



September 5, 2025

To,

National Stock Exchange of India Ltd.
Exchange Plaza Bldg.,
5th Floor, Plot No.C-1 , 'G' Block, Near
Wockhardt, Bandra Kurla Complex
Mumbai 400 051
Symbol: DCW

BSE Limited
Department of Corporate Services,
1st floor, New Trading Ring
Rotunda Building, Phiroze Jeejeebhoy Towers,
Dalal Street, - 400 001
Scrip Code: 500117

Dear Sir(s)/Madam,

Sub: Notice of Eighty Sixth (86th) Annual General Meeting - Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

We wish to inform you that, the **Eighty Sixth (86th) Annual General Meeting ("AGM")** of the Members of the DCW Limited ("the Company") is scheduled to be held on **Monday, September 29, 2025 at 12:00 noon (IST)** through Video Conferencing / Other Audio-Visual Means ("VC/OAVM"), in compliance with applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

In accordance with Regulation 30 read with Para A Part A of Schedule III of the Listing Regulations, please find enclosed herewith the **Notice of the Eighty Sixth (86th) AGM** of the Company.

The Notice of AGM along with Annual Report are being dispatched electronically to those Members whose email addresses are registered with the Company or Bigshare Services Private Limited, Registrar and Transfer Agent of the Company, or the Depositories.

In terms of Regulation 46 of the Listing Regulations, the Annual Report for the Financial Year 2024-25 along with the Notice and other related documents are also available on the website of the Company at <https://dcwltd.com/investors/>

You are requested to take the above on record.

Thanking You,

Yours faithfully,

For DCW Limited



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

Encl :A/a

DCW LIMITED

HEAD OFFICE :

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

TEL.: 4957 3000, 4957 3001

REGISTERED OFFICE : DHRANGADHRA - 363 315 (GUJRAT STATE)

Email: ho@dcwltd.com, Website: www.dcwltd.com, CIN-L24110GJ1939PLC000748



DCW LIMITED

CIN: L24110GJ1939PLC000748

Registered Office: Dhrangadhra - 363 315, Gujarat

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

Tel. No.: 022-49573000, 022-49573001

Website: www.dcwlimited.com, **E-mail :** investor.relations@dcwlimited.com

NOTICE

NOTICE is hereby given that the Eighty Sixth (86th) Annual General Meeting (“AGM”) of the Members of **DCW LIMITED** (“the Company”) will be held on **Monday, September 29, 2025** at **12:00 noon (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

Ordinary Business:

Item No. 1 – Adoption of Audited Financial Statements

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

Item No. 2 – Declaration of Dividend

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** a dividend at the rate of ₹0.10 /- (Ten Paise only) per equity share of ₹2/- (Two Rupees) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the Financial Year ended March 31, 2025 and the same be paid out of the profits of the Company.”

Item No. 3 – Re-appointment of a Director

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), Mr. Bakul Premchand Jain (DIN: 00380256), who retires by rotation at this meeting and being eligible, has offered himself for re-appointment, be and is hereby appointed as a Director of the Company.”

Special Business:

Item No. 4 – Appointment of Secretarial Auditors

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and pursuant to Regulation 24A and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendations of the Audit Committee and the Board of Directors, M/s. Mehta & Mehta, Practicing Company Secretaries (Firm Registration no. P1996MH007500), be and are hereby appointed as the Secretarial Auditors of the Company, for a term of 5 (five) consecutive years with effect from Financial Year 2025-26 to Financial Year 2029-30, at such remuneration plus applicable taxes and out-of-pocket expenses, if any, as may be decided by the Board of Directors in consultation with the Secretarial Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and take all such necessary steps as may be necessary, proper or expedient to give effect to the above Resolution.”

Item No. 5 – Restructuring of Remuneration of the Managing Directors 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 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Rules”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Articles of Association of the Company and other applicable laws (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents and permissions as may be required, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members be and is hereby accorded to the restructuring of the remuneration payable to Mr. Vivek Shashichand Jain (DIN: 00502027), Mr. Bakul Premchand Jain (DIN: 00380256) and Mr. Ashish Pramodkumar Jain (DIN: 00866676), Managing Directors of the Company, with effect from October 1, 2025, as detailed in the Explanatory Statement annexed to the Notice of this Annual General Meeting and in accordance with the draft agreement(s) placed before the Meeting, which are hereby approved; with liberty to the Board of Directors to revise, vary, alter or modify the terms and conditions of such agreement(s), including remuneration, as may be mutually agreed between the Company and the respective Managing Directors.

RESOLVED FURTHER THAT if in any financial year during the tenure of Mr. Vivek Shashichand Jain (DIN:00502027), Mr. Bakul Premchand Jain (DIN:00380256) and Mr. Ashish Pramodkumar Jain (DIN: 00866676) as the Managing Directors, the Company has no profits, or its profits are inadequate, the Managing Directors shall be entitled to receive and be paid remuneration, including salary, perquisites, allowances and other benefits, as set forth in detail in the explanatory statement annexed to the notice in such financial year as minimum remuneration in accordance with the provisions of Schedule V to the Act, without any further reference to the Members of the Company in the General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to take such steps, execute such documents, deeds, agreements, instruments and do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Item No. 6 – Re-appointment of Mr. Bakul Premchand Jain (DIN: 00380256), as Managing Director 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 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Rules”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable laws (including any amendments, statutory modifications and/ or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and subject to such other approvals as may be necessary and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Bakul Premchand Jain (DIN:00380256), as Managing Director of the Company for a period of 3 (three) consecutive years with effect from July 27, 2026, who is liable to retire by rotation, with such salary, perquisites, allowances and other benefits as detailed in the Explanatory Statement annexed to the Notice of this Annual General Meeting and in accordance with the draft agreement placed before the Meeting, which are hereby approved; with liberty to the Board of Directors to revise, vary, alter or modify the terms and conditions of such agreement, including remuneration, as may be mutually agreed between the Company and Mr. Bakul Premchand Jain (DIN:00380256).

RESOLVED FURTHER THAT if in any financial year during the tenure of Mr. Bakul Premchand Jain (DIN:00380256) as Managing Director, the Company has no profits, or its profits are inadequate, Mr. Bakul Premchand Jain (DIN:00380256) shall be entitled to receive and be paid remuneration, including salary, perquisites, allowances and other benefits, as set forth in detail in the explanatory statement annexed to the notice in such financial year as minimum remuneration in accordance with the provisions of Schedule V to the Act, without any further reference to the Members of the Company in the General Meeting.

RESOLVED FURTHER THAT pursuant to Section 196(3) of the Act and the applicable rules made thereunder and based on the recommendation of the Nomination and Remuneration Committee, consent of the Members of the Company be and is hereby accorded for the continuation of Directorship of Mr. Bakul Premchand Jain (DIN:00380256) as Managing Director of the Company till the expiry of his term as he is above 70 (Seventy) Years.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

Item No. 7 – Re-appointment of Mr. Vivek Shashichand Jain (DIN: 00502027), as Managing Director 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 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Rules”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable laws (including any amendments, statutory modifications and/ or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and subject to such other approvals as may be necessary and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Vivek Shashichand Jain (DIN:00502027), as Managing Director of the

Company for a period of 3 (three) consecutive years with effect from March 1, 2026, who is liable to retire by rotation, with such salary, perquisites, allowances and other benefits as detailed in the Explanatory Statement annexed to the Notice of this Annual General Meeting and in accordance with the draft agreement placed before the Meeting, which are hereby approved; with liberty to the Board of Directors to revise, vary, alter or modify the terms and conditions of such agreement, including remuneration, as may be mutually agreed between the Company and Mr. Vivek Shashichand Jain (DIN:00502027).

