



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

NOTICE

EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of DCW LIMITED will be held at 10 a.m. on Thursday, 25th April, 2019, at the Registered Office of the Company (at Guest House No. 2) at Dhrangadhra - 363 315, Gujarat State, to transact the following business:

1. Approval for preferential issue of equity shares to the Promoters, Business Associates and Investors.

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

“RESOLVED THAT pursuant to the provisions of Section 42 and Section 62 and other applicable provisions, if any, of the Companies Act, 2013, and any statutory modifications thereof for the time being in force, and in accordance with the relevant provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **“2009 ICDR Regulations”**) and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **“2018 ICDR Regulations”**), as may be applicable (the 2009 ICDR Regulations and the 2018 ICDR Regulations collectively referred to as **“ICDR Regulations”**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“Listing Regulations”**) and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India (**“SEBI”**) the Listing Agreement entered into between the Company and the Stock Exchanges where the Shares of the Company are listed (**“Stock Exchanges”**), or any other authority/ body (including any amendment thereto or re- enactment thereof) and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and which may be agreed by the board of directors of the Company (hereinafter referred to as **“the Board”** which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the Company be and is hereby accorded to the Board, to create, offer, issue and allot from time to time, the following securities of the Company on a preferential basis to the following Promoters, Business Associates (including the relatives of Business Associates) and Investors of the Company by way of preferential allotment on a private placement basis to the following allottees forming part of the Promoters, Business Associates and Investors of the Company (hereinafter referred to as the **“Proposed Allottees”**) at a price of Rs 20/- per equity share (including a premium of ₹ 18/- per equity share) in the manner set out below:

- A. Upto 30965000 equity shares of ₹ 2 each to the following Promoters, Business Associates including relatives of Business Associates and Investors

Sr. No.	Identity of Proposed Allotte	No. of Shares proposed to be issued
1	Mudit Jain (Promoter)	Upto 2500000 equity shares of ₹ 2 each
2	P.K.Jain (Promoter)	Upto 2500000 equity shares of ₹ 2 each
3	Dr. S.C.Jain (Promoter)	Upto 4200000 equity shares of ₹ 2 each
4	Meeta Jain (Promoter)	Upto 4800000 equity shares of ₹ 2 each
5	Namita Jain (Promoter)	Upto 1000000 equity shares of ₹ 2 each
6	Ashish Jain (Promoter)	Upto 750000 equity shares of ₹ 2 each
7	Prabhakar Kamath & Nirmala Kamath	Upto 250000 equity shares of ₹ 2 each
8	Prisure Promotion and Tradings Ltd	Upto 2500000 equity shares of ₹ 2 each
9	Polypipes India Pvt.Ltd.	Upto 1500000 equity shares of ₹ 2 each
10	Ravi Purvar	Upto 75000 equity shares of ₹ 2 each
11	Rishi Purvar	Upto 25000 equity shares of ₹ 2 each
12	Ruchi Purvar	Upto 25000 equity shares of ₹ 2 each
13	Umed Singh Baid	Upto 50000 equity shares of ₹ 2 each
14	Rajkumari Baid	Upto 50000 equity shares of ₹ 2 each
15	Sita Ram Mundra	Upto 25000 equity shares of ₹ 2 each
16	Shaodra Devi Mundra	Upto 25000 equity shares of ₹ 2 each
17	Sushma Mundhra	Upto 25000 equity shares of ₹ 2 each
18	Akshay Mundhra	Upto 25000 equity shares of ₹ 2 each
19	Harshal Shah	Upto 125000 equity shares of ₹ 2 each
20	Purnima Shah	Upto 125000 equity shares of ₹ 2 each
21	Foram Shah	Upto 125000 equity shares of ₹ 2 each
22	Geeta Nitin Sheth & Sneh Tejas Sheth	Upto 175000 equity shares of ₹ 2 each
23	Sneh Tejas Sheth & Tejas Nitin Sheth	Upto 175000 equity shares of ₹ 2 each
24	Tejas Nitin Sheth HUF	Upto 175000 equity shares of ₹ 2 each
25	Kiran Dhirajlal Vaidya & Dhirajlal Vaidya	Upto 500000 equity shares of ₹ 2 each
26	Ketan Jayantilal Shah	Upto 125000 equity shares of ₹ 2 each
27	Mukesh Sangla	Upto 250000 equity shares of ₹ 2 each
28	Saurabh Sangla	Upto 250000 equity shares of ₹ 2 each
29	Monica Sangla	Upto 250000 equity shares of ₹ 2 each
30	Avantika Sangla	Upto 250000 equity shares of ₹ 2 each
31	Rajeev Kumar Bharadwaj	Upto 25000 equity shares of ₹ 2 each

