



DCW LIMITED

Registered Office : Dhrangadhra - 363 315, Gujarat

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

Tel. No. : 22871914, 22871916, 22020743, **Fax :** 22 2202 8838 **Website :** www.dcwlimited.com

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

SEVENTY NINTH ANNUAL GENERAL MEETING 2017-18

NOTICE

NOTICE is hereby given that the 79th Annual General Meeting of the Members of DCW LIMITED will be held at 10.00 a.m. on Thursday, 27th September, 2018 at the Registered Office of the Company (at Guest House No. 2) at Dhrangadhra - 363315, Gujarat State, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements for the year ended 31st March, 2018 and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Bakul Jain, (DIN: 00380256) who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. **Appointment of Shri Pradip Madhavji (DIN No. 00272161) as an Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149A, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) thereof for the time being in force and applicable provisions of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended from time to time; Shri Pradip Madhavji (DIN No.00272161) who was appointed as an Additional (Independent) Director by the Board of Directors on 13th November, 2017 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Shri Pradip Madhavji, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years ending 12th November, 2022".

4. **Appointment of Shri Krishnamoorthy Krishnan (DIN No. 08129657) as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149A, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) thereof for the time being in force and applicable provisions of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended from time to time; Shri Krishnamoorthy Krishnan (DIN No. 08129657) who was appointed as an Additional (Independent) Director by the Board of Directors on 22nd May, 2018 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Shri Krishnamoorthy Krishnan be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years ending 21st May, 2023".

5. **Reappointment of Shri Saatvik Jain as President of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 and the Rules prescribed there under and any statutory modifications thereof for the time being in force, approval of the shareholders of the Company be and is hereby accorded to the reappointment of Shri Saatvik Jain,



as President of the Company for a period of 5 years with effect from 1st March 2019 and for payment of salary of ₹ 8,50,000/- per month in the grade ₹ 8,50,000/- – ₹ 50,000/- – ₹ 11,00,000 to Shri Saatvik Jain as President of the Company along with following perquisites:

- (a) Leave travel allowance: ₹ 30,000/- per annum;
- (b) Reimbursement of medical expenses: ₹ 45,000/- per annum;
- (c) House rent allowance: ₹ 25,000/- per annum;
- (d) Free use of Company's car with chauffeur for Company's work and personal use, with all costs in respect thereof for petrol, maintenance, insurance, etc. being met by the Company;
- (e) Bonus, provident fund, superannuation and gratuity as per the Rules of the Company; and
- (f) Leave/encashment of leave as per the Rules of the Company."

6. Reappointment of Shri Ashish Jain as Sr. President of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 and the Rules prescribed there under and any statutory modifications thereof for the time being in force, approval of the shareholders of the Company be and is hereby accorded to the reappointment of Shri Ashish Jain, as Sr. President of the Company for a period of 5 years with effect from 1st April 2019 and for the payment of salary of ₹ 8,50,000 per month in the grade of ₹ 8,50,000/- – ₹ 50,000/- – ₹ 11,00,000/- to Shri Ashish Jain as Sr. President of the Company along with following perquisites:

- (a) Leave travel allowance: ₹ 30,000/- per annum;
- (b) Reimbursement of medical expenses: ₹ 45,000/- per annum;
- (c) House rent allowance: ₹ 25,000/- per annum;
- (d) Free use of Company's car with chauffeur for Company's work and personal use, with all costs in respect thereof for petrol, maintenance, insurance, etc. being met by the Company;
- (e) Bonus, provident fund, superannuation and gratuity as per the Rules of the Company; and
- (f) Leave/encashment of leave as per the Rules of the Company."

7. Reappointment of Smt. Paulomi Jain as President of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 and the Rules prescribed there under and any statutory modifications thereof for the time being in force, approval of the shareholders of the Company be and is hereby accorded to the reappointment of Smt. Paulomi Jain, as President of the Company for a period of 5 years with effect from 1st April 2019 and for payment of salary of ₹ 8,50,000/- per month in the grade of ₹ 8,50,000/- – ₹ 50,000/- – ₹ 11,00,000/- to Smt. Paulomi Jain as President of the Company along with following perquisites:

- (a) Leave travel allowance: ₹ 30,000 per annum;
- (b) Reimbursement of medical expenses: ₹ 45,000 per annum;
- (c) House rent allowance: ₹ 25,000 per annum;
- (d) Free use of Company's car with chauffeur for Company's work and personal use, with all costs in respect thereof for petrol, maintenance, insurance, etc. being met by the Company;
- (e) Bonus, provident fund, superannuation and gratuity as per the Rules of the Company; and
- (f) Leave/encashment of leave as per the Rules of the Company."