RESOLVED FURTHER THAT if in any financial year during the tenure of Mr. Vivek Shashichand Jain (DIN:00502027) as Managing Director, the Company has no profits, or its profits are inadequate, Mr. Vivek Shashichand Jain (DIN:00502027) shall be entitled to receive and be paid remuneration, including salary, perquisites, allowances and other benefits, as set forth in detail in the explanatory statement annexed to the notice in such financial year as minimum remuneration in accordance with the provisions of Schedule V to the Act, without any further reference to the Members of the Company in the General Meeting.

RESOLVED FURTHER THAT pursuant to Section 196(3) of the Act and the applicable rules made thereunder and based on the recommendation of the Nomination and Remuneration Committee, consent of the Members of the Company be and is hereby accorded for the continuation of Directorship of Mr. Vivek Shashichand Jain (DIN:00502027) as Managing Director of the Company till the expiry of his term as he will be attaining the age of 70 (Seventy) years on May 28, 2028 i.e. during the currency of his tenure.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

Item No. 8 – Ratification of Remuneration of the Cost Auditors for the Financial Year ending March 31, 2026

To consider and if thought fit, to pass following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded for payment of Remuneration as set out in the Explanatory Statement annexed hereto to M/s. Nanabhoy & Co. and M/s. N. D. Birla & Co., Cost Auditors of the Company appointed by the Board of Directors at their meeting held on May 12, 2025, to conduct the audit of the cost records of the Company for the Financial Year ending on March 31, 2026, be and is hereby confirmed, approved and ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such necessary steps as may be necessary, proper or expedient to give effect to the above Resolution.”

By Order of the Board of Directors

Dilip Darji

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

Registered Office:

Dhrangadhra - 363 315, Gujarat

Email: investor.relations@dcw ltd.com

CIN: L24110GJ1939PLC000748

Website: www.dcw ltd.com

Date: August 08, 2025

Place: Mumbai

NOTES:-

1. The Ministry of Corporate Affairs (“MCA”) has vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, (hereinafter referred to as “SEBI Circular”) and all other relevant circulars issued from time to time permitted the holding of the Annual General Meeting (“Meeting” or “AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Promoter Group, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restrictions on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (“Act”).
4. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) (“Listing Regulations”), and the SEBI & MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business(es) to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating voting through electronic means as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

5. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent through electronic mode to those Members whose email addresses are registered with the Company/Depository Participants ("DP"). The Company shall send a physical copy of the Annual Report 2024-25 to those Members who request the same at investor.relations@dcwltd.com mentioning their Folio No./ DP ID and Client ID. In accordance with Regulation 36(1)(b) of the Listing Regulations, a letter is being sent to the shareholders whose email addresses are not registered with the Company/DP, providing a web-link for accessing the Annual Report 2024-25. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website at www.dcwlimited.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.
6. The AGM of the Company is being held through VC/OAVM in compliance with applicable provisions of the Act and Listing Regulations read with MCA & SEBI Circulars.
7. The Explanatory Statement, pursuant to Section 102 of the Act with respect to Item Nos. 4 to 8 forms part of this Notice. Additional information, pursuant to the applicable provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India in respect of the Director seeking re-appointment at this AGM in terms of Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standard – 2 is furnished as Annexure(s) to this Notice.
8. Member entitled to attend and vote at the AGM 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 through VC/OAVM, pursuant to the applicable MCA Circulars read with SEBI Circular, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
9. Corporate/Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/Institutional Members intending to authorise their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution/authorisation letter to the Scrutiniser at e-mail ID: scrutinisers@mmjc.in with a copy marked to evoting@nsdl.com and to the Company at investor.relations@dcwltd.com, authorising its representative(s) to attend through VC/OAVM and vote on their behalf at the Meeting, pursuant to Section 113 of the Act.
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. Relevant documents, if any, referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection electronically up to the date of AGM. Members seeking to inspect such documents can send an email to investor.relations@dcwltd.com. The relevant Registers maintained under the Act and required to be placed at AGM will be available electronically for inspection by the members during the AGM.
12. The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, September 23, 2025 to Monday, September 29, 2025** (both days inclusive) for the purpose of the Meeting.
13. To support the "Green Initiative", Members who have not registered their e-mail addresses are requested to register the same with Bigshare Services Private Limited/ DP for receiving Annual Reports and other communications electronically from the Company in the future.
14. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

15. Updation of Members' Details

The format of the Register of Members prescribed by the MCA under the Act requires the Company/ RTA to record additional details of members including their Permanent Account Number ('PAN'), e-mail address, bank details for payment of dividend, etc. Further, the SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their details to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their details to the Company's RTA.

16. SEBI has, vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 for Registrars to an Issue and Share Transfer Agents dated May 7, 2024 read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, mandated to furnish PAN, KYC details (i.e. full address with pin code, mobile no., email id, bank details) by holders of physical securities through Form ISR-1.

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. Members who are yet to update their KYC details are therefore urged to furnish PAN, KYC and Nomination/Opt-out of Nomination by submitting the prescribed forms duly filled, by email from their registered email id to investor@bigshareonline.com or by sending a physical copy of the prescribed forms duly filled and signed by the registered holders to M/s. Bigshare Services Private Limited at Office No. S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400 093.

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in prescribed Form ISR-1 and other forms pursuant to Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 for Registrars to an Issue and Share Transfer Agents dated May 7, 2024. To prevent fraudulent transactions, Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified.

17. DIVIDEND

The dividend, as recommended by the Board of Directors, if approved at the AGM, would be paid subject to deduction of tax at source, as may be applicable, after Monday, September 29, 2025, to those persons or their mandates: whose names appear as Beneficial Owners as at the end of the business hours on **Monday, September 22, 2025** in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and whose names appear as Members in the Register of Members of the Company as at the end of the business hours on **September 22, 2025** after giving effect to valid request(s) received for transmission/transposition of shares.

Shareholders are requested to ensure that their bank account details in their respective demat accounts are updated, to enable the Company to provide timely credit of dividend in their bank accounts.

Further, SEBI has, vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 for Registrars to an Issue and Share Transfer Agents dated May 7, 2024 read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, mandated that with effect from April 1, 2024, dividend shall be paid only through electronic mode to Members holding shares in physical form if the folio is KYC compliant. A folio will be considered as KYC compliant on registration of all details viz. full address with pin code, mobile no., email id, bank details, valid PAN linked to Aadhaar of all holders in the folio, nomination, etc.

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the shareholders and the Company is required to deduct 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, Permanent Account Number (PAN), Category as per the IT Act with their DPs or in case shares are held in physical form, with the Company/RTA by sending documents along with the request Form ISR-1 through email at tds@bigshareonline.com on or before **Thursday, September 18, 2025**. The documents can also be submitted online at <https://www.bigshareonline.com/Investorlogin.aspx>.

A communication providing detailed information with respect to tax on the dividend for the financial year ended March 31, 2025 along with submission of applicable documents was sent separately to those Members whose email addresses were registered with the Company/DPs.

18. As per the provisions of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's RTA by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective DPs.

Members holding shares in single name are especially advised to make nomination in respect of their shareholding in the Company and for cancellation and variation of nomination, if they are desirous of doing so. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be.

