



April 29, 2025

To,

National Stock Exchange of India Ltd. Exchange Plaza Bldg. 5 th Floor, Plot No.C-1 'G' Block, Near Wockhardt, Bandra Kurla Complex, Mumbai 400 051 Symbol: DCW	BSE Limited, 1 st floor, New Trading Ring Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code :500117
---	---

Dear Sir/ Madam,

Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Notice of Postal Ballot of DCW Limited

Pursuant to Regulation 30 of the Listing Regulations, please find attached herewith a copy of Postal Ballot Notice dated April 24, 2025 (including instructions for e-voting) seeking approval of Members of the DCW Limited ("the Company") through e-voting only (Voting through Electronic means) for the following special item(s):

Sr. No.	Particulars	Type of Resolution
1.	Continuation of appointment of Mr. Bakul Premchand Jain (DIN: 00380256) as Chairman & Managing Director on attaining the age of Seventy Years	Special Resolution

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs from time to time, the Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company i.e. Bigshare Services Private Limited and the Depositories viz. National

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@dcwlimited.com. Website: www.dcwlimited.com. CIN-L24110GJ1939PLC000748





Securities Depository Limited and Central Depository Services (India) Limited as on the **cut-off date i.e. Friday, April 25, 2025.**

The Members whose e-mail address is not registered with the Company/Depository Participant, to receive the Notice, may register their e-mail address with Bigshare Services Private Limited, the Registrar and Share Transfer Agent of the Company, in the manner as provided in the 'Notes' section of the enclosed Notice.

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its Members.

The details of the calendar of events for the Postal Ballot are as follows:

Sr. No.	Event	Date
1.	Voting rights reckoning date/ Cut-off date	April 25, 2025
2.	Last Date of Completion of dispatch of Postal Ballot Notice	April 29, 2025
3.	Voting Period Start Date & Time	April 30, 2025, 9:00 a.m. (IST)
4.	Voting Period End Date & Time	May 29, 2025, 5:00 p.m. (IST)
5.	Date of Submission of Scrutinizer's Report	on or before May 30, 2025
6.	Date of Announcement of Results of Postal Ballot	on or before May 30, 2025

The Notice is also being made available on the website of the Company at www.dcwlimited.com and on the website of NSDL at www.evoting.nSDL.com.

You are requested to take the same 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@dcwlimited.com, Website : www.dcwlimited.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, Email: investor.relations@dcwlimited.com

NOTICE OF POSTAL BALLOT

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

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**"the Act"**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**"Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**"MCA"**) vide its General Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 collectively referred to as (**"MCA Circulars"**), that the item of special business set out in the Notice annexed hereto are proposed to be transacted by passing Special Resolution through Postal Ballot which, as per the MCA Circulars shall mean voting only by electronic means through the remote e-voting facility (**"remote e-voting"**).

In compliance with the above-mentioned provisions and aforesaid MCA Circulars, this Postal Ballot Notice (**"Notice"**) is being sent by DCW Limited (**"the Company"**) only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent (**"RTA"**) / Depository Participants (**"DPs"**), as on **Friday, April 25, 2025 ("cut-off date")**. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The process for registration of email address is appended in the Notes to this Notice.

The Company has engaged the services of National Securities Depository Limited (**"NSDL"**) for the purpose of providing remote e-voting facility to its Members. Further, pursuant to Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", all the individual shareholders holding shares in demat mode, may cast their vote through remote e-voting by way of single login credential through their demat accounts / websites of Depositories / DPs. Members are required to communicate their assent or dissent only through the remote e-voting facility.

The detailed procedure and instructions for remote e-voting forms part of the 'Notes' section to this Notice. An Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions of the Act, pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof is annexed to this Notice.

Members desiring to exercise their vote through the remote e-voting facility arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting of votes not later than **5:00 p.m. (IST) on Thursday, May 29, 2025**.

The remote e-voting facility will be disabled by NSDL immediately thereafter and voting shall not be allowed beyond the said time and date.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company has appointed Mr. Saurabh Agrawal (COP No. 20907), failing him Mr. Omkar Dindorkar (COP No. 24580) of M/s. MMJB & Associates LLP, Company Secretaries, as the Scrutiniser for conducting the Postal Ballot/ e-voting process in a fair and transparent manner.

After completion of scrutiny of the votes cast by the remote e-voting facility, the Scrutiniser will submit his report to the Chairman, or any other person authorised by him. The results declared, along with the Scrutiniser's Report, shall be announced by the Chairman or such person as authorised, within the stipulated timelines. The Scrutiniser's decision on the validity of votes cast will be final.