8. Reappointment of Smt. Malti Bhindi as President of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 and the Rules prescribed there under and any statutory modifications thereof for the time being in force, approval of the shareholders of the Company be and is hereby accorded to the reappointment of Smt. Malti Bhindi, as President of the Company for a period of 5 years with effect from 1st April 2019 and for the payment of salary of ₹ 8,50,000/- per month in the grade of ₹ 8,50,000/- – ₹ 50,000/- – ₹ 11,00,000/-, to Smt. Malti Bhindi as President of the Company alongwith following perquisites:

- (a) Leave travel allowance: ₹ 30,000/- per annum;
- (b) Reimbursement of medical expenses: ₹ 45,000/- per annum;
- (c) House rent allowance: ₹ 25,000/- per annum;
- (d) Free use of Company's car with chauffeur for Company's work and personal use, with all costs in respect thereof for petrol, maintenance, insurance, etc. being met by the Company;
- (e) Bonus, provident fund, superannuation and gratuity as per the Rules of the Company; and
- (f) Leave/encashment of leave as per the Rules of the Company.”

9. Payment of Commission to Non-Executive Directors.

To consider, and if thought fit, to pass, with or without modifications, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT subject to the provisions of Section 197 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) including any amendment thereto for the time being in force and subject to such permissions, sanctions of appropriate authorities, as may be required, consent of the Company be and is hereby accorded to the payment of the commission computed @ 1% of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act for each financial year to all Non Executive Directors of the Company taken together for a period of 5 financial years from the financial year commencing from 1st April, 2018 subject to a limit of ₹ 3,00,000/- (Rupees three lakhs only) per Director per annum, in addition to the fees payable to them for attending the meetings of the Board of Directors of the Company or any Committee(s) thereof

RESOLVED FURTHER THAT in the event of a Non Executive Director was in the office for part of a year, the commission payable shall be pro-rata for the period he was in the office.

AND RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as may be necessary proper or expedient to give effect to the above resolution”.

10. Option to IFCI Ltd. to convert loan into Equity Shares in case of default.

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

RESOLVED THAT pursuant to the provisions of the Section 62 (3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules thereto and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to any permissions, sanctions and consents as may be required from any regulatory and other appropriate authorities, the consent of the Company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as “the Board” which term shall be deemed to include any committee which the Board may constitute for this purpose) to accept and give effect to the option of conversion of the whole or part of the outstanding amount of the Corporate loan granted by IFCI Ltd. (the Lender) to the Company in terms of the corporate loan agreement executed on 23rd September, 2016 with them, (which agreement be and is hereby approved and ratified), into fully paid-up equity shares of the Company as per the pricing of shares formula stipulated by Reserve Bank of India from time to time in the event the Company commits a default in payment or repayment of principle amounts of the loan or interest thereon or any combination thereof to the Lender.



RESOLVED FURTHER THAT though the SDR guidelines are repealed, for the purpose of pricing of the conversion of loan to shares, the applicable guidelines of RBI in respect of pricing of the shares shall be followed for such conversion.

AND RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose or as may be required by any statutory, regulatory and other appropriate authorities for the purpose."

11. To approve remuneration of the Cost Auditors for the Financial year ending March 31, 2019.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all 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 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. the Cost Auditors of the Company appointed by the Board of Directors at their meeting held on May 29, 2018, to conduct the audit of the cost records of the Company for the financial year ending on 31st March, 2019;

"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

Jigna Karnick

Dy. Company Secretary

Mumbai, 13th day of August , 2018

Registered Office :
Dhrangadhra - 363 315
Gujarat.

NOTES:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.

The Proxy Form should be lodged with the Company at the Registered Office at least 48 hours before the time of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.

2. 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.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2018 to 27th September, 2018, both days inclusive.
5. Shareholders are requested to promptly notify any changes in their address to the Company's Registrar and Share Transfer Agents, Bigshare Services Pvt. Ltd., (Unit: DCW Limited), 1st floor, Bharat Tin Works Bldg., Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400 059.