19. In terms of Regulation 40(1) of Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. The listed companies shall issue the securities in dematerialized form only, for processing any service requests from shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition, etc. After processing the service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing those shares.

If the shareholder fails to submit the dematerialisation request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat Account held by the Company. Shareholders can claim those shares transferred to Suspense Escrow Demat account on submission of necessary documentation.

Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://dcw ltd.com/investors/> and on the Company's Registrars website at https://www.bigshareonline.com/resources-sebi_circular.aspx#parentHorizontalTab3|ChildVerticalTab_34. Members can also contact the Company's Registrar at investor@bigshareonline.com for assistance in this regard. Members may also refer to Frequently Asked Questions (FAQs) on the RTA's website at https://www.bigshareonline.com/resources-sebi_circular.aspx#parentHorizontalTab4|ChildVerticalTab_34.

In view of the aforesaid, Members who are holding shares in physical form are hereby requested to convert their holdings in electronic mode to avail various benefits of dematerialisation.

Further, SEBI issued circular SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, regarding Special Window for Re-lodgement of Transfer Requests of Physical Shares wherein a special window is being opened for the investors for a period of six (6) months from July 07, 2025 to January 06, 2026 to facilitate re-lodgement of Transfer Requests of Physical Shares. This facility is available for transfer deeds that were lodged prior to April 01, 2019, but were rejected/returned/not attended due to deficiency in the documents/process/or otherwise. The investors who have missed the earlier deadline of March 31, 2021 are encouraged to take advantage of this opportunity by furnishing the necessary documents, including the Client Master List (CML), duly executed transfer deed(s), original share certificate(s), and any other necessary documents, to M/s. Bigshare Services Private Limited, the Company's Registrar. Further, Shareholders can write to the Company at investor.relations@dcw ltd.com or contact the Company's RTA at investor@bigshareonline.com for assistance in this regard.

20. Members desiring any information as regards the Accounts are requested to write to the Company at an earlier date through email on investor.relations@dcwltd.com. The same will be replied by the Company suitably.
21. Non-Resident Indian members are requested to inform the Company's RTA/respective DPs, immediately of:
- a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
22. Pursuant to Sections 124 (5) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the amount of dividend remaining unclaimed for a period of 7 years from the date of their transfer shall be transferred to Investor Education and Protection Fund. Pursuant to Section 124(6) of the Act, all shares in respect of which dividend has not been paid or claimed for 7 consecutive years or more shall be transferred by the Company in the name of Investor Education and Protection Fund. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

The Company has transferred all the unclaimed dividends declared till the financial year 2013-14 to the said Fund. Members whose unclaimed dividends/shares are transferred to the IEPF Authority can claim the same by making an online application to the IEPF Authority in E-Form IEPF-5 by following the refund/claim procedure as detailed on the website of IEPF Authority <https://www.mca.gov.in/content/mca/global/en/foportal/fologin.html>.

Further, pursuant to Ministry of Corporate affairs ("MCA") circular dated July 16, 2025 your Company has started a 100 Days campaign "Saksham Niveshak" starting from July 28, 2025 to November 6, 2025. During this Campaign all the shareholders who have not claimed their Dividend for Financial Years 2021-22 and 2022-23 or have not updated their KYC or any issues related to unclaimed dividends and shares may write to the Company's RTA" at investor@bigshareonline.com.

The shareholders may further note that this campaign has been started specifically to reach out to the shareholders to update their KYC, bank mandates, Nominee and contact information. The shareholders may also claim their Dividend for the aforementioned Financial Years in order to prevent their shares from being transferred to the Investor Education and Protection fund Authority ("IEPFA").

23. Process and manner of Voting through Electronic Means.
- a) In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulations, each as amended from time to time and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility to its Members to cast their votes electronically on resolutions set forth in this Notice. The Company has engaged the services of NSDL as the Agency to provide e-voting facility. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting') and the services will be provided by NSDL.
 - b) Instructions for remote e-voting (including process and manner of e-voting) are given herein below.
 - c) The Resolution(s) passed by remote e-voting shall be deemed to have been passed as if they have been passed at the AGM. The Notice of the AGM indicating the instructions of remote e-voting process can be downloaded from NSDL's website www.evoting.nsdl.com or the Company's website www.dcwlimited.com.

- d) The facility for e-Voting shall be made available at the Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Meeting.
- e) The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again. Members can opt for only one mode of voting i.e. remote e-voting or voting at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered as final.
- f) Members holding shares in physical form or dematerialized form as on **Monday, September 22, 2025 ('Cut- Off Date')** shall be eligible to cast their vote by remote e-voting.
- g) The remote e-voting period commences on **Friday, September 26, 2025 at 9:00 a.m. (IST) and ends on Sunday, September 28, 2025 at 5:00 p.m. (IST)**. During this period, the members of the Company holding shares either in physical form or in dematerialized form as on the Cut-Off Date, may cast their vote by remote e-voting.

The remote e-voting module shall be disabled by NSDL for voting after 5:00 p.m. (IST) on Sunday, September 28, 2025. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 22, 2025.

- 24. Any person(s) who acquires shares of the Company and becomes a Member(s) of the Company after dispatch of the Notice of AGM and holding shares as on the **Cut-Off date i.e., Monday, September 22, 2025** may obtain the login ID and password by sending a request at 'evoting@nsdl.com' or 'admission@bigshareonline.com'. However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and password for casting your vote. If you have forgotten your password, you can reset your password by using 'Forgot User Details/ Password' or 'Physical User Reset Password' option available on www.evoting.nsdl.com or contact NSDL at the following Toll Free No.: 022-48867000 or e-mail at 'evoting@nsdl.com'.
- 25. Please note, that only a person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date shall be entitled to avail the facility of voting, either through remote e-voting or voting at the AGM.
- 26. The Board of Directors has appointed Mr. Vaibhav Dandawate (COP No. 27947), failing him Ms. Deepti Kulkarni (COP No. 22502), Partners of Makarand M. Joshi & Co., Practicing Company Secretaries, as Scrutinizer to scrutinize the remote e-voting process as well as voting at the Meeting in a fair and transparent manner.
- 27. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and shall within two working days of conclusion of the Meeting submit a consolidated Scrutinizer's Report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman in writing, who shall countersign the same.
- 28. The Chairman or any other person authorised by him in writing shall declare the result of voting forthwith.
- 29. The results declared along with Scrutinizer's Report, will be placed on the Company's website www.dcwLtd.com and the website of NSDL www.evoting.nsdl.com immediately after the result is declared by Chairman or any other person authorized by the Chairman and the same shall simultaneously be communicated to BSE Limited and National Stock Exchange of India Limited where the Securities of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

30. In case of any grievances with respect to the facility for voting by electronic means, Members are requested to contact at evoting@nsdl.com (022-48867000) or write to NSDL at National Securities Depository Limited, 301, 3rd Floor, Naman Chambers, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400 051.
31. SEBI has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company’s Website at <https://dcwltd.com/investors/> .
32. E-Voting Instructions

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

How do I vote electronically using NSDL e-Voting system?


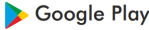


The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode may cast their vote by way of single login credential through their demat account maintained with Depositories and DPs. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on    
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will also be able to see the E-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their DPs	You can also login using the login credentials of your demat account through your DPs registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode 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.com or call at 022 - 4886 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 21 09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 135409 then user ID is 135409001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinisers@mmjc.in with a copy marked to evoting@nsdl.com and to Company at investor.relations@dcw ltd.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Suketh Shetty at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to investor.relations@dcw ltd.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to investor.relations@dcw ltd.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/Folio no., No. of shares, PAN, mobile number at investor.relations@dcwltd.com on or before **Monday, September 22, 2025**. Those Members who have registered themselves as a speaker will only be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.

