



To,

July 05th, 2019

1. The Mumbai Stock Exchange Department of Corporate Services, 1 st floor, New Trading Ring Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. Fax : 22723121/3719/2037/2039 Scrip Code :500117	2. 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. Fax:26598237/38 Scrip Code : DCW
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Dear Sirs,

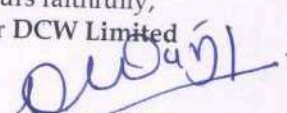
Sub.: Notice of Extraordinary General Meeting

We are submitting herewith the Notice of the Extra-ordinary General Meeting ("the EOGM") of the Company to be held on Monday, July 29, 2019 at 10.00 a.m. at the Registered Office of the Company situated at Dhrangadhra - 363315 GJ.

Kindly take the same on record.

Thanking You,

Yours faithfully,
For DCW Limited


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



DCW LIMITED

HEAD OFFICE :

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

TEL.: 2287 1914, 2287 1916, 2202 0743 TELEFAX: 22 2202 8838

REGISTERED OFFICE : DHRANGADHRA - 363 315 (GUJRAT STATE)

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



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

EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of DCW LIMITED will be held at 10.00 a.m., on Monday, 29 July, 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 18/- per equity share (including a premium of ₹ 16/- per equity share) in the manner set out below:

A. Upto 3,43,00,000 equity shares of ₹ 2 each to the following Promoters, Business Associates including relatives of Business Associates and Investors

Sr. No.	Identity of Proposed Allottees	No. of Shares proposed to be issued of ₹ 2 each (upto)
1	Mudit Jain (Promoter)	2,777,778
2	Pramod kumar Jain (Promoter)	3,000,000
3	Dr. Shashi Chand Jain (Promoter)	4,666,667
4	Meeta Jain (Promoter)	5,333,333
5	Namita Jain (Promoter)	1,650,000
6	Prabhakar Kamath & Nirmala Kamath	277,778
7	Polypipes India P Ltd	1,666,667

Sr. No.	Identity of Proposed Allottees	No. of Shares proposed to be issued of ₹ 2 each (upto)
8	Prisure Promotion and Tradings Ltd	2,777,778
9	Ravi Purvar	83,333
10	Rishi Purvar	27,778
11	Ruchi Purvar	27,778
12	Umed Singh Baid	55,556
13	Rajkumari Baid	55,556
14	Sita Ram Mundhra	27,778
15	Sahodra Devi Mundhra	27,778
16	Sushma Mundhra	27,778
17	Akshay Mundhra	27,778
18	Harshal Shah	138,889
19	Purnima Shah	138,889
20	Foram Shah	138,889
21	Geeta Nitin Sheth & Sneh Tejas Sheth	194,444
22	Sneh Tejas Sheth & Tejas Nitin Sheth	194,444
23	Tejas Nitin Sheth HUF	194,444
24	Kiran Dhirajlal Vaidya & Dhirajlal Vaidya	555,556
25	Ketan Jayantilal Shah	138,889
26	Mukesh Sangla	277,778
27	Saurabh Sangla	277,778
28	Monica Sangla	277,778
29	Avantika Sangla	277,778
30	Rajeev Kumar Bharadwaj	27,778
31	Sushma Bharadwaj	27,778
32	Rajendra Kumar Agarwalla	27,778
33	Purushottam Kumar Agarwalla	27,778
34	Shrawan Kumar Agarwalla	27,778
35	Parita Manish Shah	83,333
36	Manish Vimalkant Shah	83,333
37	Rajendra Gupta HUF	33,333
38	Aruna Gupta	11,111
39	Shivank Gupta	11,111
40	Ashish Mehdiratta	361,111
41	Tripti Mehdiratta & Ashish Mehdiratta	361,111
42	Amit Mehdiratta	277,778
43	Vaibhav Mehdiratta	277,778
44	Ramakant Bhatt	833,333
45	Amitabh Gupta	833,333
46	Manju Amitabh Gupta	833,333
47	Tavishi Gupta and Amitabh Gupta	277,778
48	Jatin Aggarwal	277,778
49	Ramalingam.Sundaresan	16,667
50	R.Mukundhan	16,667
51	P.Sivakami	16,667
52	R.Malarkodi	16,667
53	E.K.Lingamurthy	277,778
54	Sharavanan Lingamoorthy	222,222
55	Kahimee Alok Shah	55,556
56	Nikhilesh Anilbhai Shah	22,222
57	Shah Anil Girdharilal	16,667
58	Mrudula Anil Shah	16,667