The said results will be displayed on the website of the Company at <https://dcwltd.com/>, the website of NSDL at www.evoting.nsdl.com and shall also be communicated to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") and be made available on their respective websites viz. at www.bseindia.com and www.nseindia.com. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

SPECIAL BUSINESS:

1. Continuation of appointment of Mr. Bakul Premchand Jain (DIN: 00380256) as Chairman & Managing Director on attaining the age of Seventy Years

*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 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, the approval of the Members of the Company be and is hereby accorded for the continuation of the appointment of Mr. Bakul Premchand Jain (DIN: 00380256) as Chairman & Managing Director of the Company on attaining the age of 70 (Seventy) years on April 14, 2025 for the remaining period of his existing term of 3 consecutive years until July 26, 2026, on the same terms and conditions of appointment and remuneration as already been approved by the Members at the Annual General Meeting of the Company held on September 27, 2022.

RESOLVED FURTHER THAT save and except as aforesaid, the Special Resolution approved by the Members in the Annual General Meeting of the Company held on September 27, 2022 with respect to the appointment and remuneration of Mr. Bakul Premchand Jain (DIN: 00380256) as Managing Director of the Company shall continue to remain effective till July 26, 2026.

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."

By Order of the Board of Directors

Sd/-

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

Website: www.dcwltd.com

Date: April 24, 2025

Place: Mumbai

NOTES:-

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("**the Act**") read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid resolution and the reasons/rationale thereof is annexed hereto and forms part of this Postal Ballot Notice ("**Notice**").
2. In compliance with the MCA Circulars, the Notice of Postal Ballot which comprise of resolution proposed for approval of the members and the explanatory statement thereto and reasons thereof, is being sent only by email to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from M/s. Bigshare Services Private Limited, the Company's Registrar and Transfer Agent ("RTA") / Depositories as on **Friday, April 25, 2025 ("Cut-Off date")** and whose email addresses are registered with the Company/ RTA/Depository Participants ("DPs") (in case of electronic shareholding) or who will register their email address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date i.e. **Friday, April 25, 2025**.
3. The Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure and instructions with respect to remote e-voting are mentioned in Note No.12 of this Notice. A Member shall avail this facility as per the instructions provided herein.
4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only.

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

5. The remote e-voting shall commence on **Wednesday, April 30, 2025 at 9:00 a.m. (IST)** and shall end on **Thursday, May 29, 2025 at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
6. A copy of this Postal Ballot Notice is also available on the website of the Company at www.dcw ltd.com, the relevant section of the website of BSE at www.bseindia.com and NSE at www.nseindia.com, on which the Equity Shares of the Company are listed and on the website of NSDL at www.evoting.nsd l.com.
7. The voting for this Postal Ballot cannot be exercised through proxy.
8. Members who wish to inspect the documents, if any, referred to in the Notice or Explanatory Statement may send their requests at investor.relations@dcw ltd.com from their registered email address mentioning their Name, Folio Number / DP ID & Client ID until the last date of remote e-voting period of this Postal Ballot i.e. **Thursday, May 29, 2025**.
9. In the event the resolution as set out in the Notice of Postal Ballot is assented to by the members with requisite majority, by means of Postal Ballot i.e., remote e-voting, the same shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e., **Thursday, May 29, 2025** and pursuant to Section 110(2) of the Act, it shall deemed to have been passed as Special Business at a General Meeting.
10. Registration of email addresses permanently with the Company / DPs: In respect of shares held in demat form, Members who have not registered their email address are requested to register the same with their respective DP.

In respect of shares held in physical form, Members who want to register their email address, will need to ensure complete KYC compliance for their folio. Such Shareholders can download the relevant Forms i.e. Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14, for registering/changing KYC details from RTA's website at <https://www.bigshareonline.com/>. The following details viz. PAN of all the holders, Address with PIN code, Email address, Mobile No., Bank Account details of the first holder, Specimen Signature and Nomination details need to be submitted by the holders of physical securities along with supporting documents.

11. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
12. **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?


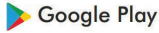


The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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 the 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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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 holding 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. 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"> 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/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration

Type of shareholders	Login Method
	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.
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 DP 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 call at 1800 22 55 33

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 the folio number is 001*** and EVEN is 133636 then user ID is 133636001***

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 etc.
 - 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 on NSDL e-Voting system.