Statement / Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued thereunder

ITEM NO. 4

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ('the Act'), every listed company is required to annex with its Board's Report, a Secretarial Audit Report given by a Company Secretary in Practice.

Further, pursuant to the recent amendment to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and the appointment of such Secretarial Auditor shall be approved by the Members of the Company at the Annual General Meeting.

The Board of Directors of the Company, at its meeting held on August 08, 2025, based on the recommendation of the Audit Committee has, after considering and evaluating various proposals and factors such as independence, industry experience, technical skills, audit team, quality of audit reports, etc. recommended the appointment of Mehta & Mehta, Practicing Company Secretaries, as the Secretarial Auditors of the Company, to the Members at the ensuing AGM for a term of 5 (five) consecutive years commencing from Financial Year 2025–26 to Financial Year 2029-30, subject to the approval of the Members, at a remuneration of ₹1,75,000/- (Rupees One Lakh Seventy Five Thousand Only) (plus applicable taxes and out of pocket expenses) for the financial year ending March 31, 2026 and for subsequent years(s) of their term, such fees as mutually agreed between the Board of Directors and the Secretarial Auditors. There are no material changes in the remuneration payable to Mehta & Mehta from that paid to the previous Secretarial Auditors of the Company.

Mehta & Mehta is a 25-year-old firm promoted by Mr. Atul Mehta and Mrs. Dipti Mehta. The firm started out as a Practicing Company Secretaries' firm, and today the bouquet of services includes Management, Mentoring, Strategizing, Finance, Legal, Compliance, HR, Secretarial, Marketing, Operations, Sustainability and so on.

Mehta and Mehta has a team of 100+ professionals working with them who are highly qualified and experienced in industry specific practices and can take cumulative decisions with experience and exposure.

They have served diversified industries such as venture capital fund, Pharmaceuticals, Software / IT industry, Textile Industry, Broking and Depository Participants, Hotel & Hospitality, Real Estates, Oil Industry, Banking and Financial Institutions, NBFCs, Stock Exchanges, Insurance, Shipping & Maritime, etc.

As required under the Listing Regulations, Mehta & Mehta holds a valid certificate issued by the Peer Review Board of ICSI. Mehta & Mehta has consented to its appointment as Secretarial Auditors of the Company. They have confirmed that they do not incur any disqualification specified under SEBI Circular No. SEBI/HO/CFD/ CFDPoD/CIR/P/2024/185 dated December 31, 2024 and that their appointment, if made, shall be in accordance with Section 204 and other applicable provisions of the Act, rules framed thereunder and the applicable provisions of the Listing Regulations.

None of the 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 commends the Ordinary Resolution as set out at Item No. 4 of the Notice for approval of the members.

ITEM NO. 5

At the Annual General Meeting of the Company held on Tuesday, September 27, 2022, Mr. Vivek Shashichand Jain (DIN:00502027) and Mr. Bakul Premchand Jain (DIN:00380256) were re-appointed as the Managing Directors of the Company for a period of 3 (three) consecutive years effective from March 1, 2023 and July 27, 2023 respectively. Further, the Members of

the Company, on December 19, 2024, had appointed Mr. Ashish Pramodkumar Jain (DIN: 00866676) as the Managing Director of the Company for a period of 3 (three) consecutive years with effect from November 1, 2024. The said appointments were made in accordance with the applicable provisions of the Companies Act, 2013 ("Act") and rules made thereunder, read with Schedule V, as well as the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In order to bring greater flexibility in structuring the remuneration, it is proposed to modify the composition of the package by shifting certain components, such as superannuation fund and annuity fund, to salary/allowances.

The Members are requested to note that the remuneration payable to Mr. Vivek Shashichand Jain, Mr. Bakul Premchand Jain and Mr. Ashish Pramodkumar Jain, Managing Directors of the Company, as approved by the Members earlier, remains unchanged and continues to be within the overall limits already sanctioned.

Further, it is also expressly clarified that this modification does not result in any increase in the overall fixed remuneration of the Managing Directors and the proposed change is only a restructuring of the existing remuneration package.

The Board, based on the recommendation of the Nomination and Remuneration Committee, considered and approved the restructuring of remuneration of the Managing Directors of the Company in their meeting held on August 08 2025, subject to approval of the Members of the Company.

Accordingly, it is proposed to restructure the remuneration of the Managing Directors of the Company, effective from October 1, 2025 till the completion of their existing tenure.

The revised terms and conditions of remuneration payable to each of the respective Managing Directors (including Whole-time Directors and Manager, if any) of the Company are as follows:

a) Period: with effect from October 1, 2025 till the completion of the existing tenure of the respective Managing Directors.

b) Remuneration:

i) Fixed Salary, Perquisites and Allowances:

- Salary, Perquisites and Allowances shall be upto ₹1.50 crores per annum
- The perquisites and allowances, as aforesaid, shall include but not limited to, the following:
 - accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and/or allowances for gas, electricity, water, furnishings and repairs;
 - Medical reimbursement for himself and family; medical insurance and travel expenses including foreign travel for himself and family;
 - The Company shall provide the Managing Directors of the Company with car and driver. The same shall be considered as perquisites as per valuation defined under Income Tax Act/rules; and
 - Such other allowances & perquisites in accordance with the Rules & Policy of the Company or as may be modified and agreed to between the Board and the Managing Directors of the Company.
- The Company's contribution to provident fund, superannuation fund or annuity fund, as per applicable rules/policy of the Company, shall be included in the fixed remuneration payable as set out in b(i) above.
- Remuneration includes taxable interest on the above contributions treated as perquisites, as per Income Tax Act/rules, shall be in addition to the total fixed remuneration payable as set out in b(i) above.
- Remuneration includes Gratuity payable and encashment of leave at the end of the tenure, which shall be as per the prevailing policy of the Company and shall be in addition to the total fixed remuneration payable as set out in b(i) above.

ii) Reimbursement:

The Managing Directors of the Company shall also be entitled to the following reimbursements, which shall be excluded from the above limit of remuneration:

- Expenses incurred for travelling, boarding and lodging during business trips;
- Upto two Club Membership Fees /Annual Membership Fees and Credit Cards Annual Fees;
- Telephone and internet facilities at their residence, the expenses of which shall be reimbursed at actuals;
- The fuel and other costs related to the running and maintenance of Company car(s) provided to the Managing Directors; and
- Reimbursement of all other expenses incurred for the business of the Company.

iii) Commission:

In addition to salary, perquisites and allowances, the Managing Directors (including Whole-time Directors and Manager, if any) of the Company shall be entitled to commission based on the net profits of the Company for the relevant financial year, as determined on approval of the accounts subsequent to financial year ending, subject to the following:

- Such commission shall be within the percentage as detailed below, on the profits defined in accordance with Section 197 of the Companies Act, 2013.
- The commission shall be calculated as the difference between 15% of the net profits, calculated as above, in that financial year and the aggregate of salary, perquisites, allowances, and other benefits, if any, paid to all Managing Directors (including Whole-time Directors and Manager, if any) in that financial year, as set out in b(i) above, which shall be distributed equally amongst them.

c) Minimum Remuneration

Where in any financial year the Company has no profits or its profits are inadequate, the Managing Directors (including Whole-time Directors and Manager, if any) of the Company shall be entitled to remuneration by way of salary, perquisites and allowances up to ₹1.50 crores per annum, as set out in (b)(i) above, together with the reimbursements set out in (b) (ii). However, in case the Company has no profits, no commission shall be payable to the Managing Directors (including Whole-time Directors and Manager, if any) of the Company.

