

June 05, 2024

The National Stock Exchange of India Ltd. Listing Department Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400051 Company Symbol: DMCC	BSE Limited Department of Corporate Services Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street Mumbai – 400001 Scrip Code : 506405
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Sub: Completion of Dispatch of Postal Ballot Notice of DMCC Speciality Chemicals Limited (Formerly known as The Dharamsi Morarji Chemical Company Limited)

Dear Sir/Madam,

Please find attached the Postal Ballot Notice dated May 23, 2024 seeking approval of the members (by remote e-voting) for:

1. Appointment of Shri Haren Devidas Parekh (DIN: 00004883) as a Non-Executive Independent Director of the Company for a first term of five (5) consecutive years, commencing from May 23, 2024 upto May 22, 2029.
2. Appointment of Shri Kuldeep Kumar Tiwari (DIN: 10633725) as a Whole-Time Director designated as “Executive Director (Operations)” of the Company for a period of three (3) consecutive years with effect from May 24, 2024 till May 23, 2027.
3. Approval for waiver of recovery of excess remuneration by way of commission paid to Non-Executive Directors of the Company for the FY 2022-2023.
4. Approval for waiver of recovery of excess managerial remuneration paid to Shri Dilip Trimbak Gokhale (DIN: 06734397), Executive Director of the Company for the FY 2023-2024.
5. Approval of payment of commission to the Non-Executive Directors of the Company.

The Company has completed dispatch of Postal Ballot Notice today, i.e., on Wednesday, June 05, 2024 only through electronic mode to those Members whose e-mail addresses are registered with the Registrar and Share Transfer Agent i.e. Link Intime India Private Limited (‘RTA’) / Depositories / Depository Participants (in case of electronic shareholding) and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the RTA/Depositories as on Friday, May 31, 2024 (Cut-off date).

Please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement for your record. The notice is also available on the Company’s website at www.dmcc.com and on the website of RTA at <https://instavote.linkintime.co.in>

DMCC SPECIALITY CHEMICALS LIMITED
(Formerly known as “The Dharamsi Morarji Chemical Company Limited”)

REGD. OFFICE: Prospect Chambers, 317/21 Dr. D.N. Road, Fort, Mumbai 400001, India.
T: +9122 2204 8881-2-3, E: info@dmcc.com, W: www.dmcc.com
CIN NUMBER: L24110MH1919PLC000564

The Company has engaged the services of Link Intime India Private Limited ('RTA'), for providing remote e-voting facility to all its members. The e-voting facility will be available during the following period:

Commencement of e-voting	Thursday, June 06, 2024 at 09.00 a.m. (IST)
End of e-voting	Friday, July 05, 2024 at 5:00 p.m. (IST)

The results of the Postal Ballot will be announced on or before Monday, July 08 2024.

You are requested to kindly take the same on your record.

Thanking you,

Yours Faithfully

For DMCC Speciality Chemicals Limited
(Formerly known as The Dharamsi Morarji Chemical Company Limited)

Omkar Mhamunkar
Company Secretary & Compliance Officer
ICSI Membership No. ACS 26645



DMCC SPECIALITY CHEMICALS LIMITED

(Formerly known as “The Dharamsi Morarji Chemical Company Ltd.”)

CIN: L24110MH1919PLC000564

Registered Office: Prospect Chambers, 317/21 Dr. D.N. Road, Fort, Mumbai- 400001, India

Tel: + 91 22 2204 8882/3 ; **E-mail :** investor@dmcc.com ; **Website :** www.dmcc.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

VOTING STARTS ON	VOTING ENDS ON
Thursday, June 06, 2024 at 09.00 a.m. (IST)	Friday, July 05, 2024 at 05.00 p.m. (IST)

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (‘Act’) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (‘Rules’), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (‘SS-2’), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (‘MCA’) for holding general meetings/ conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, (collectively the ‘MCA Circulars’), to transact the special businesses as set out hereunder by passing Special Resolutions by way of postal ballot only by voting through electronic means (‘remote e-Voting’).

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice (‘**Notice**’) for your consideration and forms part of this Notice.

DMCC Speciality Chemicals Limited (Formerly known as The Dharamsi Morarji Chemical Company Limited) hereinafter referred as (‘The Company’) is sending this Notice ONLY in electronic form to those members whose e-mail addresses are registered with the Link Intime India Private Limited, Registrar and Transfer Agent, hereinafter referred as (‘**RTA**’/ ‘**LINK INTIME**’)/ or on the Register of Beneficial Owners maintained by the depositories viz. National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL) hereinafter referred as (‘**Depositories**’). Accordingly, a physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The detailed procedure for remote e-voting forms part of the ‘Notes’ section to this Notice.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is

providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically.

The Company has engaged the services of RTA for the purpose of providing a remote e-voting facility to all its members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.dmcc.com.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) of Friday, July 05, 2024. The e-voting facility will be disabled by the RTA immediately thereafter and will not be allowed beyond the said date and time.

SPECIAL BUSINESS:

1. Appointment of Shri Haren Devidas Parekh (DIN: 00004883) as an Independent Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, and in accordance with recommendation of the Nomination and Remuneration Committee, and approval of the Board of Directors, Shri Haren Devidas Parekh (DIN: 00004883), who was appointed as an Additional Director, designated as a Non-Executive Independent Director with effect from May 23, 2024, and in respect of whom the company has received a notice in writing under Section 160(1) of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of five (5) consecutive years, commencing from May 23, 2024 upto May 22, 2029.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary and /or the Chief Finance Officer of the Company, be and are hereby severally authorised to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto”.

2. Appointment of Shri Kuldeep Kumar Tiwari (DIN: 10633725) as a Whole-Time Director designated as “Executive Director (Operations)” of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161, 196, 197, 198, 203, Schedule V and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and in accordance with recommendation of the Nomination and Remuneration Committee, and approval of the Board of Directors, Shri Kuldeep Kumar Tiwari (DIN: 10633725), who was appointed as an Additional Director (Whole-Time Director) designated as an “Executive Director (Operations)” with effect from May 24, 2024, and in respect of whom the company has received a

notice in writing under Section 160(1) of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as Whole-Time Director designated as an “Executive Director (Operations)” of the Company for a period of Three (3) consecutive years with effect from May 24, 2024 till May 23, 2027, liable to retire by rotation, upon the terms, conditions and remuneration as set out in the explanatory statement annexed to the notice with liberty to the Board (hereinafter referred to as ‘the Board’ which term shall be deemed to include any committee constituted/to be constituted by the Board) to alter and vary from time to time, the terms and conditions of the said appointment and/or remuneration as it may deem to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions if any, of the Act, without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT in the event if in any financial year, during the tenure of Shri Kuldeep Kumar Tiwari (DIN: 10633725), as a Whole Time Director designated as an “Executive Director (Operations)” of the Company, the Company has no profits or its profits are inadequate, the members hereby authorize the Board to pay the remuneration to Shri Kuldeep Kumar Tiwari, “Executive Director (Operations)” as minimum remuneration by way of salary, perquisites and other allowances, as per the terms and conditions mentioned in the explanatory statement, notwithstanding that such payment may be in excess of the individual limits prescribed by Section 197 and Schedule V of the Act (including statutory modification(s) or enactment(s) thereto, for the time being in force), and notwithstanding that the payment of such remuneration to the “Executive Director (Operations)” together with the payment of remuneration to all other directors (including the managing director, whole-time directors, and others directors) may be in excess of the aggregate limits prescribed by Section 197 and Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary and /or the Chief Finance Officer of the Company, be and are hereby severally authorised to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto”.

