members desiring any information as regards the Accounts are requested to write to the Company at an earlier date so as to enable the management to keep the information ready at the AGM.
17. 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.



18. 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.
19. 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.
20. Pursuant to Sections 124 (5) of the Companies Act, 2013 the amount 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 Members who have not yet encashed their dividend warrants for the Financial Year ended on 31st March, 2012 and onwards are advised to make their claims without any further delay and the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company ([www.dcwlimited.com](http://www.dcwlimited.com)) and also on the website of the Ministry of Corporate Affairs.

Accordingly, the Company has transferred all the unclaimed dividends declared till the year 2010-11 to the said Fund. Members who have not en-cashed their dividend warrants for the financial year ended March 31, 2012 onwards may claim for refund by making an application to IEPF Authority in Form IEPF 5 (available on [www.iepf.gov.in](http://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.

21. Members are requested to bring their copy of Annual Report to the Meeting.
22. 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 AGM. The Notice of the AGM indicating the instructions of remote e-voting process along with printed Attendance Slip and Proxy Form can be downloaded from NSDL's website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or the Company's website [www.dcwlimited.com](http://www.dcwlimited.com).
  - d. The facility for voting through ballot paper shall be made available at the Meeting and the Members (including proxies) attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Meeting.
  - e. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again. Members can opt for only one mode of voting i.e. remote e-voting or voting at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting through physical voting at the meeting will not be considered.
  - f. Members holding shares in physical form or dematerialized form as on Monday, September 23, 2019 ('Cut-Off Date') shall be eligible to cast their vote by remote e-voting.



- g. The remote e-voting period commences on Friday, September 27, 2019 at 9:00 a.m. (IST) and ends on Sunday, September 29, 2019 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 Sunday, September 29, 2019.
23. 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., September 23, 2019 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'
24. 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 through ballot paper.
25. 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.
26. 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.
27. The Chairman or any other person authorised by him in writing shall declare the result of voting forthwith.
28. 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.
29. In case of any grievances with respect to the facility for voting by electronic means, Members are requested to contact at evoting@nsdl.co.in (1800 222 990) or write to NSDL at NSDL, Trade World, 'A' wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.
30. E-Voting Instructions

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

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

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

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

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



iv. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares 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***

v. 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, your 'initial password' is communicated to you on your postal address.

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

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](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.

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

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



ix. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

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

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

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  
Email: [legal@dcwltd.com](mailto:legal@dcwltd.com)  
CIN: L24110GJ1939PLC000748  
Website: [www.dcwltd.com](http://www.dcwltd.com)  
Date 13th August, 2019  
Place: Mumbai





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

### ITEM NO. 3

pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company appointed, Shri Mahesh Vennelkant (DIN: 036333359) as an Additional Director, to hold office as an Independent Director of the Company for a term of 2 (two) consecutive years with effect from June 28, 2019 upto June 27, 2021.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members.

Shri Mahesh Vennelkant is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given his consent to act as a director.

The Company has also received declaration from Shri Mahesh Vennelkant that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Shri Mahesh Vennelkant fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Shri Mahesh Vennelkant is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Shri Mahesh Vennelkant are provided in the "Annexure - 1" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board sitting, reimbursement of expenses for participating in the Board and other meetings.

Shri Mahesh Vennelkant is interested in the Resolution set out at Item No. 3 of the Notice with regard to his re-appointment. Relatives of Shri Mahesh Vennelkant 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 / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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

### ITEM NO. 4:

At the 75th Annual General Meeting held on 13th August, 2014, the Members of the Company had appointed Smt. Sujata Rangnekar (DIN: 06425371) as an Independent Director of the Company, to hold office for a period of 5 consecutive years upto the conclusion of 80th Annual General Meeting in the calendar year 2019 ("first term").

The Nomination and Remuneration Committee (the 'NRC') of the Board of Directors, on the basis of the report of performance evaluation, has recommended the re-appointment of Smt. Sujata Rangnekar as an Independent Director, for a second term of 5 (five) consecutive years, on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the NRC, considers that, given her background and experience and contributions made by her during her tenure, the continued association of Smt. Sujata Rangnekar would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director. Accordingly, it is proposed to re-appoint Smt. Sujata Rangnekar as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company up to conclusion of 85th Annual General Meeting to be held in the Calendar year 2024.

Smt. Sujata Rangnekar is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given her consent to act as a director.



The Company has also received declaration from Smt. Sujata Rangnekar that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Smt. Sujata Rangnekar fulfils the conditions for appointment as an Independent Director of the Company as specified in the Act and the Listing Regulations. Smt. Sujata Rangnekar is independent of the management.

Details of Smt. Sujata Rangnekar are provided in the "Annexure - I" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. She shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Smt. Sujata Rangnekar is interested in the Resolution as set out at Item No. 4 of the Notice with regard to her re-appointment. Relatives of Smt. Sujata Rangnekar 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 / Key Managerial Personnel of the Company / their relatives are , in any way, concerned or interested, financially or otherwise, in the Resolution.