- d)** The terms and conditions of re-appointment including remuneration of the Managing Directors (including Whole-time Directors and Manager, if any) of the Company may be altered, varied, increased or re-structured from time to time with the prescribed limits of remuneration as mentioned above during their tenure of appointment in such manner as may be agreed to between the Board of Directors including any Committee thereof and the Managing Directors (including Whole-time Directors and Manager, if any) of the Company.
- e)** For the purpose of calculating the above ceiling, perquisites provided to the Managing Directors (including Whole-time Directors and Manager, if any) of the Company shall be evaluated as per the Income Tax Rules wherever applicable. In the absence of any such Rules, Perquisites shall be evaluated at actual cost.
- f)** The Managing Directors of the Company shall not be entitled to any Sitting Fees for attending the Meetings of the Board or any Committee thereof.

In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed restructuring of remuneration payable to the Managing Directors (including Whole-time Directors and Manager, if any) of the Company requires approval of Members by way of Special Resolution.

Therefore, it is proposed to seek the approval of the Members of the Company for the restructuring of remuneration payable to Mr. Vivek Shashichand Jain, Mr. Bakul Premchand Jain and Mr. Ashish Pramodkumar Jain, as Managing Directors, in terms of the applicable provisions of the Act and rules framed thereunder.

Details of Mr. Vivek Shashichand Jain (DIN:00502027), Mr. Bakul Premchand Jain (DIN:00380256) and Mr. Ashish Pramodkumar Jain (DIN: 00866676) are provided in the "Annexure I & II" to the Notice, pursuant to the provisions of (i) Listing Regulations (ii) Companies Act, 2013 and (iii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. The additional information as required under Section II, Part II of the Schedule V to the Act is given as an Annexure II to the Notice.

The Explanatory Statement may be considered as a written Memorandum setting out terms, conditions and limits of remuneration of Mr. Vivek Shashichand Jain, Mr. Bakul Premchand Jain and Mr. Ashish Pramodkumar Jain, as the Managing Directors in terms of Section 190 of the Act.

The draft of the agreement between the Company and Mr. Vivek Shashichand Jain (DIN:00502027), Mr. Bakul Premchand Jain (DIN:00380256) and Mr. Ashish Pramodkumar Jain (DIN: 00866676) are available for inspection by the Members electronically. Members seeking to inspect the same can send an email to investor.relations@dcwltd.com.

Mr. Vivek Shashichand Jain (DIN:00502027), Mr. Bakul Premchand Jain (DIN:00380256) and Mr. Ashish Pramodkumar Jain (DIN: 00866676) are interested in the Resolution set out in Item No. 5 of the Notice, since it pertains to restructuring of their remuneration. The relatives of Mr. Vivek Shashichand Jain (DIN:00502027), Mr. Bakul Premchand Jain (DIN:00380256) and Mr. Ashish Pramodkumar Jain (DIN: 00866676) 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 or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said Resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the Special Resolution as set out at Item No. 5 of the Notice for approval by the members.

ITEM NO. 6

At the Annual General Meeting of the Company held on Tuesday, September 27, 2022, Mr. Bakul Premchand Jain (DIN: 00380256) was re-appointed as the Managing Director of the Company for a period of 3 (three) consecutive years effective from July 27, 2023. In terms of provision of Section 196(2) of the Companies Act, 2013 ("Act"), a Managing Director can be reappointed within one year before the expiry of his present term.

The Nomination and Remuneration Committee ("NRC") of the Company, on the basis of the performance evaluation, has approved & recommended re-appointment of Mr. Bakul Premchand Jain as Managing Director of the Company for a period of 3 (three) consecutive years with effect from July 27, 2026, on the terms & conditions including the remuneration payable to him, as detailed below by passing a Resolution at their Meeting held on August 08, 2025.

As per Section 196(3) of the Act, a Company shall not appoint person or continue the directorship of any person aged 70 (Seventy) years or more as an Executive Director unless a special resolution is passed to that effect.

The Board is of the view that Mr. Bakul Premchand Jain's knowledge, experience, skill set and continued association would be of immense benefit and value to the Company. Accordingly, in view of significant contributions made by him in steering the Company's growth and business strategy during his tenure in the Company and pursuant to the recommendation of the NRC, the Board recommends the re-appointment of Mr. Bakul Premchand Jain (DIN: 00380256) as the Managing Director of the Company even after attaining the age of 70 (Seventy) years, on the terms and conditions of re-appointment and remuneration as detailed below. Presently, Mr. Bakul Premchand Jain is also the Chairman of the Board and oversees the entire operations of the Company.

Accordingly, it is proposed to re-appoint Mr. Bakul Premchand Jain as Managing Director of the Company, for a further period of 3 (three) consecutive years on the Board of the Company with effect from July 27, 2026.

The detailed terms and conditions of re-appointment and remuneration payable to Mr. Bakul Premchand Jain as Managing Director are as follows:

a) Period: 3 (three) years with effect from July 27, 2026.

b) Remuneration (Restructured Remuneration as mentioned in Item No. 5):

i) Fixed Salary, Perquisites and Allowances:

- Salary, Perquisites and Allowances shall be upto ₹1.50 crores per annum
- The perquisites and allowances, as aforesaid, shall include but not limited to, the following:
 - accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and/or allowances for gas, electricity, water, furnishings and repairs;
 - Medical reimbursement for himself and family; medical insurance and travel expenses including foreign travel for himself and family;
 - The Company shall provide Mr. Bakul Premchand Jain with car and driver. The same shall be considered as perquisites as per valuation defined under Income Tax Act/rules; and
 - Such other allowances & perquisites in accordance with the Rules & Policy of the Company or as may be modified and agreed to between the Board and Mr. Bakul Premchand Jain.
- The Company's contribution to provident fund, superannuation fund or annuity fund, as per applicable rules/policy of the Company, shall be included in the fixed remuneration payable as set out in b(i) above.
- Remuneration includes taxable interest on the above contributions treated as perquisites, as per Income Tax Act/rules, shall be in addition to the total fixed remuneration payable as set out in b(i) above.
- Remuneration includes Gratuity payable and encashment of leave at the end of the tenure, which shall be as per the prevailing policy of the Company and shall be in addition to the total fixed remuneration payable as set out in b(i) above.

ii) Reimbursement:

Mr. Bakul Premchand Jain shall also be entitled to the following reimbursements, which shall be excluded from the above limit of remuneration:

- Expenses incurred for travelling, boarding and lodging during business trips;
- Upto two Club Membership Fees /Annual Membership Fees and Credit Cards Annual Fees;

- Telephone and internet facilities at his residence, the expenses of which shall be reimbursed at actuals;
- The fuel and other costs related to the running and maintenance of Company car(s) provided to Mr. Bakul Premchand Jain; and
- Reimbursement of all other expenses incurred for the business of the Company.

iii) Commission:

In addition to salary, perquisites and allowances, Mr. Bakul Premchand Jain shall be entitled to commission based on the net profits of the Company for the relevant financial year, as determined on approval of the accounts subsequent to financial year ending, subject to the following:

- Such commission shall be within the percentage as detailed below, on the profits defined in accordance with Section 197 of the Companies Act, 2013.
- The commission shall be calculated as the difference between 15% of the net profits, calculated as above, in that financial year and the aggregate of salary, perquisites, allowances, and other benefits, if any, paid to all Managing Directors (including Whole-time Directors and Manager, if any) in that financial year, as set out in b(i) above, which shall be distributed equally amongst them.

c) Minimum Remuneration

Where in any financial year the Company has no profits or its profits are inadequate, Mr. Bakul Premchand Jain shall be entitled to remuneration by way of salary, perquisites and allowances up to ₹1.50 crores per annum, as set out in (b)(i) above, together with the reimbursements set out in (b)(ii). However, in case the Company has no profits, no commission shall be payable to the Managing Directors (including Whole-time Directors and Manager, if any) of the Company.