3. Approval for waiver of recovery of excess managerial remuneration by way of commission paid to Non-Executive Directors of the Company for FY 2022-23.

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

“**RESOLVED THAT** pursuant to the provisions of Section 197 of the Companies Act, 2013 (the “Act”) read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the Rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof) and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, approval of the Members be and is hereby accorded for the waiver of recovery of excess remuneration by way of commission paid to Non- Executive Directors of the Company for the financial year 2022-2023 which was in excess of maximum remuneration permissible under the Act.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary and /or the Chief Finance Officer of the Company, be and are hereby severally authorised to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto”.

4. Approval for waiver of recovery of excess managerial remuneration paid to Shri Dilip Trimbak Gokhale (DIN: 06734397), Executive Director of the Company for FY 2023-24.

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

“RESOLVED THAT pursuant to the provisions of Section 197 of the Companies Act, 2013 (the “Act”) read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the Rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof) and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, approval of the Members be and is hereby accorded for the waiver of recovery of excess managerial remuneration paid to Shri Dilip Trimbak Gokhale (DIN 06734397), Executive Director of the Company for the financial year 2023-2024, which was in excess of maximum remuneration permissible under the Act.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary and /or the Chief Finance Officer of the Company, be and are hereby severally authorised to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto”.

5. Approval of payment of commission to Non-Executive Directors of the Company.

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

“RESOLVED THAT in supersession of the earlier resolution passed in this regard and pursuant to the provisions of Section 149, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder read with Schedule V of the Companies Act, 2013 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17(6)(a) and all other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) or any other law for the time being in force, and in accordance with provisions of the Articles of Association of the Company, pursuant to the recommendations of the Nomination and Remuneration Committee and the approval of Board of Directors of the Company and subject to such other approvals as may be required in this regard, the approval of the Members of the Company be and is hereby accorded to pay remuneration by way of commission to Non-Executive Directors (including Independent Directors) upto one percent (1%) of the profits of the Company calculated as per Section 198 of the Companies Act, 2013 for a period of three financial years i.e. 2023-24, 2024-25 and 2025-26 or such other time period as may be permitted under the Act, in such amounts or proportions and in such manner as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT in the event if in any financial year stated above i.e. FY 2023-24, FY 2024-25 and FY 2025-26, the Company has no profits or its profits are inadequate, the Company shall pay remuneration by way of commission to Non-Executive Directors (including Independent Directors) upto one percent (1%) of the profits of the Company calculated as per Section 198 of the Companies Act, 2013 as minimum remuneration, notwithstanding that such payment may be in excess of the limits prescribed by Section 197 and Schedule V of the Act (including statutory modification(s) or enactment(s) thereto, for the time being in force), and notwithstanding that the payment of such remuneration together with the payment of remuneration to all other directors (including the managing director, whole-time directors, and others directors) may be in excess of the aggregate limits prescribed by Section 197 and Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the above remuneration shall be in addition to fees payable to the Director(s) for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT the Board of Directors and/or any duly constituted committee of the Board, be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.”

Regd. Office:

Prospect Chambers,
317/321, Dr. Dadabhoy Naoroji Road,
Fort, Mumbai 400 001.
CIN: L24110MH1919PLC000564
Website: www.dmcc.com
e-mail : investor@dmcc.com

By order of the Board of Directors

Omkar Mhamunkar
Company Secretary & Compliance Officer
ICSI M No. A26645

Date: May 23, 2024

Place: Mumbai

Notes:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
2. In terms of the MCA circulars, the Company is sending this Notice ONLY in electronic form to those Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories / RTA as on **Friday, May 31, 2024 ('Cut-Off Date')** and whose e-mail addresses are registered with RTA/Depositories/ Depository Participants (in case of electronic shareholding). The voting rights of the Members / Beneficial Owner (in case of electronic shareholding) shall be in proportion to their share of the paid-up equity share capital of the Company as on the **Cut-Off Date** i.e. **Friday, May 31, 2024**. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes will not be sent to the members for this Postal Ballot.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as of the **Cut-Off Date** shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.

It is however, clarified that all members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

4. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.dmcc.com , websites of the Stock Exchanges i.e. BSE Limited and National Stock

Exchange of India Limited at www.bseindia.com and at www.nseindia.com respectively and on the website of RTA at <https://instavote.linkintime.co.in>

5. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
6. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations, SS-2 and MCA Circulars including any amendments thereto the Company is pleased to offer remote e-voting facility to all the Members of the Company to enable the members to cast their votes electronically.
7. Members desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section “Voting through Electronic Means” in this Postal Ballot Notice.
8. The voting period commences on **Thursday, June 06, 2024 at 09.00 a.m. (IST)** and ends on **Friday, July 05, 2024 at 05.00 p.m. (IST)** Members are requested to cast their vote through the e-voting process during the e-voting period but not later than 5:00 PM (IST) on Friday, July 05, 2024 to be eligible for being considered, failing which it will be strictly considered that no vote has been cast by the shareholder.
9. The vote in this Postal Ballot cannot be exercised through proxy.
10. The Board of Directors has appointed Shri Satish Kumar Jain, Proprietor of SKJ & Associates, Practising Company Secretaries (Membership No. FCS: 6398; CP No. 6632) as the Scrutinizer to scrutinize the remote e-voting and ensure that the voting process at the Postal Ballot is conducted in a fair and transparent manner and issue a report on the votes through remote e-voting and those cast at the Postal Ballot. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.
11. The Scrutinizer will submit his report to the Chairman, or any other person authorized by him, after the completion of scrutiny, and the result of voting through the e-voting process will be announced by the Chairman or any such person authorized by him on or before Monday, July 08, 2024.
12. The said results along with the Scrutinizer’s Report will be intimated to BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”), where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website at www.dmcc.com and on the website of RTA at <https://instavote.linkintime.co.in> The results shall also be displayed on the notice board at the Registered Office of the Company.
13. The resolution, if passed by the requisite majority through Postal Ballot, shall be deemed to have been passed on Friday, July 05, 2024 i.e. being the last date specified by the Company for remote e-voting.
14. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to investor@dmcc.com from their registered e-mail addresses mentioning their names, folio numbers / DP ID and Client ID, and documents they wish to inspect, with a self-attested copy of their PAN card attached to the e-mail, between the period Thursday, June 06, 2024 to Friday, July 05, 2024.
15. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they maintain their demat accounts.

Members holding shares in physical form are required to submit their PAN details to the Company at investor@dmcc.com or the Company's RTA.

16. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.
17. Members intending to receive the notice and whose e-mail address is not registered with the RTA/Depositories, may register their e-mail address with the RTA, on or before 5:00 p.m. (IST) on June 26, 2024.

A. One-time registration of e-mail address with RTA for receiving the Notice and casting votes electronically:

As part of Company's green initiative and to facilitate Members to receive this Notice electronically, the Company has made special arrangements with its RTA i.e. Link Intime India Private Limited for registration of e-mail addresses. Eligible Members who have not registered their e-mail addresses with the RTA, are required to provide the same to the RTA, on or before 5:00 p.m. (IST) on June 26, 2024.

B. Process to be followed for one-time registration of e-mail address (for shares held in physical form or in electronic form) is as follows:

- a) Visit the link: https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html
- b) Select the name of the Company from drop-down: **DMCC Speciality Chemicals Limited**
- c) Enter details in respective fields such as DP ID and Client ID (if shares held in electronic form) / Folio no. and Certificate no. (if shares held in physical form), Shareholder name, PAN, mobile number and e-mail id.
- d) System will send One Time Password ('OTP') on mobile no. and e-mail id
- e) Enter OTP received on mobile no. and e-mail id and submit.

After successful submission of the e-mail address, RTA will e-mail a copy of the Postal Ballot Notice along with the e-Voting user ID and password. For voting process, please refer 'Notes' section of the Postal Ballot Notice. In case of any queries, Members may write to rnt.helpdesk@linkintime.co.in

C. Registration of e-mail address permanently with RTA / DP:

Members who have not yet registered their email addresses are requested to register the same with their Depository Participant (DP) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical for by furnishing KYC details in Form ISR-1. The said form and other relevant KYC Forms are available on the website of the Company at www.dmcc.com and on the website of RTA at <https://liiplweb.linkintime.co.in/KYC-downloads.html>

18. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote for Postal Ballot.

19. VOTING THROUGH ELECTRONIC MEANS

The procedure and instructions for remote e-voting are as under:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

A. Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> “
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

B. Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasinew/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.

- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasinew/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

C. Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

D. Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall

provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide 'D' above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.

2. E-voting page will appear.

3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).

4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.

E. Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):

STEP 1 – Registration

a) Visit URL: <https://instavote.linkintime.co.in>

b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”

c) Fill up your entity details and submit the form.

d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr. No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.

- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods; once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company’s Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from ‘Download Sample Vote File’ option.

- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate):	Your User ID is Event No + Folio Number registered with the Company
User ID for Shareholders holding shares in NSDL demat account	Your User ID is 8 Character DP ID followed by 8 Digit Client ID
User ID for Shareholders holding shares in CDSL demat account	Your User ID is 16 Digit Beneficiary ID

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘**Login**’ under ‘**Corporate Body/ Custodian/Mutual Fund**’ tab and further Click ‘**forgot password?**’
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

Item No. 1

Pursuant to the recommendation of the Nomination and Remuneration Committee, and subject to approval of members of the Company, the Board at its meeting held on May 23, 2024 approved appointment of Shri Haren Devidas Parekh (DIN: 00004883) as an Additional Director designated as Non-Executive Independent Director for first term of five (5) consecutive years with effect from May 23, 2024 to May 22, 2029 on terms as specified in the letter of appointment.

Shri Haren Parekh is a highly accomplished professional with over 39 years of rich experience in the field of Banking, Finance, Treasury, Legal, Secretarial, Compliance, Infra, and Capital Markets. He is currently a financial advisor. He holds a Bachelor's degree in Commerce and is also a Fellow member of the Institute of Chartered Accountants of India (ICAI). He has played a pivotal role in establishing HDB Financial Services Limited (a subsidiary of HDFC Bank Limited) from its inception to 110 bn + in revenue and 1300+ branches and a liability profile of over 500bn. Throughout his career, he has held various key positions such as Chief Finance Officer of HDB Financial Services Limited (a subsidiary of HDFC Bank Limited), and Chief Finance Officer of CIBIL - Credit Information Bureau (India) Ltd to name a few. Shri Haren Parekh is a respected industry expert, regularly sought out for his advice on financial markets.

Shri Haren Parekh is qualified to be 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 a declaration from Shri Haren Parekh that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Shri Haren Parekh for the office of Independent Director of the Company.

In the opinion of the Board of Directors, Shri Haren Parekh fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Shri Haren Parekh is independent of the management and possesses the appropriate skills, experience, knowledge and capabilities, required for the role of Independent Director. Shri Haren Parekh's vast experience in the field of Banking, Finance, Treasury, Legal, Secretarial, Compliance, Infra, and Capital Markets will immensely benefit the Company. Shri Haren Parekh has assured the Board of Directors that he will devote as much time as is required for discharging his responsibilities as an Independent Director. In view of the above, the appointment of Shri Haren Parekh as an Independent Director is in the interest of the Company.

Details of Shri Haren Parekh and other details required as per Listing Regulations and Secretarial Standard - 2 are provided in Annexure 2 to this Notice.

Shri Haren Parekh shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and profit-related commission within the limits stipulated under Section 197 of the Act.

In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV of the Act and other applicable provisions of the Act, appointment of Shri Haren Parekh as a Non-Executive Independent Director requires approval of members of the Company.

Further, in terms of Regulation 25(2A) of the Listing Regulations, appointment of Shri Haren Parekh as a Non-Executive Independent Director requires approval of members of the Company by passing a special resolution.

Further, in terms of the requirements of Regulation 17 (1C) of the Listing Regulations the approval of the members is required to be taken at the next general meeting or within a time period of three months from the date of appointment or re-appointment of the Director or Manager, whichever is earlier and accordingly the approval of members is sought by way of passing of resolution through Postal Ballot.

Accordingly, the approval of members is sought for the appointment of Shri Haren Parekh as a Non-Executive Independent Director of the Company.

Copy of the letter of appointment issued to Shri Haren Parekh setting out the terms and conditions of appointment will be available for inspection by the members electronically. Members seeking to inspect the same can send an email to investor@dmcc.com

Shri Haren Parekh shall be deemed to be concerned or interested in the resolution set out at Item no. 1 of the Notice to the extent of the to the extent of his shareholding interest, if any, in the Company and compensation that may be received by him in the future. Relatives of Shri Haren Parekh 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.

The Board of Directors recommend the Special Resolution set out at Item No. 1 of this Notice for approval by the members.

Item No. 2

Pursuant to recommendation of the Nomination and Remuneration Committee and subject to approval of members of the Company, the Board of Directors of the Company at their meeting held on May 23, 2024 appointed Shri Kuldeep Kumar Tiwari (DIN: 10633725) as an Additional Director (Whole Time Director) designated as “Executive Director (Operations)” of the Company, for a period of three (3) consecutive years with effect from May 24, 2024 to May 23, 2027 subject to approval of shareholders.

Shri Kuldeep Kumar Tiwari aged about 51 years is a Science Graduate and seasoned Professional and brings with him rich experience of 26+ years in project management and operations in the Sulphuric acid industry in India and Abroad. Shri Kuldeep Kumar Tiwari has been working with the Company since year 2020 and before his appointment as Executive Director (Operations)” he was designated as Vice President (Operations) of the Company.