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

#### **ITEM NO. 5:**

At the 75th Annual General Meeting held on 13th August, 2014, the members of the Company had appointed Shri Salil Kapoor (DIN: 02256540) as an Independent Director of the Company, to hold office for a period of 5 consecutive years upto the conclusion of 80th Annual General Meeting in the calendar year 2019 ("first term").

The Nomination and Remuneration Committee (the 'NRC') of the Board of Directors, on the basis of the report of performance evaluation, has recommended the re-appointment of Shri Salil Kapoor as an Independent Director, for a second term of 5 (five) consecutive years, on the Board of the Company.

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 Shri Salil Kapoor would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Shri Salil Kapoor as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company up to conclusion of 85th Annual General Meeting to be held in the Calendar year 2024.

Shri Salil Kapoor is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given his consent to act as a director.

The Company has also received declaration from Shri Salil Kapoor that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Shri Salil Kapoor fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Shri Salil Kapoor is independent of the management.

Details of Shri Salil Kapoor are provided in the "Annexure - I" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Shri Salil Kapoor is interested in the Resolution as set out at Item No. 5 of the Notice with regard to his re-appointment. Relatives of Shri Salil Kapoor 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 / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

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

**ITEM NO. 6:**

The Board, on the recommendations of the Audit Committee, has approved the re-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, 2020, as per following details:

Sr. No	Name of the Cost Auditor	Industry	Audit Fees (Rs.)
1	Nanabhoy&Company	Chemicals (Caustic Soda)	85,000/- (Rupees Eighty Five thousand only)
2	N. D. Birla & Company	Chemicals (Soda Ash)	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, 2020 by passing an Ordinary Resolution as set out at Item No. 6 of the Notice.

None of the Directors / Key Managerial Personnel of the Company /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. 6 of the Notice for ratification by the members.

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  
Email: legal@dcwlimited.com  
CIN: L24110GJ1939PLC000748  
Website: www.dcwlimited.com  
Date 13th August, 2019  
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	Shri Mudit Sharadkumar Jain	Shri Mahesh Vennelkanti	Smt. Sujata Rangnekar	Shri Salil Kapoor
Date of Birth	03.09.1962	26.04.1947	11.10.1962	16.11.1958
Age	56 Years	72 Years	56 Years	60 Years
DIN	00647298	03633359	06425371	02256540



Name of Director	Shri Mudit Sharadkumar Jain	Shri Mahesh Vennelkanti	Smt. Sujata Rangnekar	Shri Salil Kapoor
Date of first appointment on the Board of the Company	06.08.2012	28.06.2019	31.10.2012	23.10.2013
Qualification	Post Graduate Degree in Management Studies from Jamnalal Bajaj Institute of Management Studies, Mumbai and M.B.A. (Wharton Business School, U.S.A.)	Bachelor's degree in Technology	B.Com, F.C.A., L.L.B.	B.A LL.B
Experience and expertise	He is Managing Director of the Company from Promoter Group and is in charge of the Caustic Soda Division and also oversees the Marketing operations of the Beneficiated Illmenite unit of the Company	He has an overall 40 years of experience in leading and shaping Indian and multi-national organizations across situations as a growth leader, turnaround leader and in entrepreneurial ventures. He has served as a CEO and Managing Directors of various Indian and multi-national organizations.	She is a practising Chartered Accountant. She was the President of the Sales Tax Practitioners Association of Maharashtra in the year 1999-2000. She was also the President of the Sales Tax Tribunal Bar Association for a term 2002-2004. She is a regular column writer and contributor to leading journals on Sales Tax.	He is an Advocate of Income Tax matters practicing in Supreme Court and various High Courts. He was a member of Income Tax Appellate Tribunal from March 2005 to September, 2006 and was also a Director of Bank of Rajasthan from December, 2008 to August, 2010. He represents major Multinationals and Indian Companies on domestic and international taxation matters.
Terms and Conditions of Appointment/ Reappointment	In terms of Section 152(6) of the Companies Act, 2013, Shri Mudit Sharadkumar Jain who was re-appointed as a Managing Director at the Annual General Meeting held on September 29, 2016, is liable to retire by rotation	As per the resolution at Item No. 3 of the Notice convening this Meeting read with explanatory statement thereto. Shri Mahesh Vennelkanti is proposed to be appointed as an Independent Director	As per the resolution at Item No. 4 of the Notice convening this Meeting read with explanatory statement thereto. Smt. Sujata Rangnekar proposed to be re-appointed as an Independent Director	As per the resolution at Item No. 5 of the Notice convening this Meeting read with explanatory statement thereto. Shri Salil Kapoor proposed to be re-appointed as an Independent Director
Remuneration last Drawn (including sitting fees, if any)	For remuneration please refer the Corporate Governance Report	Nil	For remuneration please refer the Corporate Governance Report	For remuneration please refer the Corporate Governance Report