How to cast your vote electronically 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 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. 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

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 email ids for e-voting for the resolution 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 Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

[Pursuant to Sections 102 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 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. 1

The Shareholders of the Company at the Annual General Meeting of the Company held on September 27, 2022 through a Special Resolution had approved the re-appointment of Mr. Bakul Premchand Jain (DIN: 00380256) as a Managing Director of the Company, liable to retire by rotation, for a period of 3 (three) consecutive years effective from July 27, 2023 to July 26, 2026.

In terms of provisions of Section 196(3) of the Companies Act, 2013 ("**the Act**"), a Company shall not appoint a person or continue the employment of any person aged 70 years or more as a Managing Director unless a special resolution is passed to that effect. Mr. Bakul Premchand Jain, Chairman and Managing Director of the Company has, however, attained the age of 70 (Seventy) years on April 14, 2025, during the currency of his term of appointment under the provisions of the Act. Though his present term till July 26, 2026 as a Managing Director has already been approved by the Members through a special resolution in the Annual General Meeting of the Company held on September 27, 2022, the Company is once again specifically seeking approval from the Members for continuing his existing term on attaining the age of 70 years on April 14, 2025 for the remaining period of his term of 3 consecutive years until July 26, 2026, on the same terms and conditions of appointment and remuneration as already been approved by the Members at the Annual General Meeting of the Company held on September 27, 2022.

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 Nomination and Remuneration Committee, the Board recommends the continuation of appointment of Mr. Bakul Premchand Jain (DIN: 00380256) as a Chairman & Managing Director of the Company on attending the age of 70 (Seventy) years on April 14, 2025 for the remaining period of his term of 3 consecutive years until July 26, 2026, on the same terms and conditions of appointment and remuneration as already been approved by the Members at the Annual General Meeting of the Company held on September 27, 2022, to the Members for their approval under the provisions of Section 196 (3) of the Act.

Mr. Bakul Premchand Jain satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section 3 of Section 196 of the Act for being eligible for his appointment.

Mr. Bakul Premchand Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. 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.

The Details required under Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 are enclosed as an Annexure to the notice.

Mr. Bakul Premchand Jain is interested in the Resolution set out in Item No.1 of the Notice, since it pertains to his continuation as the Managing Director of the Company. 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, Key Managerial Personnel of the Company and their relatives are in any way, deemed to be concerned or interested, financially or otherwise in the said Resolution.

This statement may also be regarded as an appropriate disclosure under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board commends the Special Resolution as set out at Item No. 1 of the Notice, for the approval of the Members of the Company.

By Order of the Board of Directors

**Sd/-
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: April 24, 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 in postal ballot is furnished below:

Name of Director	Mr. Bakul Premchand Jain
Date of Birth	14/04/1955
Age	70 Years
DIN	00380256
Date of first appointment on the Board of the Company	01-11-1996
Qualification	Bachelor's Degree of Commerce from University of Mumbai and Master Degree in Management from IMD, Lausanne, Switzerland
Experience	40+ years
Expertise in specific functional area	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
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
Skills and capabilities required for the role and the manner in which the proposed Independent Director(s) meets such requirements	Not Applicable
Terms and Conditions of Appointment/ Re-appointment	The terms and conditions of appointment and remuneration will remain same as already been approved by the Members at the Annual General Meeting of the Company held on September 27, 2022 including as mentioned in Item No. 1 of explanatory statement of this Notice
Remuneration last Drawn (including sitting fees, if any)	₹ 1,50,20,208/- p.a. (excluding Commission)
Remuneration Proposed to be paid	The terms and conditions of appointment and remuneration will remain same as already been approved by the Members at the Annual General Meeting of the Company held on September 27, 2022 including as mentioned in Item No. 1 of explanatory statement of this Notice
Number of Board Meeting attended during the financial year 2024-25	6
Directorship held in other Listed Companies (As on March 31, 2025)	<ul style="list-style-type: none"> ● Bengal & Assam Company Limited
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

Chairmanship/ Membership of Committees of the Board of Directors of other listed Companies (As on March 31, 2025)	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
Number of shares held in the Company either by self or as a beneficial owner	12,63,332
Relationship with other Director/ Key Managerial Personnel ("KMP")	Mr. Bakul Premchand Jain is not related to any of the Directors / Key Managerial Personnel of the Company.
Name of the listed entities from which the person has resigned in the past three years	JK Tyre & Industries Limited