Shri Kuldeep Kumar Tiwari is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Shri Kuldeep Kumar Tiwari that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. The Nomination and Remuneration Committee also confirmed that the proposed remuneration of Shri Kuldeep Kumar Tiwari is as per the remuneration policy.

Considering the rich knowledge, expertise and vast experience and association with the Company, the Board is of the opinion that his appointment on the Board would immensely benefit the Company.

The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Shri Kuldeep Kumar Tiwari for the Whole Time Director designated as “Executive Director (Operations)” of the Company.

Further, in terms of the requirements of Regulation 17 (1C) of the Listing Regulations the approval of the members is required to be taken at the next general meeting or within a time period of three months from the date of appointment or re-appointment of the Director or Manager, whichever is earlier and accordingly the approval of members is sought by way of passing of resolution through Postal Ballot.

The terms of appointment of Shri Kuldeep Kumar Tiwari Executive Director (Operations) are as under:

The terms and conditions of the appointment are as under

- Tenure** : 24th May, 2024 to 23rd May, 2027
- Salary** : Rs. 95,000/- per month in the range of Rs. 95,000/- to Rs. 1,25,000/- per month with such increment(s) from time to time as the Board /Nomination and Remuneration Committee of Directors may deem fit.

Annual Performance Linked Incentive: Upto Rs. 1,00,000/- (Rupees One Lakh Only)

Other Perks:

CATEGORY “A”

- (i) Special Allowance of Rs. 1,35,000/- per month in the range of Rs. 1,35,000/- to Rs. 1,55,000/- per month with such increment(s) from time to time as the Board /Nomination and Remuneration Committee of Directors may deem fit.
- (ii) Housing: Company provided [furnished /unfurnished] accommodation and/or HRA in lieu of Company provided accommodation as per the Company’s Policy.

CATEGORY “B”

- (i) Contribution to the Provided Fund.
- (ii) Gratuity as per rules of the Company
- (iii) Leave Travel Allowance of Rs. 36,000/- per annum.
- (iv) Bonus of Rs. 18,000/- per annum

CATEGORY “C”

- (i) A car for use for the business and personal use **OR** car allowances of Rs. 1,20,000/- per annum.
- (ii) Reimbursement of petrol expenses up to Rs. 1,08,000/- per annum
- (iii) Reimbursement of Helper expenses up to Rs. 78,000/- per annum.
- (iv) Reimbursement of Telephone expenses at actuals maximum up to Rs. 1,000/- per month.

Note: Car with driver for use of Company’s business shall not be considered as a perquisite.

Shri Kuldeep Kumar Tiwari, Executive Director (Operations) shall further be entitled to Leave with salary, allowances and other benefits as per Leave Rules of the Company and the leave accumulated but not availed may be encashed as per rules of the Company. The monetary value of perquisites will be evaluated as per the Income-Tax Rules and be subject to such ceiling as may be prescribed by the Central Government.

Details of Shri Kuldeep Kumar Tiwari and other details required as per Listing Regulations and Secretarial Standard - 2 are provided in Annexure 2 to this Notice.

Accordingly, the approval of members is sought for the appointment of Shri Kuldeep Kumar Tiwari as an Executive Director (Operations) Director of the Company.

Shri Kuldeep Kumar Tiwari shall be deemed to be concerned or interested in the resolution set out at Item no. 2 of the Notice to the extent of his shareholding interest, if any, in the Company and compensation that may be received by him in the future. Relatives of Shri Kuldeep Kumar Tiwari 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.

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

Item No. 3

For the financial year 2022-23, the Company has an inadequate profit as the total managerial remuneration exceeded 11% of the net profit of the Company calculated in accordance with Section 198 of the Companies Act, 2013 and that 1% Commission for FY 2022-23 amounting to Rs. 14.52 Lakhs approx. in aggregate was paid to the Non-Executive Directors (The said commission for FY 2022-23 was paid in FY 2023-24) and therefore, in terms of Section 197(10) of the Act, approval of members of the Company by way of special resolution is required to be obtained for the waiver of recovery of the excess remuneration by way of commission paid to the Non-Executive Directors.

The information as required to be disclosed under paragraph (iv) of the second proviso after Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 is given in the Annexure to the Notice.

The Company, as on date, is not in default in payment of dues to any bank or public financial institution or to non-convertible debenture holders or to any other secured creditor, and accordingly their prior approval is not required, for approval of the proposed special resolution. The Nomination and Remuneration Committee and the Board of Directors of the Company at its meeting held on May 23, 2024, have considered this proposal and recommended/ approved the waiver of recovery of the excess remuneration paid to the Non-Executive Directors for FY 2022-23 subject to the approval of the Members by way of Special Resolution.

Therefore, the members are requested to grant their approval for waiver of recovery of the excess managerial remuneration paid to the Non-Executive Directors for FY 2022-23.

Non-Executive Directors (including Independent Directors) of the Company, shall be deemed to be concerned or interested in the resolution set out at Item no. 3 of the Notice to the extent of the to the extent of their shareholding interest, if any, in the Company and compensation that may be received by them in the future. Relatives of Non-Executive Directors (including Independent Directors) 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.

The Board of Directors recommends the Special Resolution set out at Item no. 3 of the Notice for approval by the members.

Item 4

During the financial year 2023-24, the Net profit of the Company in accordance with the Section 198 of the Companies Act, 2013 ("Act") is Rs. 1,067.84 Lakhs (approx.) and accordingly the limit of Managerial Remuneration under section 197 of the Act is Rs. 106.78 Lakhs (approx.) i.e. 10% of the net profit. The Company has already obtained approval of members by way of postal ballot on June 23, 2023 for the remuneration payable to the Managing Director and Chief Executive Officer of the Company for the period of three years w.e.f. April 01, 2023 to March 31, 2026 in accordance with the limits specified under Section II(A) of Part II of Schedule V of the Act and during the year the Company has paid Rs. 54.41 lakhs towards managerial remuneration to Shri Dilip Trimbak Gokhale, Executive

Director which is in excess of the limits specified under Section 197 of the Act. Further, as per Section 197 of the Act, the individual limit of managerial remuneration i.e. 5% of the net profit calculated as per Section 198 of the Act is Rs. 53.39 Lakhs as against the remuneration paid of Rs. 54.41 Lakhs and therefore, considering the Individual limit also the managerial remuneration paid to Shri Dilip Trimbak Gokhale is in excess by Rs. 1.02 lakhs and therefore, it is proposed to seek the approval from the members of the Company by way of special resolution for waiver of recovery of the excess remuneration paid to Shri Dilip Trimbak Gokhale for the financial year 2023-24.

In terms of Section 197(10) of the Act, the Members of the Company can waive recovery of the excess remuneration paid to managerial personnel by way of passing a special resolution.

The information as required to be disclosed under paragraph (iv) of the second proviso after Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 is given in the Annexure to the Notice.