Name of Director	Shri Mudit Sharadkumar Jain	Shri Mahesh Vennelkanti	Smt. Sujata Rangnekar	Shri Salil Kapoor
Remuneration Proposed to be paid	As per the resolution at Item No. 2 of the Notice convening this Meeting read with explanatory statement thereto and the resolution at Item No. 5 passed by the shareholders at the Annual General Meeting held on September 29, 2016 and existing terms and conditions	As per the resolution at Item No. 3 of the Notice convening this Meeting read with explanatory statement thereto. and existing terms and conditions	As per the resolution at Item No. 4 of the Notice convening this Meeting read with explanatory statement thereto and existing terms and conditions	As per the resolution at Item No. 5 of the Notice convening this Meeting read with explanatory statement thereto and existing terms and conditions
Number of Board Meeting attended during the year 2018-19	7	Nil	5	1
Directorship held in other Listed Companies (As on March 31, 2019)	Nil	Nil	Nil	Nil
Directorship in other Companies (excluding foreign companies and Section 8 companies) (As on March 31, 2019)	<ul style="list-style-type: none"> <li>• DCW Pigments Limited</li> <li>• Sahu Cylinders And Udyog Private Limited</li> <li>• Sahu Brothers Private Limited</li> <li>• Jain Sahu Brothers Properties Private Limited</li> </ul>	Nil	Nil	Nil
Chairmanship/ Membership of Committees of the Board of Directors of other listed companies as on March 31, 2019	Nil	Nil	Nil	Nil



Name of Director	Shri Mudit Sharadkumar Jain	Shri Mahesh Vennelkanti	Smt. Sujata Rangnekar	Shri Salil Kapoor
Chairmanship/ Membership of Committees of the Board of Directors of other companies as on March 31, 2019	Nil	Nil	Nil	Nil
Shareholding of Director in the Company (As on March 31, 2019)	13,01,498 Equity Shares	Nil	Nil	Nil
Relationship with other Director/ Key Managerial Personnel ("KMP")	Related to Pramodkumar Shriyansprasad Jain, Shri Bakul Premchand Jain and Shri Vivek Shashichand Jain, Managing Directors	Not related to any other Directors or KMP of the Company	Not related to any other Directors or KMP of the Company	Not related to any other Directors or KMP of the Company

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.



**DCW LIMITED**

**Registered office:** Dhrangadhra – 363 315, Gujarat

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

**Email :** legal@dcwltd.com | **Website:** www.dcwlimited.com

**CIN No.:** L24110GJ1939PLC000748

**MGT-11**

**Proxy Form**

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

Name of the Member(s) : \_\_\_\_\_

Registered address : \_\_\_\_\_

E-mail : \_\_\_\_\_

Folio no./Client Id/DP Id : \_\_\_\_\_

No. of shares : \_\_\_\_\_

I / We, being the member(s) of the above named company, hereby appoint:

1. Name: \_\_\_\_\_

Address : \_\_\_\_\_

\_\_\_\_\_

E-mail: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him / her

2. Name: \_\_\_\_\_

Address : \_\_\_\_\_

\_\_\_\_\_

E-mail: \_\_\_\_\_ Signature \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 80<sup>th</sup> ANNUAL GENERAL MEETING of the Company, to be held on Monday, 30th September, 2019 at 10.00 A.M. at the Registered Office of the Company situated at Dhrangadhra – 363 315, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	For	Against
<b>Ordinary Business</b>			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon		
2	To appoint Shri Mudit Sharadkumar Jain (DIN: 00647298), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment		
<b>Special Business</b>			
3	To Appoint Shri Mahesh Vennelkanti (DIN: 03633359) as an Independent Director		
4	To re-appoint Smt. Sujata Rangnekar (DIN : 06425371) as an Independent Director of the Company		
5	To re-appoint Shri Salil Kapoor (DIN: 02256540) as an Independent Director of the Company		
6	Ratification of Remuneration of the Cost Auditors for the Financial Year ending March 31, 2020		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

Affix Revenue Stamp of Re. 1
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Signature of the proxy holder(s)

Signature of the member

**Notes:**

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





# DCW LIMITED

**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.dcwLtd.com  
**CIN No.:** L24110GJ1939PLC000748 **Email :** legal@dcwLtd.com

## ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

### 80<sup>TH</sup> ANNUAL GENERAL MEETING

Name(s) of Shareholder(s) (including joint holders if any) Registered Address of the Sole/ First Named Shareholders	
Folio No. / Client ID / DP ID	
No. of Shares	
Name of the attending member / Proxy (in BLOCK LETTERS)	

I hereby record my presence at the **80<sup>TH</sup> ANNUAL GENERAL MEETING** of the Company being held at 10.00 a.m. on Monday, September 30, 2019 at Dhrangadhra – 363 315, Gujarat.

\_\_\_\_\_  
Member's/Proxy's Signature  
(To be signed at the time of handing over the Slip)

### ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number	User ID	Password / PIN
111826		

**Note:** Please read the complete instructions given under the INSTRUCTIONS FOR E-VOTING to the Notice of the **80<sup>th</sup> Annual General Meeting**. The voting time commences on Friday, September 27, 2019 at 9 a.m. and ends on Sunday, September 29, 2019 at 5.00 p.m. The voting module shall be disabled by NSDL for voting thereafter.

### ROUTE MAP

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