Sr. No.	Identity of Proposed Allotte	No. of Shares proposed to be issued
32	Sushma Bharadwaj	Upto 25000 equity shares of ₹ 2 each
33	Rajendra Kumar Agarwalla	Upto 25000 equity shares of ₹ 2 each
34	Purushottam Kumar Agarwalla	Upto 25000 equity shares of ₹ 2 each
35	Shrawan Kumar Agarwalla	Upto 25000 equity shares of ₹ 2 each
36	Parita Manish Shah	Upto 75000 equity shares of ₹ 2 each
37	Manish Vimalkant Shah	Upto 75000 equity shares of ₹ 2 each
38	Rajendra Gupta HUF	Upto 30000 equity shares of ₹ 2 each
39	Aruna Gupta	Upto 10000 equity shares of ₹ 2 each
40	Shivank Gupta	Upto 10000 equity shares of ₹ 2 each
41	Ashish Mehdiratta	Upto 325000 equity shares of ₹ 2 each
42	Tripti Mehdiratta	Upto 325000 equity shares of ₹ 2 each
43	Amit Mehdiratta	Upto 250000 equity shares of ₹ 2 each
44	Vaibhav Mehdiratta	Upto 250000 equity shares of ₹ 2 each
45	Ramakant Bhatt	Upto 750000 equity shares of ₹ 2 each
46	Amitabh Gupta	Upto 750000 equity shares of ₹ 2 each
47	Manju Amitabh Gupta	Upto 750000 equity shares of ₹ 2 each
48	Tavishi Gupta & Amitabh Gupta	Upto 250000 equity shares of ₹ 2 each
49	Jatin Aggarwal	Upto 250000 equity shares of ₹ 2 each
50	E.Rajaram	Upto 15000 equity shares of ₹ 2 each
51	E.Purushothman	Upto 15000 equity shares of ₹ 2 each
52	Ramlingam Sundaresan	Upto 15000 equity shares of ₹ 2 each
53	R.Mukundhan	Upto 15000 equity shares of ₹ 2 each
54	P.Sivagami	Upto 15000 equity shares of ₹ 2 each
55	R.Malarkodi	Upto 15000 equity shares of ₹ 2 each
56	E.K.Lingamurthy	Upto 250000 equity shares of ₹ 2 each
57	Sharavanan Lingamoorthy	Upto 200000 equity shares of ₹ 2 each
58	Kahimee Alok Shah	Upto 50000 equity shares of ₹ 2 each
59	Nikhilesh Anilbhai Shah	Upto 20000 equity shares of ₹ 2 each
60	Shah Anil Girdharilal	Upto 15000 equity shares of ₹ 2 each
61	Mrudula Anil Shah	Upto 15000 equity shares of ₹ 2 each
62	Shah Anil Girdharilal HUF	Upto 25000 equity shares of ₹ 2 each
63	Antonat Franklin	Upto 50000 equity shares of ₹ 2 each

Sr. No.	Identity of Proposed Allotte	No. of Shares proposed to be issued
64	Maria Margaret Sharmela	Upto 50000 equity shares of ₹ 2 each
65	C. Vijaykumar	Upto 250000 equity shares of ₹ 2 each
66	Rambabu Madam	Upto 75000 equity shares of ₹ 2 each
67	Aparna Madam	Upto 75000 equity shares of ₹ 2 each
68	Hanumantha Reddy	Upto 50000 equity shares of ₹ 2 each
69	Sashikala Ramakrishna Gelivi	Upto 50000 equity shares of ₹ 2 each
70	Kumar Shreyans	Upto 25000 equity shares of ₹ 2 each
71	Meghraj Ghansimal Betala	Upto 250000 equity shares of ₹ 2 each
72	Nirmala Betala	Upto 250000 equity shares of ₹ 2 each
73	Kantikumar Betala	Upto 250000 equity shares of ₹ 2 each
74	Rajendrakumar Betala	Upto 250000 equity shares of ₹ 2 each
75	Shilpa Nirav Raveshia	Upto 25000 equity shares of ₹ 2 each
76	Shreeya Nirav Raveshia	Upto 25000 equity shares of ₹ 2 each
77	Karsandas Madhavji Bhatia	Upto 25000 equity shares of ₹ 2 each
78	Bhanumati Karsandas Bhatia	Upto 25000 equity shares of ₹ 2 each
79	Shilap Sameer Deshmukh	Upto 25000 equity shares of ₹ 2 each
80	Maruthappa Palanivelu	Up to 125000 equity shares of ₹ 2 each
81	Palanivelu Sakthivel	Up to 125000 equity shares of ₹ 2 each
82	Mangalam Sakthivel	Up to 250000 equity shares of ₹ 2 each
83	Jayantilal Ambashanker Trivedi	Up to 50000 equity shares of ₹ 2 each
84	Bhaskar B Bhargava HUF	Up to 50000 equity shares of ₹ 2 each
85	Samhita Saravanan	Upto 100000 equity shares of ₹ 2 each
86	Ajay Shand	Upto 375000 equity shares of ₹ 2 each
87	Sanjay Shand	Upto 375000 equity shares of ₹ 2 each
88	Ramratan Mundhra	Upto 25000 equity shares of ₹ 2 each
	T o t a l	Upto 30965000 equity shares of ₹ 2 each

‘RESOLVED FURTHER THAT as per the ICDR Regulations the ‘Relevant Date’ for determining the price of the Equity Shares proposed to be issued in accordance with the provisions of Chapter VII of the securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2009, shall be Tuesday, 26th March, 2019, being thirty days prior to the date of this Extra Ordinary General Meeting.”

RESOLVED FURTHER THAT the Equity Shares, issued to the Proposed Allottees, be listed on BSE Limited and National Stock Exchange of India Limited, and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the listing of the said Equity Shares and the admission of the Equity Shares with the depositories, viz. National Securities Depository Limited, Central Depository Services Limited and for the credit of such Equity Shares to the respective dematerialized securities accounts of the Proposed Allottees.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation issuing clarifications on the issue and allotment of Equity Shares, resolving any difficulties, effecting any modifications to the foregoing (including any modifications to the terms of the issue) preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, including lender approvals (where applicable), entering into contracts, arrangements, agreements, memoranda, documents for appointment of agencies for managing listing and trading of Equity Shares, including making applications to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services Limited [CDSL] and/ or such other authorities as may be necessary for the purpose, to appoint such consultants, legal advisors and all such agencies as may be required for issuance of the Equity Shares, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties or doubts whatsoever that may arise and take all steps and decisions in this regard.”