The Company, as on date, is not in default in payment of dues to any bank or public financial institution or to non-convertible debenture holders or to any other secured creditor, and accordingly their prior approval is not required, for approval of the proposed special resolution. The Nomination and Remuneration Committee and the Board of Directors of the Company at its meeting held on May 23, 2024, have considered this proposal and recommended/ approved the waiver of recovery of the excess remuneration paid during the year 2023-24 to Shri Dilip Trimbak Gokhale, Executive Director subject to the approval of the Members by way of Special Resolution.

Therefore, the members are requested to grant their approval for waiver of recovery of the excess managerial remuneration paid to Shri Dilip Trimbak Gokhale during the Financial Years 2023-24.

Shri Dilip Trimbak Gokhale shall be deemed to be concerned or interested in the resolution set out at Item no. 4 of the Notice to the extent of the to the extent of his shareholding interest, if any, in the Company and compensation that may be received by him in the future. Relatives of Shri Dilip Trimbak Gokhale 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 or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolution.

The Board of Directors recommends the Special Resolution set forth in Item No. 4 for approval of the Members.

Item No. 5

The members of the Company, at their 97th Annual General Meeting held on September 26, 2018, had approved the payment of commission to Non-Executive Directors of the Company upto 1% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013 ('the Act') for each financial year commencing from April 01, 2017 onwards and had authorized the Board of Directors to fix the criteria of payment of such commission to the directors.

The threshold limit prescribed for commission under Section 197 of the Act read with Schedule V of the Act, and other applicable provisions, the total managerial remuneration payable by the Company to its Directors, (including the managing director, whole-time directors, and others directors) in respect of any Financial Year shall not exceed 11% of the net profit of the Company calculated in accordance with Section 198 of the Act. However, sitting fees paid to the Non-Executive Directors are outside the purview of the above limits.

The Company had inadequate profit under section 198 of the Act during the financial year(s) 2023-24 and therefore approval of members by way of special resolution is required to be obtained for payment of remuneration by way of commission not exceeding in the aggregate, 1% per annum of the net profits of the Company computed in the manner referred to in Section 198 of Act to the Non-Executive Directors of the Company for the period of 3 (three) years commencing from FY 2023-24 i.e. FY 2023-24, FY 2024-25 and FY 2025-26. The Company intends to pay commission to Non-Executive Directors only upto aggregate 1% per annum of the net profits of the Company computed in the manner referred to in Section 198 of the Act and approval of members by way of special resolution is being sought pursuant to the provisions of the Section 197 of the Act read with Schedule V of the Act as an abundant precaution for the payment of proposed remuneration as a minimum remuneration in case of inadequate profits.

The Ministry of Corporate Affairs (MCA) vide notification dated March 18, 2021 amended provisions of Sections 149 and 197 of the Act by the Companies (Amendment) Act, 2020 to enable the companies having no profits or inadequate profits to pay remuneration to its Non-Executive Directors in accordance with the provisions of Schedule V of the Act.

Further, in terms of Regulation 17(6)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the payment of any fees or compensation to Non-Executive Directors require approval of shareholders in general meeting.

The Company's Non-Executive Directors are professionals with high level of expertise and have rich experience in functional areas such as business strategy, business development, finance & taxation, Legal, Compliance and Governance, Insurance, Foreign Trade, Risk Management, International Business and Due Diligence amongst others. Non-executive Directors are actively involved in various decision-making process and are making valuable contributions towards business development, governance, long term strategy and compliances.

Regulatory requirements, corporate governance norms have been strengthened by the Act and Listing Regulations with key emphasis on effective governance, risk management, statutory compliances etc. and thereby placing increased accountability on the Board. The role and responsibilities of the Board particularly the Non-executive directors have increased more requiring greater time commitments and attention.

Considering the rich experience and expertise brought into the Board by the Non-Executive Directors, the Board of Directors on recommendation of the Nomination and Remuneration Committee at its meeting held on May 23, 2024, subject to the approval of the Members, approved payment of commission not exceeding in the aggregate, 1% per annum of the net profits of the Company computed in the manner referred to in Section 198 of the Companies Act, 2013 to the Non-Executive Directors of the Company for the period of 3 (three) years commencing from FY 2023-24 i.e. FY 2023-24, FY 2024-25 and FY 2025-26.

Further in the event if in any financial year stated above the Company has no profits or its profits are inadequate, the Company shall pay remuneration by way of commission to Non-Executive Directors (including Independent Directors) not exceeding one percent (1%) of the profits of the Company calculated as per Section 198 of the Companies Act, 2013 as minimum remuneration, notwithstanding that such payment may be in excess of the limits prescribed by Section 197 and Schedule V of the Act (including statutory modification(s) or enactment(s) thereto, for the time being in force), and notwithstanding that the payment of such remuneration together with the payment of remuneration to all other directors (including the managing director, whole-time directors, and others directors) may be in excess of the aggregate limits prescribed by Section 197 and Schedule V of the Companies Act, 2013.

The information as required to be disclosed under paragraph (iv) of the second proviso after Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 is given in the Annexure to the Notice.

The Company, as on date, is not in default in payment of dues to any bank or public financial institution or to non-convertible debenture holders or to any other secured creditor, and accordingly their prior approval is not required, for approval of the proposed special resolution.

Non-Executive Directors along with his relatives are deemed to be interested in the said resolution, to the extent of their respective shareholding, if any, in the Company.

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

The Board recommends the Resolutions at Item No. 5 for approval by the Members by way of Special Resolution.

Disclosure as required as per item (iv) of third proviso of Section II of Part II of under Schedule V to the Companies Act, 2013 is given hereunder:

I. General Information

Nature of Industry	The Company is a fully integrated speciality chemical company that specialises in sulphur, boron and ethanol chemistry and its products find application in a variety of end-use industries, such as, pharmaceuticals, detergents, dyes, fertilizers, pigments and cosmetics.															
Date or expected date of commencement of commercial production	September 25, 1919 (Date of Incorporation)															
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable as the Company is an existing Company.															
Financial performance based on given indicators	<p style="text-align: right;">(Rs. In Lakhs)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>2023-24</th> <th>2022-23</th> </tr> </thead> <tbody> <tr> <td>Sales Turnover</td> <td>32,791.99</td> <td>38,651.60</td> </tr> <tr> <td>EBITDA</td> <td>4,666.71</td> <td>3,866.40</td> </tr> <tr> <td>Profit Before Tax (PBT)</td> <td>1,722.15</td> <td>1,050.21</td> </tr> <tr> <td>Profit After Tax (PAT)</td> <td>1,157.08</td> <td>685.67</td> </tr> </tbody> </table>	Particulars	2023-24	2022-23	Sales Turnover	32,791.99	38,651.60	EBITDA	4,666.71	3,866.40	Profit Before Tax (PBT)	1,722.15	1,050.21	Profit After Tax (PAT)	1,157.08	685.67
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Profit After Tax (PAT)	1,157.08	685.67														
Foreign investments or collaborations, if any.	The Company has DMCC (Europe) GmbH (Formerly Borax Morarji (Europe) GmbH) as a 100% wholly owned subsidiary Company in Germany. Primarily it owns registrations for your company's products as per REACH regulations. This is a requirement for sales into the European Union. During the year under review the name of Subsidiary is changed from Borax Morarji (Europe) GmbH to DMCC (Europe) GmbH. The Company has neither made any Foreign Investments nor entered into any collaborations during the last Financial Year.															