6. Members who have not registered their e-mail id addresses so far are requested to register their e-mail address in case of physical holding with the Company and in case of demat holding with the Depository Participant.
7. Electronic copy of the Notice of the 79th Annual General Meeting of the Company inter alia indicating the e-voting procedure along with the Attendance Slip and Proxy Form is being sent to all the Members whose e-mail address are registered with the Company/Depository Participant for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copies of the Notice of the 79th Annual General Meeting of the Company inter alia indicating the e-voting procedure along with the Attendance Slip and Proxy Form is being sent in the permitted mode.
8. Pursuant to Sections 124 (5) of the Companies Act, 2013 the amount dividend remaining unclaimed for a period of 7 years shall be transferred to the investor education protection fund. Pursuant to Section 124(6) of the Companies Act 2013, all shares in respect of which dividend has not been paid or claimed for 7 consecutive years or more shall be transferred by the Company in the name of Investor Education and Protection Fund Members who have not yet encashed their dividend warrants for the Financial Year ended on 31st March, 2011 and onwards are advised to make their claims without any further delay and the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company (www.dcwlimited.com) and also on the website of the Ministry of Corporate Affairs.

Accordingly, the Company has transferred all the unclaimed dividends declared till the year 2009-2010 to the said Fund. Members who have not encashed their dividend warrants for the financial year ended March 31, 2011 onwards may write to the Company's Registrar and Share Transfer Agents, Bigshare Services Pvt. Ltd., 1st floor, Bharat Tin Works Bldg., Opp. Vasant Oasis, Makwan Road, Marol, Andheri (East), Mumbai – 400 059 for obtaining payment in lieu of such warrants.

9. Members are requested to bring their copy of Annual Report to the Meeting.
10. Members desirous of obtaining any information concerning accounts of the Company are requested to address their questions to the Company Secretary, so as to reach at least 7 days before the date of meeting, to enable the information required to be made available at the Meeting, to the extent possible.
11. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in demat / electronic form, the nomination form may be filed with the respective Depository Participant.
12. Members may also note that the Notice of 79th Annual General Meeting and the Annual Report for the Financial Year 2017-18 will also be available on the Company's website www.dcwlimited.com for download.
13. Profile of Director seeking re-appointment

Shri Bakul Jain holds a Master degree in Management from IMD, Lausanne, Switzerland. Shri Bakul Jain is having good knowledge and experience in the manufacturing industry. He was appointed on the Board in the year 1996, prior to which he was President of the Company. Shri Bakul Jain is a Director of Sahu Brothers Pvt. Ltd., B.J. Holdings Pvt. Ltd., Canvas Shoe Co. (Goa) Pvt. Ltd., J.K. Tyres and Industries Ltd., DPB Holdings Pvt. Ltd., Lifestyle Trade Links (India) Pvt. Ltd., Jain Sahu Brothers (Investments) Pvt. Ltd., DCW Pigments Limited, Cashco Holding Pvt. Ltd. Bengal Assam Company Limited and Managing Committee Member of Western India Automobile Association. He is a member of the Corporate Social Responsibility Committee and Stakeholders Relationship Committee of the Board.

14. Voting through electronic means:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Services (India) Limited (NSDL).



15. The instructions for Members for voting electronically are as under:

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolutions placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or www.dcwlimited.com of the e-voting period commences on 24/09/2018 at 10.00 a.m. and ends on 26/09/2018 at 5.00 p.m.

During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the Paid up Equity Share Capital of the Company as on the cut-off date of 20/09/2018. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cutoff date i.e. 20/09/2018 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or www.dcwlimited.com

The facility for voting through Polling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.

INSTRUCTIONS FOR E-VOTING

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

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

Details on Step 1 is mentioned below:

How to Log-into 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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

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 101456 then user ID is 101456001***



5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
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.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 skjaincs1944@gmail.com with a copy marked to evoting@nsdl.co.in.

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 toll free no.: 1800-222-990 or send a request to atevoting@nsdl.co.in

General Instructions

The Board of Director has appointed Dr. S. K. Jain, Practicing Company Secretary (Membership No. 1473) and Proprietor of S. K. Jain & Co. as the Scrutinizer to the e-voting process, (including voting through Ballot forms received from Members) and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or to a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.

The Scrutinizer shall submit his report to the Chairman who shall declare the results of the voting. The result declared alongwith the Scrutinizer Report shall be placed on the Company website www.dcwlt.com and on the website of NSDL immediately after the declaration of result by the Chairman or by a person duly authorized by him in writing. The results shall also be forwarded to The BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed. The Resolution shall be deemed to be passed at the Annual General Meeting of the Company Schedule to be held on 27/09/2018.

Annexure to the Notice

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

ITEM NO. 3

Shri Pradip Madhavji was appointed as an Additional Director by the Board of Directors of the Company at their meeting held on November 13, 2017. Shri. Pradip Madhavji holds office upto the date of this Annual General Meeting.

Shri Pradip Madhavji is B.A., B.Com and LLB and was Executive Chairman of Thomas Cook India Ltd. Shri Pradip Madhavji was also the Honorary Consul for New Zealand based in Mumbai.