- d)** The terms and conditions of re-appointment including remuneration of Mr. Bakul Premchand Jain may be altered, varied, increased or re-structured from time to time with the prescribed limits of remuneration as mentioned above during his tenure of appointment in such manner as may be agreed to between the Board of Directors including any Committee thereof and Mr. Bakul Premchand Jain.
- e)** For the purpose of calculating the above ceiling, perquisites provided to Mr. Bakul Premchand Jain shall be evaluated as per the Income Tax Rules wherever applicable. In the absence of any such Rules, Perquisites shall be evaluated at actual cost.
- f)** Mr. Bakul Premchand Jain shall not be entitled to any Sitting Fees for attending the Meetings of the Board or any Committee thereof.

Mr. Bakul Premchand Jain satisfies all the conditions set out in Part-I of Schedule V to the Act and conditions set out under subsection 3 of Section 196 of the Act for being eligible for his re-appointment. Mr. Bakul Premchand Jain is not disqualified from being re-appointed as a Managing Director in terms of Section 164 of the Act and has given his consent to act as a Managing Director of the Company. He is also not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India ("SEBI") or any other authority.

Details of Mr. Bakul Premchand Jain are provided in the "Annexure I & II" to the Notice, pursuant to the provisions of (i) Listing Regulations (ii) Companies Act, 2013 and (iii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. The additional information as required under Section II, Part II of the Schedule V to the Act is given as an Annexure II to the Notice.

The Explanatory Statement may be considered as a written Memorandum setting out terms, conditions and limits of remuneration of Mr. Bakul Premchand Jain as Managing Director in terms of Section 190 of the Act.

The draft of the agreement between the Company and Mr. Bakul Premchand Jain is available for inspection by the Members electronically. Members seeking to inspect the same can send an email to investor.relations@dcwlted.com.

In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed re-appointment and the terms of remuneration payable to Mr. Bakul Premchand Jain, as Managing Director requires approval of Members by way of Special Resolution.

Therefore, it is proposed to seek the approval of the Members of the Company for the re-appointment and the terms of remuneration payable to Mr. Bakul Premchand Jain, as Managing Director, in terms of the applicable provisions of the Act and rules framed thereunder.

Mr. Bakul Premchand Jain is interested in the Resolution set out in Item No. 6 of the Notice, since it pertains to his re-appointment and remuneration for a period of 3 (three) consecutive years. The relatives of Mr. Bakul Premchand Jain 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 or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said Resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the Special Resolution as set out at Item No. 6 of the Notice for approval by the members.

ITEM NO. 7

At the Annual General Meeting of the Company held on Tuesday, September 27, 2022, Mr. Vivek Shashichand Jain (DIN:00502027) was re-appointed as the Managing Director of the Company for a period of 3 (three) consecutive years effective from March 1, 2023. In terms of provision of Section 196(2) of the Companies Act, 2013 ("Act"), a Managing Director can be re-appointed within one year before the expiry of his present term.

The Nomination and Remuneration Committee ("NRC") of the Company, on the basis of the performance evaluation, has approved & recommended re-appointment of Mr. Vivek Shashichand Jain as Managing Director of the Company for a period of 3 (three) consecutive years with effect from March 01, 2026, on the terms & conditions including the remuneration payable to him, as detailed below by passing a Resolution at their Meeting held on August 08, 2025.

As per Section 196(3) of the Act, a Company shall not appoint person or continue the directorship of any person aged 70 (Seventy) years or more as an Executive Director unless a special resolution is passed to that effect.

The Board is of the view that Mr. Vivek Shashichand Jain's knowledge, experience, skill set and continued association would be of immense benefit and value to the Company. Accordingly, in view of significant contributions made by him in steering the Company's growth and business strategy during his tenure in the Company and pursuant to the recommendation of the NRC, the Board recommends the re-appointment of Mr. Vivek Shashichand Jain (DIN: 00502027) as the Managing Director of the Company, although he will be attaining the age of 70 (Seventy) years on May 28, 2028 i.e. during the currency of his tenure, on the terms and conditions of re-appointment and remuneration as detailed below.

Accordingly, it is proposed to re-appoint Mr. Vivek Shashichand Jain as Managing Director of the Company, for a further period of 3 (three) consecutive years on the Board of the Company with effect from March 01, 2026.

The detailed terms and conditions of re-appointment and remuneration payable to Mr. Vivek Shashichand Jain as Managing Director are as follows:

- a) Period:** 3 (three) years with effect from March 01, 2026.
- b) Remuneration (Restructured Remuneration as mentioned in Item No. 5):**
 - i) Fixed Salary, Perquisites and Allowances:**
 - Salary, Perquisites and Allowances shall be upto ₹1.50 crores per annum

- The perquisites and allowances, as aforesaid, shall include but not limited to, the following:
 - accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and/or allowances for gas, electricity, water, furnishings and repairs;
 - Medical reimbursement for himself and family; medical insurance and travel expenses including foreign travel for himself and family;
 - The Company shall provide Mr. Vivek Shashichand Jain with car and driver. The same shall be considered as perquisites as per valuation defined under Income Tax Act/rules; and
 - Such other allowances & perquisites in accordance with the Rules & Policy of the Company or as may be modified and agreed to between the Board and Mr. Vivek Shashichand Jain.
- The Company's contribution to provident fund, superannuation fund or annuity fund, as per applicable rules/policy of the Company, shall be included in the fixed remuneration payable as set out in b(i) above.
- Remuneration includes taxable interest on the above contributions treated as perquisites, as per Income Tax Act/rules, shall be in addition to the total fixed remuneration payable as set out in b(i) above.
- Remuneration includes Gratuity payable and encashment of leave at the end of the tenure, which shall be as per the prevailing policy of the Company and shall be in addition to the total fixed remuneration payable as set out in b(i) above.

ii) Reimbursement:

Mr. Vivek Shashichand Jain shall also be entitled to the following reimbursements, which shall be excluded from the above limit of remuneration:

- Expenses incurred for travelling, boarding and lodging during business trips;
- Upto two Club Membership Fees /Annual Membership Fees and Credit Cards Annual Fees;
- Telephone and internet facilities at his residence, the expenses of which shall be reimbursed at actuals;
- The fuel and other costs related to the running and maintenance of Company car(s) provided to Mr. Vivek Shashichand Jain; and
- Reimbursement of all other expenses incurred for the business of the Company.

iii) Commission:

In addition to salary, perquisites and allowances, Mr. Vivek Shashichand Jain shall be entitled to commission based on the net profits of the Company for the relevant financial year, as determined on approval of the accounts subsequent to financial year ending, subject to the following:

- Such commission shall be within the percentage as detailed below, on the profits defined in accordance with Section 197 of the Companies Act, 2013.
- The commission shall be calculated as the difference between 15% of the net profits, calculated as above, in that financial year and the aggregate of salary, perquisites, allowances, and other benefits, if any, paid to all Managing Directors (including Whole-time Directors and Manager, if any) in that financial year, as set out in b(i) above, which shall be distributed equally amongst them.

c) Minimum Remuneration

Where in any financial year the Company has no profits or its profits are inadequate, Mr. Vivek Shashichand Jain shall be entitled to remuneration by way of salary, perquisites and allowances up to ₹1.50 crores per annum, as set out in (b)(i) above, together with the reimbursements set out in (b)(ii). However, in case the Company has no profits, no commission shall be payable to the Managing Directors (including Whole-time Directors and Manager, if any) of the Company.

