



1919 - 2019

100 Years of Sulphur Chemistry

18<sup>th</sup> August 2020

The Secretary  
**BSE Ltd.,**  
Floor 25,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
MUMBAI-400001

**Script Code: 506405**

Dear Sir,

**Sub: Notice of 99<sup>th</sup> Annual General Meeting**

We wish to inform you that the Ninety Ninth Annual General Meeting (99<sup>th</sup> AGM) of the Company is scheduled be held on Monday, 14<sup>th</sup> September 2020 at 11.30 A.M. through Video Conferencing / Other Audio Visual Means as permitted by the Ministry of Corporate Affairs ("MCA") vide its Circular No. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 and SEBI vide its Circular dated 12<sup>th</sup> May 2020.

Accordingly, pursuant to Regulation 30 read with Schedule III Part A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Notice convening the 99<sup>th</sup> AGM is enclosed for the information of the Exchange.

The Notice together with the Annual Report for the Financial Year 2019-20 is being sent by email to those Members who have registered their email ids with the Company / Link Intime India Private Limited, the Company's RTA / Depository Participants.

The said Notice is also available on the Company's website viz., [www.dmcc.com](http://www.dmcc.com)

We request you to take the same on your records.

Thanking you,

Yours faithfully,

**For The Dharamsi Morarji Chemical Co. Limited**



**D. T. Bokhale**

**Sr. Executive Vice President & Company Secretary**

Encl.: as above

**CIN NUMBER: L24110MH1919PLC000564**

# NOTICE

Notice is hereby given that the Ninety Ninth Annual General Meeting of the Members of THE DHARAMSI MORARJI CHEMICAL COMPANY LIMITED (CIN: L24110MH1919PLC000564) will be held on Monday, the 14th day of September, 2020 at 11.30 a.m. through Video Conferencing or Other Audio Visual Means to transact the following business :

## Ordinary Business

1. To receive, consider and adopt the audited financial statements of the Company for the Financial Year ended 31st March, 2020, together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the audited consolidated financial statements of the Company for the Financial Year ended 31st March, 2020, together with the Report of the Auditors thereon.
3. To appoint a Director in place of Shri Laxmikumar Narottam Goculdas (holding DIN: 00459347), who retires by rotation, and being eligible, offers himself for re-appointment.

## Special Business

4. To consider and, if thought fit, to pass the Special Resolution for the continuation of directorship of Shri Laxmikumar Narottam Goculdas (DIN: 00459347) after his attaining the age of seventy-five years.

**"RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby accorded for continuation

of the directorship of Shri Laxmikumar Narottam Goculdas (DIN: 00459347) in the Company after his attaining the age of seventy five years."

## 5. Ratification of Cost Auditor's Remuneration

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

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force), as amended from time to time, the remuneration payable (as recommended by the Audit Committee and approved by the Board of Directors of the Company), to CMA Shri S. S. Dongare holding ICWA Registration Number 12521, appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2021, amounting to Rs. 66,000/- (Rupees Sixty Six Thousand Only) as also the payment of taxes as applicable and re-imbusement of actual out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution"

### Registered Office:

Prospect Chambers,  
317/321, Dr. Dadabhoy Naoroji Road, Fort,  
Mumbai 400 001.  
CIN: L24110MH1919PLC000564  
Website: www.dmcc.com  
e-mail : dgokhale@dmcc.com  
Date: **06th August, 2020**