During the period of his close association with New Zealand he was appointed as Chairman of India Beachheads Advisory Board for providing entry support to KIWI companies desiring to establish business connections with India. In the year 2013, the Republic of Colombia conferred on him the prestigious position of Honorary Consul based in Mumbai. He is a Director on the Board of India Gelatine & Chemicals Ltd.

The Company has received a notice from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Pramod Madhavji as Director at the forthcoming Annual General Meeting.

Shri Pradip Mahavji's vast experience in the Corporate world will be beneficial for the Company and Board of Directors of the Company therefore recommends his appointment as a Director, Shri Pradip Madhavji will be an Independent Director and has given a declaration that he meets with the criteria of independence as provided in Sub-Section 6 of Section 149 of the Companies Act, 2013

Shri Pradip Madhavji is concerned or interested in the resolution since it pertains to his appointment.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in the said Resolution.



ITEM NO. 4

Shri. Krishnamoorthy Krishnan was appointed as an Additional Director by the Board of Directors of the Company at their meeting held on 22nd May, 2018. Shri. Krishnamoorthy Krishnan holds office upto the date of this Annual General Meeting. Shri. Krishnamoorthy Krishnan is a practicing Chartered Accountant having 25 years practice in Sales Tax, Income Tax, Service Tax, and presently in GST. He was pursuing the profession of teaching in the subjects of Finance – Basics, Advanced and Management and was in the onsite faculty for Champlane College, Vermont, USA.

The Company has received a notice from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Shri. Krishnamoorthy Krishnan as Director at the forthcoming Annual General Meeting.

Shri Krishnamoorthy Krishnan's qualification and his vast experience as a practicing Chartered Accountant will be beneficial for the Company and therefore the Board of Directors recommends his appointment as a Director of the Company. Shri Krishnamurthy Krishnan will be an Independent Director and has given a declaration that he meets with the criteria of independence as provided in Sub-Section 6 of Section 149 of the Companies Act, 2013

Shri Krishnamoorthy Krishnan is concerned or interested in the resolution since it pertains to his appointment.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in the said Resolution.

ITEM NO. 5

Shri Saatvik Jain looks after the PVC & CPVC divisions of the Company. Shri Saatvik Jain was appointed as the President of the Company by the members of the Company at their 75th Annual General Meeting held on August 13, 2014 for a period of 5 years with effect from March 1, 2014 and has been discharging his duties as President since then.

The Nomination and Remuneration Committee of the Board of Directors at their meeting held on 29th May, 2018 recommended for the re-appointment of Mr. Saatvik Jain as President of the Company. Board of Directors at their meeting held on 29th May, 2018 has reappointed Shri Saatvik Jain as President of the Company for a period of 5 years with effect from 1st March 2019, subject to the approval of the shareholders of the Company.

Mr. Saatvik Jain is the son of Shri Vivek Jain , Managing Director of the Company. Mr. Vivek Jain is therefore concerned or interested in the resolution set out in item no.5 of the notice. The relatives of Mr. Vivek Jain may be deemed to be interested in the resolution set out at item no. 5 of the notice 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

ITEM NO. 6

Shri Ashish Jain is in charge of the Soda Ash Division of the Company. Shri Ashish Jain was appointed as the Sr. President of the Company by the members of the Company at their 75th Annual General Meeting held on August 13, 2014 for a period of 5 years with effect from April 1, 2014 and has been discharging his duties as Sr. President since then.

The Nomination and Remuneration Committee of the Board of Directors at their meeting held on 29th May, 2018 recommended to the re-appointment of Mr. Ashish Jain as Senior President of the Company. Board of Directors at their meeting held on 29th May, 2018 has reappointed Shri Ashish Jain as Senior President of the Company for a period of 5 years with effect from 1st April 2019, subject to the approval of the shareholders of the Company.

Mr. Ashish Jain is the son of Shri Pramod Kumar Jain, Chairman & Managing Director of the Company. Shri Pramod Kumar Jain is therefore concerned or interested in the resolution set out in item no. 6 of the notice. The relatives of Shri Pramod Kumar Jain may be deemed to be interested in the resolution set out at item no. 6 of the notice 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.



ITEM NO. 7

Smt. Paulomi Jain looks after the expansion and diversification programmes of the Company. Smt. Paulomi Jain was appointed as the President of the Company by the members of the Company at their 75th Annual General Meeting held on August 13, 2014 for a period of 5 years with effect from April 1, 2014 and has been discharging her duties as President since then.