2. Approval for preferential issue of convertible warrants to the Promoters, Business Associates and Investors.

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

“**RESOLVED THAT** pursuant to Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “2009 ICDR Regulations”) and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “2018 ICDR Regulations”), as applicable (the 2009 ICDR Regulations and the 2018 ICDR Regulations collectively referred to as “ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the stock exchanges where the shares of the Company are listed (“Stock Exchanges”), or any other authority / body (including any amendment thereto or re- enactment thereof) and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and which may be agreed by the board of directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the Company be and is hereby accorded to the Board, to create, offer, issue and allot from time to time upto 7960000 Warrants (hereinafter referred to as the “Warrants”) convertible in one or more tranches to equity shares of ₹ 2/- each of the Company at a price of ₹ 20/- per equity share (including premium of ₹18.- per equity share) for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, on such terms and conditions as the Board may think fit, by way of preferential allotment on a private placement basis to the following allottees forming part of the Promoters, Business Associates and Investors of the Company (hereinafter referred to as the “**Proposed Allottees**”)

Sr. No.	Identity of the proposed allottees	No.of Warrants proposed to be issued
1.	Prisure Promotion and Tradings Ltd.	Upto 1000000
2.	Namita Jain (Promoter)	Upto 250000
3.	Anushree Jain (Promoter)	Upto 750000
4.	Vinay Hirawat	Upto 2500000
5.	Purnima Hirawat	Upto 1000000
6.	Harshal Shah	Upto 750000
7.	Purnima Shah	Upto 750000
8.	Sudarshan Ganapathy	Upto 250000
9..	Manjula Sudarshan	Upto 250000
10.	Asita V. Jain	Upto 100000
11.	Vimal R Jain	Upto 125000
12.	Devansh V Jain	Upto 25000
13.	Kalyan Kumar Jain & Laxmi Kalyan Jain	Upto 75000
14.	Rahul K Jain	Upto 25000
15	Vivek Vasant Potdar & Sujata Vivek Potdar	Upto 25000
16.	C S Ganesh	Upto 25000
17.	Vaidya Nitin Vishwanath	Upto 60000
	T o t a l	Upto 7960000

‘RESOLVED FURTHER THAT as per the ICDR Regulations the ‘Relevant Date’ for determining the price of the Equity Shares to be issued upon conversion/exercise of right attached to the Warrants, in accordance with the provisions of Chapter VII of the securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2009, shall be Tuesday, 26th March, 2019, being thirty days prior to the date of this Extra Ordinary General Meeting.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may required to be allotted upon conversion/exercise of right attached to the Warrants issued in terms of this resolution.

“RESOLVED FURTHER THAT the Warrants to be created, offered and allotted and the new equity shares to be issued and allotted shall be subject to the Memorandum of Association and Articles of Association of the Company and all such new shares shall rank in all respects pari passu inter-se and with the then existing equity shares of the Company including entitlement of dividend.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (which shall be deemed to include any Committee(s), which the Board of Directors may have or hereafter constitute in this behalf to exercise the powers conferred on the Board of Directors by this Resolution) of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient or proper and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the equity shares with the stock exchanges where the shares of the Company are listed, without requiring the Board of Directors to obtain any further consent or approval of the shareholders of the Company in relation to the matters set out in this resolution.”

3. Approval for issue of Non Convertible Debentures on Private Placement basis

To consider and if thought fit, to pass with or without modifications the following as a Special Resolution :-

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debenture) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to applicable Regulations, Rules, and Guidelines prescribed by the Securities and Exchange Board of India (as applicable) and subject to the provisions of the Memorandum and Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company, for making offer(s) or invitations to subscribe to up to 40,000 unsecured, unrated, unlisted, senior, secured, redeemable, non-convertible debentures, in one or more tranches/series, of the nominal value of INR 1,00,000/- each (Rupees one Lakh only), (referred to as the “Debentures”) aggregating to not more than of ₹400,00,00,000/- (Rupees Four hundred crores Only) on private placement basis, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said Debentures be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected with or incidental thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate, modify, finalize the terms and conditions of the said debt instruments and execute all such agreements, documents, instruments and writings as deemed necessary, including, the private placement offer letter, information memorandum, disclosure documents, debenture subscription agreement, debenture trust deed and any other documents as may be required in connection with the offering(s), issuance(s) and/ or allotment(s) of the said debt instruments on a private placement basis, with the power to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem fit, and to do all such acts, deeds, matters and things as it may consider necessary and desirable and to delegate all or any of its powers herein conferred to any Committee of the Board of Director(s), and/or any director of the Company, to give effect to this Resolution.”

By Order of the Board of Directors

Jigna Karnick
Dy. Company Secretary

Mumbai, 29th March, 2019

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.

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, 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 EGM (“remote e-voting”) will be provided by National Securities Depository Services (India) Limited (NSDL).

The instructions for Members for voting electronically are as under:

INSTRUCTIONS FOR E-VOTING

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 Extra Ordinary General Meeting (EGM) 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.dcw ltd.com).

The e-voting period commences on Monday 22nd April, 2019 at 9:00 AM and ends on Wednesday 24th April, 2019 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 Thursday 18th April, 2019. 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 cut-off date i.e.18th April, 2019 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or (www.dcw ltd.com)

The facility for voting through Polling Paper shall be made available at the EGM 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.

The procedure to login e-voting website is given below

- i. Open the attached PDF file “**e-Voting.pdf**” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for evoting

In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:

- ii. Launch the internet browser by typing the following <https://www.evoting.nsdl.com/>
- iii. Click on “Shareholder-Login:
- iv. Put user ID and Password noted in step (A) above as the initial password. Click login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login. if you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com
- v. If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits / characters or a combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.

- vi. Home page of “e-voting” opens. Click on “e-voting”: Active Voting Cycles.
- vii. Select “EVEN (E-Voting Event Number)” of DCW LTD. For and EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
- viii. Now you are ready for “e-voting” as “Cast Vote” Page opens.
- ix. Cast your vote by selecting appropriate option and click “Submit” and also “Confirm” when prompted.
Kindly note that vote once cast cannot be modified.
- x. Institutional members (i.e. members other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant board resolution / authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email at : skjaincs1944@gmail.com with a copy marked to evoting@nsdl.co.in.
- xi. Once the vote on a resolution is cast by the shareholder she/he shall not be allowed to change it subsequently
- xii. In case of any queries you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the “downloads” section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in

Please Note the following

A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to Vote again at the EGM.