By Order of the Board of Directors,  
**D. T. Gokhale**  
Company Secretary

## General Notes:-

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 (hereinafter collectively referred to as "MCA Circulars") permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. Accordingly, in compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the necessary details of the Annual General meeting being held by through VC/OAVM are provided in the subsequent paras.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 (hereinafter collectively referred to as "MCA Circulars") and Circular dated 12th May 2020 issued by SEBI, permitted the holding of Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of Members at a common venue. In compliance with these MCA and SEBI Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM. The Company has engaged the services of Link Intime India Private Limited, the Company's RTA for providing the remote e-voting and Members can attend and participate in the Annual General Meeting through VC/OAVM facility only. The details regarding the remote e-voting, webcasting of the Annual General Meeting through VC / OAVM and the e voting during the Meeting have been given in subsequent paras.
3. Pursuant to the aforementioned Circulars, the Notice of the Annual General Meeting along with the Annual Report for the financial year 2019-20 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2019-20 will also be available on the Company's website [www.dmcc.com](http://www.dmcc.com); website of the Stock Exchange i.e. BSE Limited at - [www.bseindia.com](http://www.bseindia.com). The Notice is also available on the website of [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in).
4. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
5. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in regard to the business as set out in item numbers 4 & 5 above is annexed hereto:
6. In view of the amendment made to Section 139 of the Companies Act, 2013 vide the Companies (Amendment) Act, 2017 which is effective from 7th May, 2018, annual ratification of appointment of statutory auditors have been done away with. Hence no resolution has been proposed for the same.
7. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to [skjandassociates@gmail.com](mailto:skjandassociates@gmail.com) with copies marked to the Company at [dgokhale@dmcc.com](mailto:dgokhale@dmcc.com) and to its RTA at [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in).
8. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. As per the provisions of Clause 3.A.III. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 4&5 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
10. The Register of Members and the Share Transfer Books of the Company shall remain closed from Monday, 7th September, 2020 to Monday, 14th September, 2020, (both days inclusive). Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 7th September 2020.
11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Companies can serve Annual Report and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant. Members holding shares in physical form, who have not registered their e-mail address with the Company, are requested to submit their request with their valid e-mail address to Company/ Registrar and Share Transfer Agents viz. Link Intime India Private Limited. Members holding shares in dematerialised form are requested to register / update their e-mail address with their Depository Participant directly. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request..
12. Registration of email ID and Bank Account details:
 

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/ Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

  - (i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., [www.linkintime.co.in](http://www.linkintime.co.in) - fill in the details and upload the required documents and submit. OR
  - (ii) **In the case of Shares held in Demat mode:**

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

13. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 1, 2020 and the Company is required to deduct Tax At Source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending documents through email at [dgokhale@dmcc.com](mailto:dgokhale@dmcc.com) by 04th September, 2020.

14. Members holding shares in electronic form are requested to notify any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical forms are requested to advise any change in their address or bank mandates immediately to the Company/Registrar and Share Transfer Agents viz. Link Intime India Private Limited.

Members holding Shares in Physical form are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease of portfolio management. Members can contact Company/Registrar and Share Transfer Agents viz. Link Intime India Private Limited for assistance in this regard.

15. NRI shareholders are requested to immediately inform (a) change in their residential status on return to India for permanent settlement and (b) particulars of their Bank Account maintained in India with complete name, branch, IFSC code, account type, account number and address of the bank with Pin Code number, if not furnished earlier.

16. If members have more than one folio with the Company in identical order of names, the fact should be intimated to the Company for consolidation into one folio. If further shares are bought by the members, folio number(s) should be mentioned in the forwarding letters to avoid creation of multiple folios.

17. To support the "Green Initiative", the Members who have not registered their e-mail addresses are requested to register the same with Registrars/Depositories. All members are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. electronically.

18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Registrar and Share Transfer Agents viz. Link Intime India Private Limited.

19. Pursuant to the provision of Section 72 of the Act, the facility for making nomination is available for the Members in respect of 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 holding shares in physical form may submit the same to the Company/Link Intime India Private Limited. Members holding shares in dematerialized form may submit the same to their respective deposit or participant.

20. During the Meeting, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170, Register of Contracts in which Directors

are interested under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting upon logging on to the website of the Link Intime viz., [www.linkintime.co.in](http://www.linkintime.co.in)

21. Mr. Satish Kumar Jain, proprietor of SKJ & Associates, (ID S00425) Practising Company Secretaries (FCS 6398/PCS6632), has been appointed as the Scrutinizer to conduct the e-voting process in a fair and transparent manner.

22. The Scrutinizer shall, within a period not exceeding 48 hours from the conclusion of the e-voting period, unblock the votes in the presence of at least two witness not in the employment of the Company and submit a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.

23. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.dmcc.com](http://www.dmcc.com) and on the website of Link Intime India Private Limited viz., <https://instavote.linkintime.co.in> within two days of the passing of the resolutions at the Ninety-Ninth AGM of the Company on 14th September, 2020 and communicated to BSE Limited, where the shares of the Company are listed.

24. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the AGM i.e. 14 September 2020.

**The instructions for shareholders voting electronically (Remote e-voting) are as under:**

In compliance with provisions of Section 108 of the Act and Rules framed thereunder, the members are provided with the facility to cast their vote electronically through e-voting services provided by the Link Intime Pvt. Ltd. (LIPL), on all resolutions set forth in this notice.

The voting period begins on Friday, 11th September, 2020 (9:00 am IST) and ends on Sunday, 13th September, 2020 (5:00 pm IST). During this period shareholders of the company, holding shares either in physical form or in dematerialised form, as on the cut off date 7th September, 2020 may cast their vote electronically. The e-voting module shall be disabled by Link Intime Pvt. Ltd. for voting thereafter. A person who is not a Member as on the cut of date should treat this Notice of AGM for information purpose only.

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
  - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
  - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (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).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> <li>Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number indicated in the PAN Field.</li> </ul>
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> <li>Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction.</li> </ul>

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

### *Cast your vote electronically*

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event

No” of the company, you choose to vote.

7. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

Cast your vote by selecting appropriate option i.e. Favour/ Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.

8. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.

9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.

10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

11. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

### *General Guidelines for shareholders:*

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/ demat account.

In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000. Any person who acquires shares of the Company and becomes a Member of the Company after sending the Notice of AGM through electronic mode and holding shares as on the cut of date i.e 7th September, 2020, may obtain the login ID and Password by sending a request at help desk email ID : [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in)

### **Instructions for Shareholders/Members to Attend the Annual General Meeting through InstaMeet:**

Instructions for Shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:

1) The facility of viewing the live webcast of the Annual General Meeting and voting electronically is available for only those shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 07th September, 2020. The VC facility and e-voting module shall be

disabled by Link Intime India Pvt. Limited after the conclusion of the Meeting.

- 2) Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime India Private Limited, the Company's RTA by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.
3. Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted up to 1000 members only.
4. Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

1. Open the internet browser and launch the URL for InstaMeet << <https://instameet.linkintime.co.in> >> and register with your following details:
  - a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
  - b. PAN: Enter your 10 digit Permanent Account Number (PAN)
  - c. Mobile No.
  - d. Email ID
2. Click "Go to Meeting"

**Note:**

- a. Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- b. Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- c. Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- d. In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or Call us: - Tel : ( 022-49186175 )

**Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting:**

1. Shareholders/ Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name,

demat account number/folio number, email id, mobile number at [dgokhale@dmcc.com](mailto:dgokhale@dmcc.com) upto Friday, 11th September 2020.

2. Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.
3. Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [dgokhale@dmcc.com](mailto:dgokhale@dmcc.com). The same will be replied by the company suitably.

**Note:**

- a. Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.
- b. Shareholders/ Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

**Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/ Against" as desired.  
  
Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:**

- a. Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.
- b. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.
- c. In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or Call us: - Tel : ( 022-49186175 )

# EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act), and Article 89 (2) of the Articles of Association of the Company the following Explanatory Statement sets out all material facts relating to the business mentioned under **item nos. 4& 5 of the accompanying Notice dated 06th August, 2020.**

## Item No. 4

As the Members are aware, pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), effective from April 1, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment or continuation specifies the justification for such appointment or continuation, as the case may be.

The Members may recall that at the 97th Annual General Meeting held on 26th September, 2018, the Members had approved the continuation of directorship of Shri Laxmikumar Narottam Goculdas who had attained the age of 75 years. Since Shri Laxmikumar Narottam Goculdas is getting reappointed at this Annual General Meeting, it is necessary to approve continuation of his directorship on the Board of Directors of the Company and accordingly the approval of the Shareholders is being sought for the continuation of directorship.

The Board of Directors is of the opinion that Shri Laxmikumar Narottam Goculdas is the person of integrity, possess relevant expertise and vast experience. The guidance in the past has been notable and supportive to the Company in dealing with complex matters. Accordingly, it is felt that Shri Laxmikumar Narottam Goculdas's association as non-executive director will be beneficial and in the best interest of the Company. In line with the provisions of SEBI (LODR) read with SEBI LODR (Amendment) Regulations, 2018, your directors recommend the continued association of Shri Laxmikumar Narottam Goculdas with the Company.