The Nomination and Remuneration Committee of the Board of Directors at their meeting held on 29th May, 2018 recommended to the re-appointment of Smt. Paulomi Jain as President of the Company. Board of Directors at their meeting held on 29th May, 2018 has reappointed Smt. Paulomi Jain as President of the Company for a period of 5 years with effect from 1st April 2019, subject to the approval of the shareholders of the Company.

Smt. Paulomi Jain is the wife of Shri Bakul Jain, Managing Director of the Company. Shri Bakul Jain is therefore concerned or interested in the resolution set out in item no. 7 of the notice. The relatives of Shri Bakul Jain may be deemed to be interested in the resolution set out at item no. 7 of the notice 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

ITEM NO. 8

Smt. Malti Bhindi looks after the public relations of the Company. Smt. Malti Bhindi was appointed as the President of the Company by the members of the Company at their 75th Annual General Meeting held on August 13, 2014 for a period of 5 years with effect from April 1, 2014 and has been discharging her duties as President since then.

The Nomination and Remuneration Committee of the Board of Directors at their meeting held on 29th May, 2018 recommended to the re-appointment of Smt. Malti Bhindi as President of the Company. Board of Directors at their meeting held on 29th May, 2018 has reappointed Smt. Malti Bhindi as President of the Company for a period of 5 years with effect from 1st April 2019, subject to the approval of the shareholders of the Company.

Smt. Malti Bhindi is the wife of Shri Mudit Jain, Managing Director of the Company. Shri Mudit Jain is therefore concerned or interested in the resolution set out in item no. 8 of the notice. The relatives of Shri Mudit Jain may be deemed to be interested in the resolution set out at item no. 8 of the notice 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

ITEM No. 9

Members of the Company at their Extra ordinary General Meeting held on 19th December, 2013 had approved payment of commission to all Non Executive Directors of the Company taken together @1% of the net profits of the Company calculated in accordance with the provisions of section 198(1) of the Companies Act, 2013 for each Financial Year, for a period of 5 financial years commencing from 1st April, 2013 subject to a limit of ₹ 3,00,000/- (Rupees three lakhs only) per Director per annum, in addition to the fees payable to them for attending the meetings of the Board of Directors of the Company or any committee (s) thereof. The said period expired on March 31, 2018.

Accordingly, approval of the Shareholders is sought under the applicable provisions of the Companies Act, 2013 for payment of remuneration by way of commission to the non executive directors of the Company for a period of five financial years commencing from April 1, 2018 as set out in Resolution at Item No. 9 of the Notice.

The Board recommends the resolution set out under Item No. 9 of the Notice for approval by the shareholders. Non Executive Directors are interested in the resolution since they will be entitled for payment of commission under the said resolution. 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.



ITEM NO. 10

The Company has been granted a Corporate Loan of ₹ 100 crores by IFCI Ltd. on the terms and conditions as set out in the Corporate Loan Agreement executed by the Company with IFCI Ltd. on 23rd September, 2016. The said terms and conditions inter alia consist that if the Company commits a default in payment or repayment of principle amounts of the loan or interest thereon or any combination thereof, then the Lender shall have the right to convert at their option the whole or part of the outstanding amount of the loan into fully paid-up equity shares of the Company as per the pricing of shares formulae stipulated by Reserve Bank of India from time to time.

As per Section 62(3) of the Companies Act, 2013, the Company will not be required to comply with the provisions of Section 62 (1) of the Act in relation to increase of the subscribed capital of the Company by further issue of shares, if shares are issued pursuant to an option attached to loan raised by the Company to convert such loans or part thereof into shares in the Company and such terms of conversion have been approved prior to raising of loan by a special resolution passed by the Company in General Meeting.

In view of the above, the Board recommends the said resolution for approval of the shareholders as a special resolution. None of the Directors / Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 11:

The Board, on the recommendations of the Audit Committee, has approved the re-appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019, as per the details given below:

Sr. No	Name of the Cost Auditor	Industry	Audit Fees (₹)
1	Nanabhoy & Company	Chemicals (Caustic Soda)	85000/- (Rupees Eighty five thousand only)
2	N. D. Birla & Company	Chemicals (Soda Ash)	65000/- (Rupees Sixty five thousand only)

In accordance with the provision of the Section 148 of the Companies Act, 2013, the remuneration payable to the cost Auditors has to be determined by the shareholders of the Company. Accordingly, consent of the Members is sought for passing an Ordinary resolution as set out at item No. 11 of the Notice for payment of remuneration to the Cost Auditors for the financial year ending on March 31, 2019.

None of the Directors/Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

By Order of the Board of Directors

Jigna Karnick
Dy. Company Secretary

Mumbai, 13th day of August , 2018

Registered Office :
Dhrangadhra - 363 315
Gujarat.

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