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 only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.

The Chairman shall, at the EGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Ballot paper for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer, after scrutinising the votes cast at the meeting (Insta Poll) and through remote evoting will not later than three days of the conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with consolidated scrutinizer’s Report shall be placed on the website of www.dcw ltd.com and the website of <https://www.evoting.nsdl.com>. The result shall simultaneously be communicated to the Stock Exchanges

In case a Member receives physical copy the Notice of the EGM [for Members whose email IDs are not registered with the Company/Depository Participants(s) or requesting Physical Copy]

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the EGM:

EVEN (E-Voting Event Number) USER ID PASSWORD/PIN _____

- (ii) Please follow Sl. No.(i) to Sl. No. (xi) above to cast vote.
 - I. 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**
 - II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote
 - III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - IV. Dr. S. K. Jain, Practicing Company Secretary (Membership No. 1473) and Proprietor of S. K. Jain and Company has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Annexure to the Notice

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

Item No. 1 & 2

In order to meet the funding requirements of the Company, it is proposed that equity shares and Convertible Warrants of the Company be issued to following Promoters and Business Associates (including relatives of Business Associates) and Investors on preferential basis, at a price of ₹ 20/- per equity share (including a premium of ₹18/- per equity share), in such manner and on such terms and conditions as prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2009 (**ICDR Regulations**) and in compliance with Section 42 and Section 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014. The Board, at their meeting held on 29th March, 2019, accorded its approval to the said preferential issue of equity shares and Warrants. The issue price of the equity shares has been determined in accordance with the ICDR Regulations.

Section 62 of the Companies Act, 2013 provides that when a Company proposes to increase its issued capital by allotment of further shares, etc., such further shares are to be offered to the existing shareholders of the Company in the manner laid down in the said section unless the shareholders in a General Meeting decide otherwise by passing a Special Resolution. The Special Resolution proposed at item nos. 1 & 2 will, if passed, enable the Board on behalf of the Company to allot equity shares and convertible warrants on a preferential basis to the Promoters, Business Associates (including relatives of Business Associates) and Investors as permitted under Section 62(c) of the Act and the Rules made there under (read with Section 42 of the Companies Act, 2013 and the Rules made there under).

The terms of issue of Warrants as approved by the Board of Directors are as follows:

- a) Number of warrants: Not exceeding 7960000 warrants.
- b) Terms of conversion:
 - i) The Warrants will be convertible into Equity Shares at the option of the Warrant Holder in one or more tranches within 18 months from the date of their allotment.
 - ii) Each Warrant will be convertible into 1 (one) Equity Share of par value of ₹2 each at an issue price of ₹20 per equity share (including premium of ₹ 18 per equity share).
- c) Payment Terms:
 - i) 25% of the issue price of the Warrants will be paid on the date of allotment of the Warrants.
 - ii) The balance 75% of the issue price of the Warrants is payable at the time of allotment of the Equity Shares pursuant to the exercise of the conversion right by the warrant holder, as and when they deem fit. Non-payment of balance sum i.e. 75% of the issue price by the warrant holder would entail in forfeiture of the amount paid.
- d) Issue Price - The price at which each Warrant will be issued will be ₹ 20/-, such price being not less than the minimum price determined as per the provisions of Chapter VII of the ICDR.

Other terms:-

- i. The Warrants and the Shares converted shall be subject to lock-in in accordance with the provisions of SEBI Regulations.
- ii. Subject to the lock-in, the Warrants shall be transferable and transmittable in the same manner and to the same extent and be subject to the same restrictions and limitations and other related matters as in the case of Equity Shares of the Company.
- iii. The Warrants shall not confer upon the holders thereof any right to receive any notice of the meeting of the Shareholders of the Company or Annual Report of the Company and/or to attend/vote at any of the General Meetings of the Shareholders of the Company held, if any.

- iv. Save and except the right of subscription to the Company's Equity Shares as per the terms of the issue of Warrants, the Warrant holder shall have no other rights or privileges such as entitlement to voting rights, dividend, bonus issue or rights issue or similar benefits declared by the Company.
- v. Equity Shares to be allotted upon conversion / exercise of right attached to the Warrants issued in terms of this resolution, shall rank pari passu inter-se and with the then existing Equity Shares of the Company in all respects, including dividend.
- vi. A separate Register of Warrant holders would be maintained by the Company.
- vii. In the event of any sub-division or consolidation of the face value of the Company's Equity Shares, the share entitlement on each Warrant shall be proportionately increased/decreased such that the aggregate nominal value of the entitlement remains the same as the nominal value of the Equity Shares immediately prior to such subdivision or consolidation.

The Information as required under Regulation 73 of the ICDR Regulations for preferential issues is as under:

- (a) Object of the issue:
To Fund Working Capital Requirements of the Company.
- (b) The proposal of the Promoters, directors or Key Managerial Personnel of the Company to subscribe to the proposed preferential offer : The Promoters/Directors will be subscribing to the proposed issue as mentioned herein below
- (c) The Shareholding Pattern of the Company before and after the preferential issue.