II. Information about the Directors

Particulars	Shri Laxmikumar Narottam Goculdas	Ms Mitika Laxmikumar Goculdas	Shri Sanjeev Vishwanath Joshi
	(1)	(2)	(3)
Background details, Job Profile and his/her suitability	Shri Laxmikumar N. Goculdas possesses over half a century of valuable expertise in the industry, with a profound understanding of trade, commerce, and corporate strategy. His impressive acumen in corporate restructuring, public relations, and	Ms. Mitika Laxmikumar Goculdas, holds an MBA in Finance from the prestigious Pennsylvania State University, USA. She has a phenomenal work experience of over 26 years and has led with distinction as Vice	Shri Sanjeev Vishwanath Joshi is a B. Com graduate and F.C.A. He is a Practising Chartered Accountant for more than three and a half decades. His proficiency in Finance and Accounting, Auditing, Internal

Particulars	Shri Laxmikumar Narottam Goculdas	Ms Mitika Laxmikumar Goculdas	Shri Sanjeev Vishwanath Joshi
	international trade sets him apart as an exceptional leader. Moreover, his comprehensive knowledge in business administration and corporate affairs serves as an invaluable asset to the Company.	President at Merrill Lynch in both the USA and Dubai. Her prowess in Finance, Industry, and International Trade is impeccable, and her contribution to the Company is invaluable.	Audit, Insurance, Foreign Trade, Taxation, Financial Management, Risk Management, Corporate Restructuring, Due Diligence, Corporate Governance, and Strategy is widely recognized and esteemed.
Past remuneration*	FY 2023-24: a) Sitting Fees: Rs. 2.25 Lakhs b) Commission: Rs. 4.84 Lakhs	FY 2023-24: a) Sitting Fees: Rs. 2.25 Lakhs b) Commission: Rs. 1.94 lakhs	FY 2023-24: a) Sitting Fees: Rs. 3.25 Lakhs b) Commission: Rs. 1.94 Lakhs
Recognition or awards	Nil	Nil	Nil
Remuneration proposed	Please refer explanatory statement and as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. www.dmcc.com Further, the Company intends to pay commission to Non-Executive Directors only upto 1% of the profits calculated under section 198 of the Companies Act, 2013. However minimum remuneration in case of inadequate profit is being proposed as an abundant caution.	Please refer explanatory statement and as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. www.dmcc.com Further, the Company intends to pay commission to Non-Executive Directors only upto 1% of the profits calculated under section 198 of the Companies Act, 2013. However minimum remuneration in case of inadequate profit is being proposed as an abundant caution.	Please refer explanatory statement and as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. www.dmcc.com Further, the Company intends to pay commission to Non-Executive Directors only upto 1% of the profits calculated under section 198 of the Companies Act, 2013. However minimum remuneration in case of inadequate profit is being proposed as an abundant caution.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size and nature of the Company, the profile of Shri Laxmikumar Narottam Goculdas, the remuneration is commensurate with the Industry Benchmark.	Taking into consideration the size and nature of the Company, the profile of Ms. Mitika Laxmikumar Goculdas, the remuneration is commensurate with the Industry Benchmark.	Taking into consideration the size and nature of the Company, the profile of Shri Sanjeev V. Joshi, the remuneration is commensurate with the Industry Benchmark.

Particulars	Shri Laxmikumar Narottam Goculdas	Ms Mitika Laxmikumar Goculdas	Shri Sanjeev Vishwanath Joshi
<p>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel (or other director), if any.</p>	<p>Shri Laxmikumar Narottam Goculdas is a Promoter of the Company and holds 9044691 Nos of Equity Shares of Rs. 10/- each.</p> <p>In addition to it, being a Significant Beneficial Owner (SBO) as per the provisions of the Companies Act, 2013 he also holds 3929778 Nos. of Equity Shares of Rs. 10/- each.</p> <p>He is the uncle of Shri Bimal Lalitsingh Goculdas, Managing Director & CEO of the Company and father of Ms. Mitika Laxmikumar Goculdas, Vice Chairperson of the Company.</p> <p>Save and except above, does Shri Laxmikumar N. Goculdas do not have any pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other directors.</p>	<p>Ms Mitika Laxmikumar Goculdas does not have any pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other directors except that she is the daughter of Shri Laxmikumar Narottam Goculdas, Chairman of the Company and cousin sister of Shri Bimal Lalitsingh Goculdas, Managing Director & CEO of the Company.</p>	<p>None</p>
<p>Securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year</p>	<p>Equity Shares: 9044691 Nos. of Equity Shares of Rs. 10/- each.</p> <p>In addition to it, being a Significant Beneficial Owner (SBO) as per the provisions of the Companies Act, 2013 he also holds 3929778 Equity Shares of Rs. 10/- each.</p> <p>Options: Nil Shares Pledge if any - Nil</p>	<p>Equity Shares: Nil Options: Nil Shares Pledge if any - Nil</p>	<p>Equity Shares: 4435 Nos. of Equity Shares of Rs. 10/- each. Options: Nil Shares Pledge if any - Nil</p>

Particulars	Shri Haren Devidas Parekh	Shri Kuldeep Kumar Tiwari	Shri Dilip Trimbak Gokhale
	(4)	(5)	(6)
Background details, Job Profile and his/her suitability	<p>Shri Haren Devidas Parekh is aged 62 years, is a highly accomplished professional with over 39 years of rich experience in the field of Banking, Finance, Treasury, Legal, Secretarial, Compliance, Infra, and Capital Markets. He is currently a financial advisor. He holds a Bachelor's degree in Commerce and is also a Fellow member of the Institute of Chartered Accountants of India (ICAI).</p> <p>Shri Haren Devidas Parekh has played a pivotal role in establishing HDB Financial Services Limited (a subsidiary of HDFC Bank Limited) from its inception to 110 bn + in revenue and 1300+ branches and a liability profile of over 500bn.</p> <p>Shri Parekh has held various key positions such as Chief Finance Officer of HDB Financial Services Limited (a subsidiary of HDFC Bank Limited), and Chief Finance Officer of CIBIL - Credit Information Bureau (India) Ltd. He is a respected industry expert, regularly sought out for his advice on financial markets.</p>	<p>Shri Kuldeep Kumar Tiwari aged about 51 years is a Science Graduate and seasoned Professional and brings with him rich experience of 26+ years in project management and operations in the Sulphuric acid industry in India and Abroad. Shri Kuldeep Kumar Tiwari has been working with the Company since year 2020 and before his appointment by the Board as “Executive Director (Operations)” he was designated as Vice President (Operations) of the Company.</p>	<p>Shri Dilip Trimbak Gokhale is a B. Com, LLB, CAIIB and Fellow Member of the Institute of Company Secretaries of India (FCS). Shri Gokhale is associated with the Company for more than 35 years and has overall rich experience of handling various diversified activities like. Legal, Secretarial, Governance, Banking and Finance, HR & Administration, Insurance and Internal Audit etc. In recognition of his experience and contribution he was elevated to the position of Executive Director of the Company.</p>
Past remuneration	NA	NA	During the Financial Year ended on March 31, 2024, Rs. 54.41 Lakhs was paid as remuneration to Shri Dilip Trimbak Gokhale.
Recognition or awards	Nil	Nil	Nil
Remuneration proposed	Please refer explanatory statement and as per the Remuneration and Nomination Policy of the Company as displayed	Please refer explanatory statement and as per the Remuneration and Nomination	Please refer explanatory statement and as per the Remuneration and Nomination Policy of the Company as displayed on

