



Notice

SEVENTYFIRST ANNUAL GENERAL MEETING 2009-2010

NOTICE is hereby given that the 71st Annual General Meeting of the Members of **DCW LIMITED** will be held at 10.00 a.m. on Thursday, 12th August, 2010 at the Registered Office of the Company (at Guest House No. 2) at Dhrangadhra - 363 315, Gujarat State, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Accounts for the year ended March 31, 2010 and the Reports of the Directors and the Auditors thereon.
2. To declare dividend on Equity shares of the Company.
3.
 - a. To appoint a Director in place of Dr. S. C. Jain, who retires by rotation and being eligible, offers himself for reappointment.
 - b. To appoint a Director in place of Shri Pramod Kumar Jain, who retires by rotation and being eligible, offers himself for reappointment.
 - c. To appoint a Director in place of Shri R. V. Ruia, who retires by rotation and being eligible, offers himself for reappointment.
4. **To appoint Auditors and to fix their remuneration and in this connection, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:**
"RESOLVED THAT M/s. V. Sankar Aiyar & Co., Chartered

Accountants, Mumbai, the retiring Auditors of the Company, be and are hereby reappointed as Auditors of the Company to hold office from the conclusion of this Meeting upto the conclusion of the next Annual General Meeting, on a remuneration of Rs. 6,50,000/- (Rupees Six Lakhs Fifty Thousand only) plus reimbursement of travelling and other out-of-pocket expenses; such remuneration to be exclusive of fees payable for services that may be rendered by them other than as Auditors."

By Order of the Board

CHITAL SHAH

Asst. Company Secretary

Mumbai, 14th May, 2010

Registered Office:

Dhrangadhra – 363 315
Gujarat

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. The Proxy Form should be lodged with the Company at the Registered Office at least 48 hours before the time of the Meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 4th August,

2010 to Thursday, 12th August, 2010 both days inclusive.

3. Shareholders are requested to promptly notify any changes in their address to the Company's Registrar & Share Transfer Agents, Bigshare Services Pvt. Ltd., (Unit: DCW Limited), E/2, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai - 400 072.
4. The unclaimed dividends upto the Company's financial year 1994-95 have been transferred to the General Revenue Account of the Central Government. Shareholders who have so far not claimed their dividends for the said years are requested to claim the amount by submitting an application in prescribed Form No. II to the Registrar of Companies, Gujarat Housing Board Building, Opp. Rupal Park, Near Ankur Char Raste, Navrangpura, Ahmedabad 360 013.

Pursuant to Sections 205A and 205C of the Companies Act, 1956, any money transferred to the unpaid dividend account which remains unpaid or unclaimed for a period of 7 years from the date of such transfer shall be transferred by the Company to a fund called 'Investor Education and Protection Fund' (the Fund) set up by the Central Government.

Accordingly, the Company has transferred all the unclaimed dividends to the said Fund and no claim can be made against the fund or the Company in respect of such Dividends.



The dividend for the year ended 31st March, 2010 as recommended by the Board, if sanctioned at the meeting, will be paid on or before 16th August, 2010 to those members whose names appear in the Company's Register of Members as on 3rd August, 2010. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.

Members who have not encashed their dividend warrants within the validity period may write to the Company's Registrar and Share Transfer Agents, Bigshare Services Pvt. Ltd., E/2, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai 400 072 for obtaining payment in lieu of such warrants.

5. Payment of Dividend through ECS:

- (a) Members holding shares in physical form are advised to submit particulars of their Bank Account viz. Name and address of the branch of the Bank, 9 digit MICR Code of the Branch, type of account and account number latest by 3rd August, 2010 to the Company's Registrar and Share Transfer Agents, Bigshare Services Pvt. Ltd., E/2, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai 400 072.

- (b) Members holding shares in demat form are advised to inform their particulars to their respective Depository Participant.

6. Members are requested to bring their copy of Annual Report to the Meeting.

7. Members desirous of obtaining any information concerning accounts of the Company are requested to address their questions to the Company Secretary, so as to reach at least 7 days before the date of meeting, to enable the information required to be made available at the Meeting, to the extent possible.

8. Re-appointment of Directors:

At the ensuing Annual General Meeting, Dr. Shashi Chand Jain, Shri Pramod Kumar Jain and Shri R. V. Ruia, Directors, retiring by rotation and being eligible, offer themselves for reappointment.

Pursuant to Clause 49 of the Listing Agreement relating to the Code of Corporate Governance, the particulars of Directors retiring by rotation in the ensuing Annual General Meeting are given below: -

Profile of the Directors retiring by rotation and eligible for reappointment :

DR. S. C. JAIN

Dr. S. C. Jain holds a Doctorate in Economics and has 54 years experience in the Industry. He was first appointed on the Board in the year 1955 and is currently the

Chairman and Managing Director of the Company and is responsible for the overall management and affairs of the Company.

Dr. S. C. Jain is a Director of Doubledot Finance Limited, Bhagwan Ram Investments and Leasing Pvt. Ltd., Crescent Finstock Limited, Express Newspaper Private Limited, Chennai, Sahu Brothers Pvt. Ltd, Sahu Foods Ltd. and DCW Pigments Limited. He is a member of the Audit Committee of Crescent Finstock Limited.

SHRI PRAMOD KUMAR JAIN

Shri Pramod Kumar Jain is a Director of the Company since 1992. He is B.A.(Hon.) Economics and has an experience of 51 years in the industry. He was appointed as the Managing Director of the Company in the year 1996. He looks after the operations and working of the Soda Ash Division of the Company.

Shri Pramod Kumar Jain is a Director of Kishco Ltd., Sahu Brothers Pvt. Ltd., Jain Sahu Brothers Investments Pvt. Ltd., Vikrant Holdings & Trading Pvt. Ltd. and Bhagwan Ram Investments & Leasing Pvt. Ltd.

SHRI R. V. RUIA

Shri R. V. Ruia is a commerce graduate and having about 23 years experience in manufacturing industry. He is a Director of Bajaj Hindustan Ltd., Special Paints Ltd., Ravinay Trading Co. Ltd., Vinay Kumar Family Trading & Holding Co. Ltd., Dawn Apparels Pvt. Ltd., Ruia Industries Pvt. Ltd., RNR Trading Pvt. Ltd. and Breezwell Homes and Holdings Pvt. Ltd.