Category Code	Category of Shareholder	Pre Issue (as on 22.03.2019)		Post Issue	
		No.	%	No.	%
(A) Shareholding of Promoter and Promoter Group					
1. INDIAN					
(a)	INDIVIDUAL / HUF	48547990	21.97	65297990	25.12
(b)	CENTRAL / STATE GOVERNMENT(S)	0	0.00	0	0.00
(c)	BODIES CORPORATE	56247740	25.45	56247740	21.64
(d)	FINANCIAL INSTITUTIONS / BANKS	0	0.00	0	0.00
(e)	ANY OTHERS (Specify)	0	0.00	0	0.00
SUB TOTAL (A)(1) :		104795730	47.42	121545730	46.76
2. FOREIGN					
Total holding of Promoters and Promoter group		104795730	47.42	121545730	46.76

Category Code	Category of Shareholder	Pre Issue (as on 22.03.2019)		Post Issue	
		No.	%	No.	%
(B) Public shareholding					
1. INSTITUTIONS					
(a)	FOREIGN FINANCIAL INSTITUTIONS / BANKS	40865	0.02	40865	0.02
(b)	MUTUAL FUNDS / UTI	21255	0.01	21255	0.01
(c)	FINANCIAL INSTITUTIONS / BANKS	1228022	0.56	1228022	0.47
(d)	VENTURE CAPITAL FUNDS	0	0.00	0	0.00
(e)	INSURANCE COMPANIES	6679665	3.02	6679665	2.57
(f)	FII'S	11500	0.01	11500	0.00
(g)	FOREIGN VENTURE CAPITAL INVESTORS	0	0.00	0	0.00
(h)	QUALIFIED FOREIGN INVESTOR	0	0.00	0	0.00
(i)	FOREIGN PORTFOLIO INVESTORS	14818364	6.71	14818364	5.70
(j)	ANY OTHERS (Specify)	0	0.00	0	0.00
SUB TOTAL (B)(1) :		22799671	10.32	22799671	8.77
2	CENTRAL / STATE GOVERNMENT(S)/ PRESIDENT OF INDIA	0	0.00	0	0.00
SUB TOTAL (B)(2) :					
3	NON INSTITUTION				
(a)	INDIVIDUAL				
(i)	(CAPITAL UPTO TO ₹ 1 Lakh)	63897911	28.91	63897911	24.58
(ii)	(CAPITAL GREATER THAN ₹ 1 Lakh)	14753966	6.68	31928966	12.28
(b)	NBFCs registered with RBI	108150	0.05	108150	0.04
(c)	Employee Trusts	0	0.00	0	0.00
(d)	Overseas Depositories (holding DRs) (balancing figure)	0	0.00	0	0.00
(e)	ANY OTHERS (Specify)				
(i)	TRUSTS	2300	0.00	2300	0.00
(ii)	CLEARING MEMBER	1349749	0.61	1349749	0.52
(iii)	NON RESIDENT INDIANS (NRI)	1795503	0.81	1795503	0.69

Category Code	Category of Shareholder	Pre Issue (as on 22.03.2019)		Post Issue	
		No.	%	No.	%
(iv)	BODIES CORPORATES	11484427	5.20	16484427	6.34
SUB TOTAL (B)(3) :		93392006	42.26	115567006	44.46
Total Public Shareholding (B)=(B)(1) + (B)(2) + (B)(3)		116191677	52.58	138366677	53.24
Total (A) + (B) :		220987407	100.00	259912407	100.00
(C) Shares held by Custodians and against which Depository Receipts have been issued			0.00	0	0.00
Grand Total (A) + (B) + (c)		220987407	100.00	259912407	100.00

[Note: The pre issue and post issue shareholding pattern has been set out in the above table on the assumption that up to 30965000 equity shares and 7960000 convertibles warrants shall be allotted by the Company to the Promoters, Business Associates (including relatives of Business Associates) and Investors and they will convert the entire allotted warrants into equity shares. In the event the actual number of shares and warrants allotted by the Board is less or the number of warrants converted is less than the warrants allotted, the pre issue and post issue shareholding pattern shall change accordingly)

- (d) The time within which the Preferential Issue shall be completed :

The allotment of equity shares shall be completed within a period of fifteen days from the date of passing of the Special Resolution of the shareholders at the forthcoming Extra Ordinary General Meeting; provided that, if any approval or permission is required from any regulatory authority or the Central Government while the allotment is pending, the period of fifteen days shall be counted from the date of such approval or permission

- (e) The identity of the natural persons who are the ultimate beneficial owners of shares proposed to be allotted and/or who ultimately control the proposed allottees the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Company consequent to the preferential issue:

Sr. No.	Identity of Proposed Allottees	No. of Shares proposed to be issued (including conversion of warrants)	Post allotment Shareholding	% of Shareholding post Issue
1	Mudit Jain (Promoter)	Upto 2500000 equity shares of ₹ 2 each	3801498	1.46
2	P.K.Jain (Promoter)	Upto 2500000 equity shares of ₹ 2 each	3696500	1.42
3	S.C.Jain (Promoter)	Upto 4200000 equity shares of ₹ 2 each	4200000	1.62
4	Meeta Jain (Promoter)	Upto 4800000 equity shares of ₹ 2 each	5678720	2.18
5	Namita Jain (Promoter)	Upto 1000000 equity shares of ₹ 2 each and Upto 250000 equity shares of ₹ 2	2611945	1.01

Sr. No.	Identity of Proposed Allottees	No. of Shares proposed to be issued (including conversion of warrants)	Post allotment Shareholding	% of Shareholding post Issue
6	Ashish Jain (Promoter)	Upto 750000 equity shares of ₹ 2 each	4441068	1.71
7	Prabhakar Kamath & Nirmala Kamath	Upto 250000 equity shares of ₹ 2 each	250000	0.10
8	Prisure Promotion and Tradings Ltd	Upto 2500000 equity shares of ₹ 2 each	2500000	0.96
9	Polypipes India Pvt.Ltd.	Upto 1500000 equity shares of ₹ 2 each	1500000	0.58
10	Ravi Purvar	Upto 75000 equity shares of ₹ 2 each	75000	0.03
11	Rishi Purvar	Upto 25000 equity shares of ₹ 2 each	25000	0.01
12	Ruchi Purvar	Upto 25000 equity shares of ₹ 2 each	25000	0.01
13	Umed Singh Baid	Upto 50000 equity shares of ₹ 2 each	55000	0.02
14	Rajkumari Baid	Upto 50000 equity shares of ₹ 2 each	55000	0.02
15	Sita Ram Mundra	Upto 25000 equity shares of ₹ 2 each	25000	0.01
16	Shaodra Devi Mundra	Upto 25000 equity shares of ₹ 2 each	27000	0.01
17	Sushma Mundhra	Upto 25000 equity shares of ₹ 2 each	25000	0.01
18	Akshay Mundhra	Upto 25000 equity shares of ₹ 2 each	25000	0.01
19	Harshal Shah	Upto 125000 equity shares of ₹ 2 each	129150	0.05
20	Purnima Shah	Upto 125000 equity shares of ₹ 2 each	133000	0.05
21	Foram Shah	Upto 125000 equity shares of ₹ 2 each	125000	0.05
22	Geeta Nitin Sheth & Sneh Tejas Sheth	Upto 175000 equity shares of ₹ 2 each	175000	0.07
23	Sneh Tejas Sheth & Tejas Nitin Sheth	Upto 175000 equity shares of ₹ 2 each	175000	0.07
24	Tejas Nitin Sheth HUF	Upto 175000 equity shares of ₹ 2 each	175000	0.07
25	Kiran Dhirajlal Vaidya & Dhirajlal Vaidya	Upto 500000 equity shares of ₹ 2 each	500000	0.19
26	Ketan Jayantilal Shah	Upto 125000 equity shares of ₹2 each	125000	0.05
27	Mukesh Sangla	Upto 250000 equity shares of ₹ 2 each	250000	0.10