Particulars	Shri Haren Devidas Parekh	Shri Kuldeep Kumar Tiwari	Shri Dilip Trimbak Gokhale
	<p>on the Company's website i.e. www.dmcc.com</p> <p>Further, the Company intends to pay commission to Non-Executive Directors only upto 1% of the profits calculated under section 198 of the Companies Act, 2013. However minimum remuneration in case of inadequate profit is being proposed as an abundant caution.</p>	<p>Policy of the Company as displayed on the Company's website i.e. www.dmcc.com</p>	<p>the Company's website i.e. www.dmcc.com</p>
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size and nature of the Company, the profile of Shri Haren Devidas Parekh, the remuneration is commensurate with the Industry Benchmark.	Taking into consideration the size and nature of the Company, the profile of Shri Kuldeep Kumar Tiwari, the remuneration is commensurate with the Industry Benchmark.	Taking into consideration the size and nature of the Company, the profile of Shri Dilip Trimbak Gokhale, the remuneration is commensurate with the Industry Benchmark.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel (or other director), if any.	None	None	None
Securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year	Equity Shares: Nil. Options: Nil Shares Pledge if any - Nil	Equity Shares: Nil. Options: Nil Shares Pledge if any - Nil	Equity Shares: 148 Nos. of Equity Shares of Rs. 10/- each. Options: Nil Shares Pledge if any - Nil

Particulars	Shri Madhu Thakorlal Ankleshwaria	Shri Mukul Manoharlal Taly	Dr. (Mrs.) Janaki Ashwin Patwardhan
	(7)	(8)	(9)
Background details, Job Profile and his/her suitability	Mr. Madhu Thakorlal Ankleshwaria is a B. Com.(Hons), F.C.A. and Practicing Chartered Accountant and having experience of more than 42 years in Finance and Accounting, Auditing, Internal Audit, Taxation, Foreign Trade, Financial Management, Risk Management, Corporate Restructuring, Due Diligence, Corporate Governance, and Strategy.	Shri Mukul Manoharlal Taly is B.Sc., L.L.M practicing over 39 years as Senior in S. Mahomedbhai & Co., Advocate & Solicitors, High Court, Mumbai. He has wide experience in litigation, Legal, Compliance and Governance, Taxation, Insurance, Foreign Trade, Risk Management, Strategy, Finance, International Business, Corporate Restructuring, Due Diligence.	Dr. (Mrs.) Janaki Ashwin Patwardhan is a doctorate Chemical Engineer with a doctorate from Mumbai University Institute of Chemical Technology, she holds an Advanced Diploma in Industrial Safety. Since 2009. She has been associated with the Chemical and Pharmaceutical Industry for over 23 years. She is a highly accomplished Process Engineer, with exceptional expertise in Health and Safety, Plant Design and Techno Commercial Feasibility Studies, R&D, and has served as an Independent Consultant to various esteemed Companies.
Past remuneration*	FY 2023-24 a) Sitting Fees: Rs. 3.25 lakhs b) Commission: Rs. 1.94 lakhs	FY 2023-24 a) Sitting Fees: Rs. 2.50 lakhs b) Commission: Rs. 1.94 lakhs	FY 2023-24 a) Sitting Fees: Rs. 1.75 lakhs b) Commission: Rs. 1.94 lakhs
Recognition or awards	NIL	He has been a Gold Medalist (1st in the University of Mumbai in LLB) in the year 1983.	NIL
Remuneration proposed	Please refer explanatory statement and as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. www.dmcc.com Further, the Company intends to pay commission to Non-Executive Directors only upto 1% of the profits calculated under section 198 of the Companies Act,	Please refer explanatory statement and as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. www.dmcc.com Further, the Company intends to pay commission to Non-Executive Directors only upto 1% of the profits calculated under section 198 of the Companies Act,	Please refer explanatory statement and as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. www.dmcc.com Further, the Company intends to pay commission to Non-Executive Directors only upto 1% of the profits calculated under section 198 of the Companies Act,

Particulars	Shri Madhu Thakorlal Ankleshwaria	Shri Mukul Manoharlal Taly	Dr. (Mrs.) Janaki Ashwin Patwardhan
	2013. However minimum remuneration in case of inadequate profit is being proposed as an abundant caution.	2013. However minimum remuneration in case of inadequate profit is being proposed as an abundant caution.	2013. However minimum remuneration in case of inadequate profit is being proposed as an abundant caution.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size and nature of the Company, the profile of Shri Madhu Thakorlal Ankleshwaria, the remuneration is commensurate with the Industry Benchmark.	Taking into consideration the size and nature of the Company, the profile of Shri Mukul Manoharlal Taly, the remuneration is commensurate with the Industry Benchmark.	Taking into consideration the size and nature of the Company, the profile of Dr. (Mrs.) Janaki Ashwin Patwardhan the remuneration is commensurate with the Industry Benchmark.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel (or other director), if any.	None	None	None
Securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year	Equity Shares: 225 Nos. of Equity Shares of Rs. 10/- each. Options: Nil Shares Pledge if any - Nil	Equity Shares: Nil Options: Nil Shares Pledge if any - Nil	Equity Shares: Nil. Options: Nil Shares Pledge if any - Nil

* Commission amount paid to the Non-Executive Directors above pertains to the Commission for FY 2022-23, paid in FY 2023-24.

III. OTHER INFORMATION

- Reasons for loss or inadequate profits:** The Company had adequate profit until the Financial year ended March 31, 2022 and the managerial remuneration was well within the limits prescribed under the Companies Act, 2013. However, in the year 2022-23 on the market front, the Company faced challenges arising from fluctuations in commodity prices, uncertainty in the European market, disruptions in the supply chain, and a decrease in customer demand. Again FY 2023-24 was a challenging year for the Company marked by subdued demand, intense competition, and margin pressures. The global economic slowdown, exacerbated by high interest rates and geopolitical tensions, significantly impacted key export markets like Europe and the United States. Aggressive pricing from Chinese imports further intensified competition across segments. The agrochemicals and pigments industries faced severe headwinds, leading to decreased demand for the products.