None of the Directors except Shri Laxmikumar Narottam Goculdas, Ms. Mitika Laxmikumar Goculdas (Daughter of Shri L.N. Goculdas) Director, Vice Chairperson of the Company and Shri Bimal Lalitsingh Goculdas (nephew of Shri L.N. Goculdas), the Managing Director, and Chief Executive Officer of the Company and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the special resolution set out at Item No. 4 of the Notice.

The Board recommends the Resolution at Item No. 4 of the accompanying Notice.

## Item No. 5

Pursuant to Section 148 of the Act, the Company is required to have the audit of its cost records conducted by a cost accountant in practice. On the recommendation of the Audit Committee of Directors, the Board of Directors has approved the re-appointment of CMA Shri. S. S. Dongare holding ICWA Registration No. 12521, as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2020-21, at a remuneration of Rs. 66,000/- (Rupees Sixty Six thousands only) plus taxes and actual out-of-pocket expenses.

CMA Shri. S. S. Dongare has furnished a certificate regarding his eligibility for appointment as Cost Auditors of the Company. He has vast experience in the field of cost audit and has conducted the audit of the cost records of the Company for the previous year under the provisions of the Act.

The Board recommends the Resolution at Item No. 5 of the accompanying Notice for ratification of the Cost Auditors remuneration by the Members of the Company.

None of the Directors, Key Managerial Personnel (KMP) of the Company or their respective relatives are concerned or interested (financially or otherwise) in the Resolution at Item No. 5 the accompanying Notice.

### Details of the Directors and Manager seeking appointment/re-appointment at the forthcoming Annual General Meeting:

[Pursuant to Regulation 36(3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015) and Secretarial Standards on General Meeting]

Name of the Director	Shri Laxmikumar Narottam Goculdas
Director Identification Number (DIN)	00459347
Date of Birth	17.09.1943
Date of Appointment on the Board	06.03.1992
Qualification/Expertise in specific functional areas	Industrialist with rich business experience in general.

Directorship held in other companies (excluding foreign companies)	<ol style="list-style-type: none"> <li>1. Kosan Industries Pvt. Ltd.,</li> <li>2. L.P. Gas Equipment Pvt. Ltd.</li> <li>3. L.P. Gas Transport &amp; Bottling Co. Pvt. Ltd.</li> <li>4. Bombay Foods Pvt. Ltd.</li> <li>5. Phoenix Distributors Pvt. Ltd.</li> <li>6. The Natural Gas Co. Pvt. Ltd.</li> <li>7. Autogas Conversion (India) Pvt. Ltd.</li> <li>8. B.S. and Service Pvt. Ltd.</li> <li>9. Jasraj Trading Co. Pvt. Ltd.</li> <li>10. Gocul Gas Pvt. Ltd.</li> <li>11. Phoenix Distributors Gas Agencies Bhopal Pvt. Ltd.</li> <li>12. B S and Services Gas Agencies Bhopal Pvt. Ltd.</li> <li>13. Conservation Corporation of India Pvt. Ltd.,</li> <li>14. Santanalaxmi Investments Pvt. Ltd.</li> <li>15. Falcon Chemicals LLC, Dubai</li> </ol>
Committee position held in other Board	Nil
Shareholding	88,61,044
Relationship between Directors interse	<p>(i) Ms. Mitika Goculdas (Daughter of Shri L.N. Goculdas) is the Director ,Vice Chairperson of the Company and</p> <p>(ii) Shri Bimal Goculdas( nephew of Shri L.N.Goculdas) is the Managing Director, and Chief Executive Officer of the Company.</p>
Number of Board Meetings attended during the Year	Attended all 5 meetings held during the Financial Year 2019-20.

**Registered Office:**

Prospect Chambers,  
317/321, Dr. Dadabhoy Naoroji Road, Fort,  
Mumbai 400 001.

CIN: L24110MH1919PLC000564

Website: www.dmcc.com

e-mail : dgokhale@dmcc.com

Date: **06th August, 2020**

By Order of the Board of Directors,  
**D. T. Gokhale**  
Company Secretary