Sr. No.	Identity of Proposed Allottees	No. of Shares proposed to be issued (including conversion of warrants)	Post allotment Shareholding	% of Shareholding post Issue
28	Saurabh Sangla	Upto 250000 equity shares of ₹ 2 each	250000	0.10
29	Monica Sangla	Upto 250000 equity shares of ₹ 2 each	250000	0.10
30	Avantika Sangla	Upto 250000 equity shares of ₹ 2 each	290000	0.11
31	Rajeev Kumar Bharadwaj	Upto 25000 equity shares of ₹ 2 each	50000	0.02
32	Sushma Bharadwaj	Upto 25000 equity shares of ₹ 2 each	45000	0.02
33	Rajendra Kumar Agarwalla	Upto 25000 equity shares of ₹ 2 each	25000	0.01
34	Purushottam Kumar Agarwalla	Upto 25000 equity shares of ₹ 2 each	25000	0.01
35	Shrawan Kumar Agarwalla	Upto 25000 equity shares of ₹ 2 each	25000	0.01
36	Parita Manish Shah	Upto 75000 equity shares of ₹ 2 each	75000	0.03
37	Manish Vimalkant Shah	Upto 75000 equity shares of ₹ 2 each	85000	0.03
38	Rajendra Gupta HUF	Upto 30000 equity shares of ₹ 2 each	30000	0.01
39	Aruna Gupta	Upto 10000 equity shares of ₹ 2 each	10000	0.00
40	Shivank Gupta	Upto 10000 equity shares of ₹ 2 each	10000	0.00
41	Ashish Mehdiratta	Upto 325000 equity shares of ₹ 2 each	325000	0.13
42	Tripti Mehdiratta	Upto 325000 equity shares of ₹ 2 each	325000	0.13
43	Amit Mehdiratta	Upto 250000 equity shares of ₹ 2 each	254827	0.10
44	Vaibhav Mehdiratta	Upto 250000 equity shares of ₹ 2 each	250000	0.10
45	Ramakant Bhatt	Upto 750000 equity shares of ₹ 2 each	750000	0.29
46	Amitabh Gupta	Upto 750000 equity shares of ₹ 2 each	855000	0.33
47	Manju Amitabh Gupta	Upto 750000 equity shares of ₹ 2 each	938583	0.36
48	Tavishi Gupta & Amitabh Gupta	Upto 250000 equity shares of ₹ 2 each	280000	0.11
49	Jatin Aggarwal	Upto 250000 equity shares of ₹ 2 each	379000	0.15

Sr. No.	Identity of Proposed Allottees	No. of Shares proposed to be issued (including conversion of warrants)	Post allotment Shareholding	% of Shareholding post Issue
50	E.Rajaram	Upto 15000 equity shares of ₹ 2 each	15500	0.01
51	E.Purushothman	Upto 15000 equity shares of ₹ 2 each	15500	0.01
52	Ramlingam Sundaresan	Upto 15000 equity shares of ₹ 2 each	15000	0.01
53	R.Mukundhan	Upto 15000 equity shares of ₹ 2 each	15100	0.01
54	P.Sivagami	Upto 15000 equity shares of ₹ 2 each	15000	0.01
55	R.Malarkodi	Upto 15000 equity shares of ₹ 2 each	15500	0.01
56	E.K.Lingamurthy	Upto 250000 equity shares of ₹ 2 each	410000	0.16
57	Sharavanan Lingamoorthy	Upto 200000 equity shares of ₹ 2 each	325000	0.13
58	Kahimee Alok Shah	Upto 50000 equity shares of ₹ 2 each	50000	0.02
59	Nikhilesh Anilbhai Shah	Upto 20000 equity shares of ₹ 2 each	20000	0.01
60	Shah Anil Girdharilal	Upto 15000 equity shares of ₹ 2 each	15035	0.01
61	Mrudula Anil Shah	Upto 15000 equity shares of ₹ 2 each	15035	0.01
62	Shah Anil Girdharilal HUF	Upto 25000 equity shares of ₹ 2 each	25000	0.01
63	Antonat Franklin	Upto 50000 equity shares of ₹ 2 each	51000	0.02
64	Maria Margaret Sharmela	Upto 50000 equity shares of ₹ 2 each	51000	0.02
65	C. Vijaykumar	Upto 250000 equity shares of ₹ 2 each	250000	0.10
66	Rambabu Madam	Upto 75000 equity shares of ₹ 2 each	75350	0.03
67	Aparna Madam	Upto 75000 equity shares of ₹ 2 each	80000	0.03
68	Hanumantha Reddy	Upto 50000 equity shares of ₹ 2 each	50000	0.02
69	Sashikala Ramakrishna Gelivi	Upto 50000 equity shares of ₹ 2 each	50099	0.02
70	Kumar Shreyans	Upto 25000 equity shares of ₹ 2 each	35000	0.01
71	Meghraj Ghansimal Betala	Upto 250000 equity shares of ₹ 2 each	250000	0.10