In accordance with Section 197 of the Companies Act, 2013 (“the Act”), for the financial year 2022-23 and 2023-24 profits of the Company calculated under Section 198 of the Act are inadequate and therefore approval of members by way of special resolution is being sought for Item 3 and 4 of the notice. Further w.r.t. Item No. 2 and 5 of the notice which relates to the proposed remuneration, approval of members by way of special resolution is being sought pursuant to the provisions of the Section 197 of the Act read with Schedule V of the Act as an abundant precaution for the payment of proposed remuneration as a minimum remuneration in case of inadequate profits.

- 2. Steps taken or proposed to be taken for improvement:** Regarding our projects and internal operations, we have successfully completed our planned capital expenditures (Capex). The Sulphuric acid plant in Dahej is operational and also completed the construction of the speciality chemical plant at Dahej. The Company has made significant value additions to our sulfone products, which are performing reasonably well and have been launched in the market. However, due to the global slowdown, it is yet to witness the full impact of these additions.

The Boron business of the Company has gained traction, and have ramped up production capacities, exploring further debottlenecking opportunities to cater to future demand. While the commodity business faced headwinds in the last quarter of FY 2023-24, the focus on innovation, product development, and operational excellence has positioned the company well for the future.

Additionally, the Company has strengthened the governance by appointing Shri Haren Devidas Parekh, a seasoned professional with over 39 years of experience in banking, finance, and capital markets, as an Independent Director. Further Shri Kuldeep Kumar Tiwari has been appointed as an Executive Director (Operations) who brings with him rich experience of 26+ years in project management and operations in the Sulphuric acid industry in India and Abroad.

- 3. Expected increase in productivity and profits in measurable terms:**

The Company is witnessing early signs of revival in the pigments sector, and the agrochemicals industry is showing promising indications of recovery. Although the challenge of aggressive pricing from Chinese imports remains a concern, the Company's enhanced capacities, diversified product portfolio, and strategic initiatives, including R&D efforts and capacity additions, position the Company well to capitalize on emerging opportunities and drive improved performance as demand recovers. Looking ahead, FY25 holds cautious optimism. While headwinds persist, the Company anticipates a gradual recovery in demand as industries rebound.

IV. OTHER PARAMETERS

1. Financial and operating performance of the Company during the three preceding financial years: Details provided in Para I above.
2. Remuneration or commission drawn by individual concerned in any other capacity from the Company: None
3. Remuneration or Commission drawn by Managerial Personnel from any other Company: None
4. Professional qualification and experience: Details provided in para II above.
5. Relationship between remuneration and performance: The remuneration is paid in accordance with remuneration policy of the company.
6. The principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the company: Company has in place performance management system. Every employee undergoes evaluation of his or her performance against the goals and objectives for the year, and increase in compensation and reward by way of variable bonuses is linked to the evaluation of individual's performance. All employees of the Company, are governed by the Company's Performance Appraisal System. Further the Company on yearly basis conducts the Board Evaluation to assess the performance of the Board including performance of the Chairman, Vice Chairperson, Managing Director, Executive Director and Non-Executive Directors.
7. Whether the remuneration policy for directors differs from the remuneration policy for other employees and if so, an explanation for the difference: The Company has in place the Board approved Remuneration Policy. This policy includes, inter-alia, remuneration parameters for the Board of Directors, Key Managerial Personnel, and Senior Management. The employees other than above are governed by the Company's internal policy designed by the Human Resource Department.
8. Securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year: Details provided in Para II above.

ADDITIONAL INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015 & SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS ABOUT DIRECTORS SEEKING APPOINTMENT ARE AS UNDER:

Name of the Director	Shri Haren Devidas Parekh	Shri Kuldeep Kumar Tiwari
Date of Birth	June 16, 1961 (Age 62 Years)	December 08, 1972 (Age 51 Years)
Director Identification Number (DIN)	00004883	10633725
Category and Designation	Non-Executive Independent Director	Whole-Time Director, designated as “Executive Director (Operations)”
Date of first appointment on the Board	May 23, 2024	May 24, 2024
Qualifications	B.Com and Fellow member of the Institute of Chartered Accountants of India (ICAI).	B.Sc.
Brief Resume and nature of expertise in specific functional areas	<p>Shri Haren Devidas Parekh is a highly accomplished professional with over 39 years of rich experience in the field of Banking, Finance, Treasury, Legal, Secretarial, Compliance, Infra, and Capital Markets. He is currently a financial advisor.</p> <p>He has played a pivotal role in establishing HDB Financial Services Limited (a subsidiary of HDFC Bank Limited) from its inception to 110 bn + in revenue and 1300+ branches and a liability profile of over 500bn.</p> <p>Shri Haren Parekh has held various key positions such as Chief Finance Officer of HDB Financial Services Limited (a subsidiary of HDFC Bank Limited), and Chief Finance Officer of CIBIL - Credit Information Bureau (India) Ltd. He is a respected industry expert, regularly sought out for his advice on financial markets.</p>	<p>Shri Kuldeep Kumar Tiwari aged about 51 years is a Science Graduate and seasoned Professional and brings with him rich experience of 26+ years in project management and operations in the Sulphuric acid industry in India and Abroad. Shri Kuldeep Kumar Tiwari has been working with the Company since year 2020 and before his appointment by the Board as “Executive Director (Operations)” he was designated as Vice President (Operations) of the Company.</p>
Terms & conditions of Appointment/ re-appointment	Terms and Conditions of appointment or reappointment are as per the Remuneration and Nomination Policy of the Company as displayed on the Company’s website at www.dmcc.com . Also please refer Explanatory Statement	As per the Explanatory Statement.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements (applicable in case of Independent Directors)	As mentioned in the respective Explanatory statement.	Not Applicable.
Details of remuneration sought to be paid	As per the Remuneration and Nomination Policy of the Company as displayed on the Company’s website i.e. www.dmcc.com	As per the Explanatory Statement.
Remuneration last drawn	Not Applicable since appointed as Additional Director designated as	Shri Kuldeep Kumar Tiwari has drawn Rs. 25.82 Lakhs for FY 2023-

Name of the Director	Shri Haren Devidas Parekh	Shri Kuldeep Kumar Tiwari
	Non-Executive Independent Director w.e.f. May 23, 2024.	24 towards remuneration as Vice President (Operations) of the Company.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None
Number of Board Meetings attended during the year FY 2023-24	Not Applicable since appointed as Additional Director designated as Non-Executive Independent Director w.e.f. May 23, 2024.	Not Applicable since appointed as Additional Director designated as "Executive Director (Operations)" w.e.f. May 24, 2024
Directorships held in other Companies, excluding foreign Companies as on May 23, 2024	Niro Capital Private Limited	Nil
Memberships / Chairmanships of Audit and Stakeholders Relationship Committees of other Public Companies as on May 23, 2024	Nil	Nil
Name of the Listed Entities from which the Director has resigned in the past three years	Nil	Nil
Number of shares held as on May 23, 2024	Nil	Nil
Shareholding as Beneficial Owner as on May 23, 2024	Nil	Nil
The justification for choosing the appointee for appointment as Independent Director.	Provided in the respective explanatory statement.	Not Applicable.