- d)** The terms and conditions of re-appointment including remuneration of Mr. Vivek Shashichand Jain may be altered, varied, increased or re-structured from time to time with the prescribed limits of remuneration as mentioned above during his tenure of appointment in such manner as may be agreed to between the Board of Directors including any Committee thereof and Mr. Vivek Shashichand Jain.
- e)** For the purpose of calculating the above ceiling, perquisites provided to Mr. Vivek Shashichand Jain shall be evaluated as per the Income Tax Rules wherever applicable. In the absence of any such Rules, Perquisites shall be evaluated at actual cost.
- f)** Mr. Vivek Shashichand Jain shall not be entitled to any Sitting Fees for attending the Meetings of the Board or any Committee thereof.

Mr. Vivek Shashichand Jain satisfies all the conditions set out in Part-I of Schedule V to the Act and conditions set out under subsection 3 of Section 196 of the Act for being eligible for his re-appointment. Mr. Vivek Shashichand Jain is not disqualified from being re-appointed as a Managing Director in terms of Section 164 of the Act and has given his consent to act as a Managing Director of the Company. He is also not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India ("SEBI") or any other authority.

Details of Mr. Vivek Shashichand Jain are provided in the "Annexure I & II" to the Notice, pursuant to the provisions of (i) Listing Regulations (ii) Companies Act, 2013 and (iii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. The additional information as required under Section II, Part II of the Schedule V to the Act is given as an Annexure II to the Notice.

The Explanatory Statement may be considered as a written Memorandum setting out terms, conditions and limits of remuneration of Mr. Vivek Shashichand Jain as Managing Director in terms of Section 190 of the Act.

The draft of the agreement between the Company and Mr. Vivek Shashichand Jain is available for inspection by the Members electronically. Members seeking to inspect the same can send an email to investor.relations@dcwlttd.com.

In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed re-appointment and the terms of remuneration payable to Mr. Vivek Shashichand Jain, as Managing Director requires approval of Members by way of Special Resolution.

Therefore, it is proposed to seek the approval of the Members of the Company for the re-appointment and the terms of remuneration payable to Mr. Vivek Shashichand Jain, as Managing Director, in terms of the applicable provisions of the Act and rules framed thereunder.

Mr. Vivek Shashichand Jain is interested in the Resolution set out in Item No. 7 of the Notice, since it pertains to his re-appointment and remuneration for a period of 3 (three) consecutive years. The relatives of Mr. Vivek Shashichand Jain 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 or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said Resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the Special Resolution as set out at Item No. 7 of the Notice for approval by the members.

ITEM NO. 8

The Board, on the recommendations of the Audit Committee, had approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2026, as detailed below:

Sr. No	Name of the Cost Auditor	Industry	Audit Fees
1.	Nanabhoy & Company	Chemicals	₹1,15,000/- (Rupees One Lakh Fifteen thousand only)
2.	N. D. Birla & Company	Chemicals	₹75,000/- (Rupees Seventy Five thousand only)

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company.

Accordingly, ratification by the members is sought for the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2026 by passing an Ordinary Resolution as set out at Item No. 8 of the Notice.

None of the 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 commends the Ordinary Resolution as set out at Item No. 8 of the Notice for ratification by the members.

By Order of the Board of Directors

Dilip Darji

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

Registered Office:

Dhrangadhra - 363 315, Gujarat
Email: investor.relations@dcwltd.com
CIN: [L24110GJ1939PLC000748](https://www.cin24110GJ1939PLC000748)
Website: www.dcwltd.com

Date: August 08, 2025

Place: Mumbai

ANNEXURE-I

Pursuant to the Provisions of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2), details in respect of Director seeking Appointment/Re- appointment at the Annual General Meeting is furnished below:

Name of Director	Mr. Bakul Premchand Jain	Mr. Vivek Shashichand Jain	Mr. Ashish Pramodkumar Jain
Date of Birth	14-04-1955	28-05-1958	22-02-1971
Age	70 Years	67 Years	54 Years
DIN	00380256	00502027	00866676
Date of first appointment on the Board of the Company	01-11-1996	01-03-2014	01-11-2024
Qualification	Bachelor's Degree of Commerce from University of Mumbai and Master Degree in Management from IMD, Lausanne, Switzerland	MBA (Babsons College, USA) and MMS (Jamnalal Bajaj Institute of Management Studies, Mumbai)	M.B.A
Experience	40+ years	40+ years	30 years
Expertise in specific functional area	Leadership qualities, strategic thinking, corporate governance, investor relations, internal control systems, risk management experience, industry knowledge and experience in overall general management including strategic and financial planning	Leadership qualities, strategic thinking, corporate governance, investor relations, industry knowledge and experience in overall general management including strategic planning and financial functions of the Company	Leadership qualities, industry knowledge, strategic thinking, and experience in overall general management including strategic planning
Brief Resume	Mr. Bakul Premchand Jain has more than 40 years of wide experience in the Industry and presently looks after the overall general management including strategic planning and financial functions of the Company. He has joined the service of the Company as the Vice President in Caustic Soda Division in the year 1982. He was appointed as the Managing Director of the Company in the year 2006. Presently he is serving as the Chairman & Managing Director of the Company. Under his leadership, the Company has set up a 2 x 25 MW Thermal Co-generation plant at its Works at Sahupuram, Tamil Nadu, making the Company not only self-sufficient in meeting its power requirements but also having surplus power to sell to Electricity Boards/third parties.	Mr. Vivek Shashichand Jain has more than 40 years of wide experience in the Industry and presently looks after the overall general management including strategic planning and financial functions of the Company. He is with the Company since 1984 and presently serving as the Managing Director of the Company. He was instrumental in the expansion of the PVC capacity. Under his leadership, the Company has set up Chlorinated Poly Vinyl Chloride Project in its Sahupuram Works.	Mr. Ashish Pramodkumar Jain has around 30 years of wide experience in the Industry and presently looks after the overall management of the Company. He is with the Company since 1995 and presently serving as the Managing Director of the Company. He has played a vital role in driving and leading Company's Soda Ash business.