Sr. No.	Identity of Proposed Allottees	No. of Shares proposed to be issued (including conversion of warrants)	Post allotment Shareholding	% of Shareholding post Issue
72	Nirmala Betala	Upto 250000 equity shares of ₹ 2 each	250000	0.10
73	Kantikumar Betala	Upto 250000 equity shares of ₹ 2 each	250000	0.10
74	Rajendrakumar Betala	Upto 250000 equity shares of ₹ 2 each	250000	0.10
75	Shilpa Nirav Raveshia	Upto 25000 equity shares of ₹ 2 each	25155	0.01
76	Shreeya Nirav Raveshia	Upto 25000 equity shares of ₹ 2 each	25000	0.01
77	Karsandas Madhavji Bhatia	Upto 25000 equity shares of ₹ 2 each	25000	0.01
78	Bhanumati Karsandas Bhatia	Upto 25000 equity shares of ₹ 2 each	25000	0.01
79	Shilap Sameer Deshmukh	Upto 25000 equity shares of ₹ 2 each	25000	0.01
80	Maruthappa Palanivelu	Up to 125000 equity shares of ₹ 2 each	125000	0.05
81	Palanivelu Sakthivel	Up to 125000 equity shares of ₹ 2 each	125155	0.05
82	Mangalam Sakthivel	Up to 250000 equity shares of ₹ 2 each	250000	0.10
83	Jayantilal Ambashanker Trivedi	Up to 50000 equity shares of ₹ 2 each	50000	0.02
84	Bhaskar B Bhargava HUF	Up to 50000 equity shares of ₹ 2 each	50000	0.02
85	Samhita Saravanan	Upto 100000 equity shares of ₹ 2 each	156500	0.06
86	Ajay Shand	Upto 375000 equity shares of ₹ 2 each	375000	0.14
87	Sanjay Shand	Upto 375000 equity shares of ₹ 2 each	375000	0.14
88	Ramratan Mundhra	Upto 25000 equity shares of ₹ 2 each	25000	0.01
89	Prisure Promotion and Tradings Ltd.	Upto 1000000 equity shares of ₹ 2	1000000	0.38
90	Anushree Jain (Promoter)	Upto 750000 equity shares of ₹ 2	750000	0.29
91	Vinay Hirawat	Upto 2500000 equity shares of ₹ 2	2809755	1.08
92	Purnima Hirawat	Upto 1000000 equity shares of ₹ 2	1096200	0.42
93	Harshal Shah	Upto 750000 equity shares of ₹ 2	754150	0.29

Sr. No.	Identity of Proposed Allottees	No. of Shares proposed to be issued (including conversion of warrants)	Post allotment Shareholding	% of Shareholding post Issue
94	Purnima Shah	Upto 750000 equity shares of ₹ 2	758000	0.29
95	Sudarshan Ganapathy	Upto 250000 equity shares of ₹ 2	250000	0.10
96	Manjula Sudarshan	Upto 250000 equity shares of ₹ 2	250300	0.10
97	Asita V. Jain	Upto 100000 equity shares of ₹ 2	100000	0.04
98	Vimal R Jain	Upto 125000 equity shares of ₹ 2	125000	0.05
99	Devansh V Jain	Upto 25000 equity shares of ₹ 2	25000	0.01
100	Kalyan Kumar Jain & Laxmi Kalyan Jain	Upto 75000 equity shares of ₹ 2	75885	0.03
101	Rahul K Jain	Upto 25000 equity shares of ₹ 2	25000	0.01
102	Vivek Vasant Potdar & Sujata Vivek Potdar	Upto 25000 equity shares of ₹ 2	25000	0.01
103	C S Ganesh	Upto 25000 equity shares of ₹ 2	26210	0.01
104	Vaidya Nitin Vishwanath	Upto 60000 equity shares of ₹ 2	60000	0.02

[Note: the number of shares, post allotment shareholding and % of shareholding post issue has been set out in the above table on the assumption that up to 30965000 equity shares and 7960000 convertibles warrants shall be allotted by the Company to the Promoters, Business Associates (including relatives of Business Associates) and Investors and they will convert the entire allotted warrants into equity shares. In the event the actual number of shares and warrants allotted by the Board or the number of warrants converted is less than the warrants allotted, the details of the number of shares, post allotment shareholding and % of shareholding post issue set out in the above table in relation to each Promoters, Business Associates (including relatives of Business Associates) and Investors shall change accordingly.

Out of the shareholders set out in the table above, the Corporate entities and the details of natural persons who are ultimate beneficial owners and who control the said corporate entities are given below : The proposed preferential issue will not result in change in control of the Company.

Corporate Entities	Natural persons who are ultimate beneficial owners and who control the said corporate entities.
Prisure Promotion and Tradings Ltd.	A.K. Chajer, B K Mundra, P D Mundra, Chanda Dokania, H P Dokania, Uma Dokania, Davesh Jain, Meera Jain, Rashmi Jain, Subodh Jain, Uma Khaitan, S K Shurma, Vinita Birla. 3 Private Limited Companies are also shareholders.
Polypipes India Pvt.Ltd.	Rajendra Kumar Hirawat, Vinay Kumar Hlrawat, Premlata Hlrawat, Purnima Hlrawat and Saroj Devi Dugar

- (f) An undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so:

The Company hereby undertakes that it shall re-compute the price of the equity shares issued on preferential basis if required.

- (g) An undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the specified securities shall continue to be locked - in till the time such amount is paid by the Allottees.

The Company hereby undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the specified securities shall continue to be locked – in till the time such amount is paid.

- (h) Lock-in The shares to be allotted to the Promoters, Business Associates (including relatives of Business Associates) and Investors pursuant to the proposed preferential issue shall be locked-in from such date and for such period as specified under the ICDR Regulations.

- (i) Relevant Date with reference to which the price has been arrived at:

‘Relevant Date’ under Regulation 71 of the ICDR Regulations in relation to the proposed preferential issue to the Promoters, Business Associates (including relatives of Business Associates) and Investors is Tuesday, 26th March, 2019, which is the date thirty days prior to the date of the forthcoming Extra Ordinary General Meeting where the proposed preferential issue is being considered for approval

- (j) Auditors Certificate

As required under Regulation 73(2) of the ICDR Regulations, a copy of a certificate from M/s. Chhajer & Doshi , the statutory auditors of the Company certifying that the issue is being made in accordance with the ICDR Regulations, will be placed before the shareholders at forthcoming Extra Ordinary General Meeting, where the proposed preferential issue will be considered for approval.

Basis for price - required under Companies (Prospectus and Allotment of Securities) Rules, 2014

The Company is a listed company, and therefore the price of equity shares proposed to be issued to the Promoters, Business Associates (including relatives of Business Associates) and Investors has been arrived in accordance with the provisions of Chapter VII of the ICDR Regulations.

Your directors recommend the resolution as at Item Nos.1 & 2 for your approval.

Shri P. K. Jain, Shri Vivek Jain and Shri. Mudit Jain, Managing Directors and their relatives to the extent of their existing shareholding in the Company and to the extent of their subscription to the above proposed Preferential Issue shall be deemed to be concerned or interested in the Resolutions.

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

Item No.3

In terms of Section 42 and 71 of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any amendments made thereof from time to time, a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe to the securities has been previously approved by the members of the Company by a Special Resolution. In case of an offer or invitation to subscribe to non-convertible debentures on private placement, the Company can obtain previous approval of its shareholders by means of a Special Resolution once a year for all the offers or invitations for such non-convertible debentures during the year.

In order to augment the operational funding requirements of the Company and for repayment of certain existing term loans, the Company may offer or invite subscription for up to 40,000 unrated, unlisted secured, senior, redeemable, non-convertible debentures of the nominal value of INR 1,00,000/- each (Rupees One lakh only),

(referred to as the “Debentures”) aggregating up to not more than ₹400,00,00,000/- (Rupees Four Hundred Crores only) in one or more tranches/ series on private placement basis.

Accordingly, a resolution as set out at Item No.3 the Notice is being sought to borrow funds by offer or invitation to subscribe to up to 40,000 unrated, unlisted secured, senior, redeemable, non-convertible debentures of the nominal value of INR 1,00,000/- (Rupees One Lakh only) each, (referred to as the “Debentures”) aggregating up to not more than ₹400,00,00,000/- (Rupees Four Hundred Crores only) in one or more tranches/ series on private placement basis.

This resolution would be valid for a period of one year from the date of this Extra Ordinary General Meeting. The price at which the securities will be issued will be determined by the Board of Directors of the Company in accordance with applicable law and in consultation with the appropriate advisors.

The issue of Debentures is within the overall borrowing limit of ₹3000 crores as approved by the Members of the Company, under Section 180(1)(c) of the Companies Act, 2013

Your Directors recommend the resolution for member’s approval as a Special Resolution set out at Item No.3 of the notice

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

By Order of the Board of Directors

Mumbai, 29th March, 2019

Registered Office :
Dhrangadhra - 363 315
Gujarat.

Jigna Karnick
Dy. Company Secretary



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.dcwLtd.com
CIN No. L24110GJ1939PLC000748 Email : ho@dcwLtd.com

MGT-11

Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014)

Name of the Member(s) : _____

Registered address : _____

E-mail : _____

Folio no./Client Id/DP Id : _____

No. of shares : _____

I / We, being the member(s) of the above named company, hereby appoint:

1. Name: _____

Address : _____

E-mail: _____ Signature _____ or failing him / her

2. Name: _____

Address : _____

E-mail: _____ Signature _____ or failing him / her

3. Name: _____

Address : _____

E-mail: _____ Signature _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the EXTRA ORDINARY GENERAL MEETING of the Company, to be held on Thursday, 25th April, 2019 at 10.00 A.M. at Dhrangadhra – 363 315, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Special Resolutions	For	Against
Special Business			
1	To approve preferential issue of equity shares to the Promoters, Business Associates and Investors as Special Resolution		
2	To approve preferential issue of convertible warrants to the Promoters, Business Associates and Investors as Special Resolution		
3	To approve issue of Non Convertible Debentures on Private Placement basis as Special Resolution		

Signed this _____ day of _____ 2019.

<p style="text-align: center;">Affix Revenue Stamp Re 1/-</p>

Signature of the proxy holder(s)

Signature of the member

Notes: The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.

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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

ATTENDANCE SLIP To be handed over at the entrance of the Meeting Hall **EXTRA ORDINARY GENERAL MEETING**

Name(s) of Shareholder(s) (including joint holders if any) Registered Address of the Sole/ First Named Shareholders	
Folio No. / Client ID / DP ID	
No. of Shares	
Name of the attending member / Proxy (in BLOCK LETTERS)	

I hereby record my presence at the **EXTRA ORDINARY GENERAL MEETING** of the Company being held at 10.00 a.m. on Thursday, 25th April, 2019 at Dhrangadhra – 363 315, Gujarat.

Member's/Proxy's Signature
(To be signed at the time of handing over the Slip)

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number	User ID	Password / PIN

Note: Please read the Complete instructions given under the INSTRUCTIONS FOR E-VOTING to the Notice of **EXTRA ORDINARY GENERAL MEETING**. The voting time commences on Monday, 22/04/2019 at 9 a.m. and ends on Wednesday, 24/04/2019 at 5.00 p.m. The voting module shall be disabled by NSDL for voting thereafter.