Name of Director	Mr. Bakul Premchand Jain	Mr. Vivek Shashichand Jain	Mr. Ashish Pramodkumar Jain
Terms and Conditions of Appointment/ Re-appointment	As mentioned in the Resolution at Item No. 6 of the Notice of AGM read with explanatory statement thereto.	As mentioned in the Resolution at Item No. 7 of the Notice of AGM read with explanatory statement thereto.	The Members of the Company, on December 19, 2024, had appointed Mr. Ashish Pramodkumar Jain (DIN: 00866676) as the Managing Director of the Company for a period of 3 (three) consecutive years with effect from November 1, 2024. The proposed resolution is only for restructuring of his existing remuneration, as mentioned in the Resolution at Item No. 5 of the Notice of AGM read with explanatory statement thereto.
Remuneration last Drawn (including sitting fees, if any)	For remuneration please refer the Corporate Governance Report	For remuneration please refer the Corporate Governance Report	For remuneration please refer the Corporate Governance Report
Remuneration Proposed to be paid	As mentioned in the Resolution at Item No. 6 of the Notice of AGM read with explanatory statement thereto.	As mentioned in the Resolution at Item No. 7 of the Notice of AGM read with explanatory statement thereto.	As mentioned in the Resolution at Item No. 5 of the Notice of AGM read with explanatory statement thereto.
Number of Board Meeting attended during the year 2024-25	6	6	2
Directorship held in other Listed Companies (As on March 31, 2025)	Bengal & Assam Company Limited	Not Applicable	Nil
Directorship in other Companies (excluding foreign companies and Section 8 companies) (As on March 31, 2025)	<ul style="list-style-type: none"> • Canvas Shoe Co (Goa) Private Limited • DCW Pigments Limited • J.K. Fenner (India) Limited • Cashco Holdings Private Limited • Sahu Brothers Private Limited • D.P.B. Holdings Private Limited • BJ Holdings Private Limited 	<ul style="list-style-type: none"> • Sahu Brothers Private Limited • DCW Pigments Limited 	<ul style="list-style-type: none"> • Sahu Brothers Private Limited • Kishco Private Limited • Vikrant Holdings and Trading Pvt. Ltd.

Name of Director	Mr. Bakul Premchand Jain	Mr. Vivek Shashichand Jain	Mr. Ashish Pramodkumar Jain
Chairmanship/ Membership of Committees of the Board of Directors of other listed companies as on March 31, 2025	Not Applicable	Not Applicable	Not Applicable
Chairmanship/ Membership of Committees of the Board of Directors of other companies as on March 31, 2025	Chairman of Audit Committee of J.K. Fenner (India) Limited Member of Nomination & Remuneration Committee of J.K. Fenner (India) Limited	Not Applicable	Not Applicable
Shareholding of Director in the Company (As on March 31, 2025)	12,63,332 Equity Shares	1,32,42,077 Equity Shares	1,53,00,000 Equity Shares
Relationship with other Director/ Key Managerial Personnel ("KMP")	Mr. Bakul Premchand Jain is not related with other Directors / KMPs in terms of provision of Section 2(77) of the Companies Act, 2013 read with rules thereunder	Mr. Vivek Shashichand Jain is not related with other Directors / KMPs in terms of provision of Section 2(77) of the Companies Act, 2013 read with rules thereunder	Mr. Ashish Pramodkumar Jain is not related with other Directors / KMPs in terms of provision of Section 2(77) of the Companies Act, 2013 read with rules thereunder
Name of the listed entities from which the person has resigned in the past three years	JK Tyre & Industries Limited	Not Applicable	Not Applicable

Note: For further details related to remuneration drawn and proposed please refer to Board's Report, Corporate Governance Report and Resolutions proposed in the Notice.

ANNEXURE-II

The following additional information as required by Section II of Part II of Schedule V to the Companies Act, 2013:

I General Information				
1	Nature of industry	The Company is engaged in the business of manufacturing of niche specialty chemicals in India and offers a diverse range of products focusing on commodity, specialty, and intermediate products.		
2	Date or expected date of commencement of commercial production	The Company commenced its business in the year 1939 i.e. the year in which it was incorporated		
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable		
4	Financial performance based on given indicators are as under:			
5	Financial Parameters (in Lakhs)	2022-23	2023-24	2024-25
	Total Revenue	2,63,379.58	1,87,158.98	2,00,034.33
	Total Expenses	2,42,158.03	1,86,334.88	1,97,406.67
	Profit/Loss After Tax	19,197.99	1,565.96	3,028.41
	Dividend Rate	25%*	-	5%**
6	Foreign investments or collaborations, if any.	Not Applicable		

* including interim and final dividend for FY 2022-23

** proposed final dividend for FY 2024-25

II Information about the appointee/Managing Director(s):				
1.	Name	Mr. Bakul Premchand Jain	Mr. Vivek Shashichand Jain	Mr. Ashish Pramodkumar Jain
2.	Background details	As mentioned in Annexure – I under the heading “Brief Resume”	As mentioned in Annexure – I under the heading “Brief Resume”	As mentioned in Annexure – I under the heading “Brief Resume”
3.	Past remuneration	For past remuneration please refer the Corporate Governance Report.	For past remuneration please refer the Corporate Governance Report.	For past remuneration please refer the Corporate Governance Report.
4.	Recognition or awards	-	-	-

5. Job profile and his suitability	<p>Mr. Bakul Premchand Jain has more than 40 years of wide experience in the Industry and presently looks after the overall general management including strategic planning and financial functions of the Company. He has joined the service of the Company as the Vice President in Caustic Soda Division in the year 1982. He was appointed as the Managing Director of the Company in the year 2006. Presently he is serving as the Chairman & Managing Director of the Company. Under his leadership, the Company has set up a 2 x 25 MW Thermal Co-generation plant at its Works at Sahupuram, Tamil Nadu, making the Company not only self-sufficient in meeting its power requirements but also having surplus power to sell to Electricity Boards/ third parties.</p>	<p>Mr. Vivek Shashichand Jain has more than 40 years of wide experience in the Industry and presently looks after the overall general management including strategic planning and financial functions of the Company. He is with the Company since 1984 and presently serving as the Managing Director of the Company. He was instrumental in the expansion of the PVC capacity. Under his leadership, the Company has set up Chlorinated Poly Vinyl Chloride Project in its Sahupuram Works.</p>	<p>Mr. Ashish Pramodkumar Jain has around 30 years of wide experience in the Industry and presently looks after the overall management of the Company. He is with the Company since 1995 and presently serving as the Managing Director of the Company. He has played a vital role in driving and leading Company's Soda Ash business.</p>
6. Remuneration proposed	<p>As mentioned in the Resolutions at Item Nos. 5, 6 & 7 of the Notice of AGM read with explanatory statement thereto.</p>		
7. 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)	<p>The proposed remuneration commensurate with size and nature of the business of the Company and the responsibilities of the appointee/Managing Director(s). The remuneration do differ from Company to Company in the industry depending on the scope and scale of their respective operations.</p>		

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| 8. | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. | The Managing Directors have pecuniary relationship with the Company, in terms of remuneration payable to them in their capacity as Managing Directors and all of them also belongs to Promoter/ Promoter Group of the Company. |
| 9. | Foreign investments or collaborations, if any. | Not Applicable |

III Other information:

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| 1 | Reasons of loss or inadequate profits | Not Applicable |
| 2 | Steps taken or proposed to be taken for improvement. | The Company has been taking appropriate steps to reduce costs and improve the efficiency of the operations. |
| 3 | Expected increase in productivity and profits in measurable terms. | Company expects to continue to drive profitability in the coming years. |

IV Disclosures:

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| | | The information and disclosures related to Remuneration and Period of Appointment, Number of Board Meeting attended during the financial year 2024-25, Chairmanship/ Membership of Committees of the Board of Directors of other listed companies are mentioned in Annexure – I herein above and Corporate Governance Report. |
| a | Termination: | The appointment may be terminated by either Party by giving Six (6) months' notice in writing of such termination or basic salary in lieu of notice period. |
| b | Duties and Responsibilities: | All the appointees / Managing Director(s) shall perform such duties and responsibilities as entrusted to them by the Board of Directors, subject to superintendence, guidance and control of the Board of Directors. |