Sr. No.	Identity of Proposed Allottees	No. of Shares proposed to be issued of ₹ 2 each (upto)
59	Shah Anil Girdharilal HUF	27,778
60	Antonat Franklin	55,556
61	Maria Margaret Sharmela	55,556
62	C. Vijaykumar	277,778
63	Rambabu Madam	83,333
64	Aparna Madam	83,333
65	Hanumantha Reddy	55,556
66	Sasikala Ramakrishna Gelivi	55,556
67	Kumar Shreyans	27,778
68	Meghraj Ghansimal Betala	277,778
69	Nirmala Betala	277,778
70	Kantikumar Betala	277,778
71	Rajendrakumar Betala	277,778
72	Shilpa Nirav Raveshia	27,778
73	Shreeya Nirav Raveshia	27,778
74	Karsandas Madhavji Bhatia	27,778
75	Bhanumati Karsamdas Bhatia	27,778
76	Shilap Sameer Deshmukh	27,778
77	Maruthappa Palanivelu	138,889
78	Palanivelu Sakthivel	138,889
79	Mangalam Sakthivel	277,778
80	Jayantilal Ambashanker Trivedi & Usha Jayantilal Trivedi	55,556
81	Bhasker B. Bhargava (HUF)	55,556
82	Samhita Saravanan	111,111
83	Ajay Shand	416,667
84	Sanjay Shand	416,667
85	Ramratan Mundhara	27,778
	Total Equity Shares	Upto 34,300,000

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 V of the securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2018, shall be Friday, 28th June 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 62, 42 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 8,933,333 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 ₹ 18/- per equity share (including premium of ₹ 16./- 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 (Upto)
1.	Anushree Jain (Promoter)	1,111,111
2.	Prisure Promotion and Tradings Ltd	1,200,000
3.	Vinay Hirawat	2,777,778
4.	Purnima Hirawat	1,111,111
5.	Harshal Shah	833,333
6.	Purnima Shah	833,333
7.	Sudarshan Ganapathy	555,556
8.	Asita V Jain	111,111
9.	Vimal R Jain	138,889
10.	Devansh V Jain	27,778
11.	Laxmi Kalyan Kumar Jain & Kalyan Kumar Jain	83,333
12.	Rahul K Jain	27,778
13.	Vivek Vasant Potdar & Sujata Vivek Potdar	27,778
14.	C.S.Ganesh	27,778
15.	Vaidya Nitin Vishwanath	66,667
	Total Warrants	Upto 8,933,333

“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 V of the securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2018, shall be Friday, 28th June, 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.”

By Order of the Board of Directors

Dilip Darji

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

Mumbai, 28th June, 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.
- 4) All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days except Saturdays between 11.00 a.m. and 1.00 p.m. up to the date of Extra-ordinary General Meeting.
- 5) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 6) Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
- 7) The Members are requested to kindly send all their correspondence relating to the change of address, transmission/ transposition of shares, etc. directly to the Company's Registrar & Transfer Agent - Bigshare Services Pvt. Ltd., 1st Floor, Bharat Tinworks Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai - 400 059, quoting their Folio Number and in case their shares are held in dematerialized form, such correspondence should be passed on to their respective Depository Participants.
- 8) The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Accordingly, Members holding shares in dematerialized form are requested to submit the PAN to their respective Depository Participants. Members holding shares in certificate form can submit their PAN to the Company/Registrar & Share Transfer Agent.
- 9) The Securities and Exchange Board of India has decided that securities of listed companies can be transferred only in dematerialized form from 1st April, 2019. In view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize shares held by them in certificate form.
- 10) Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

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 Friday, 26th July, 2019 at 9:00 AM and ends on Sunday, 28th July, 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 Monday 22nd July, 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 Monday 22nd July, 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

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below.

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

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. **Your password details are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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.dcwLtd.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_____

Please follow Step 1 & 2 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- 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 M/s S. K. Jain & Co. has been appointed as a 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 ₹ 18/- per equity share (including a premium of ₹ 16/- 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), 2018 (**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 28th June, 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 8,933,333 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 ₹ 18 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 ₹ 18/-, such price being not less than the minimum price determined as per the provisions of Chapter V 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. 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.
- iii. 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.
- iv. 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.

- v. A separate Register of Warrant holders would be maintained by the Company.
- vi. 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 163 of the ICDR Regulations for preferential issues is as under:

- (a) Object of the issue:

The Company intends to raise upto Rs 61.74 Crores by way of Preferential Issue of Equity Shares and Rs. 16.08 Crores by way of Preferential Issue of Convertible Warrants to Fund Working Capital Requirements of the Company.

- (b) Maximum Number of specified securities to be issued

Number of specified securities to be issued aggregating upto 4,32,33,333 divided into 3,43,00,000 Equity Shares having face value of Rs 2/- each and 89,33,333 Warrants convertible into Equity Shares having face value of Rs 2/- each.

- (c) The intent of the Promoters, directors or Key Managerial Personnel of the Company to subscribe to the proposed preferential offer:

The Promoters/Directors/ Key Managerial Personnel will be subscribing to the proposed issue as mentioned herein above in the table of Resolution No. 1 and Resolution No. 2 respectively.

- (d) The Shareholding Pattern of the Company before and after the preferential issue.

Category Code	Category of Shareholder	Pre Issue (as on 21.06.2019)		Post Issue	
		No.	%	No.	%
(A) Shareholding of Promoter and Promoter Group					
1. INDIAN					
(a)	INDIVIDUAL / HUF	48552990	21.97	67180768	25.43
(b)	CENTRAL / STATE GOVERNMENT(S)	0	0.00	0	0.00
(c)	BODIES CORPORATE	56247740	25.45	56247740	21.29
(d)	FINANCIAL INSTITUTIONS / BANKS	0	0.00	0	0.00
(e)	ANY OTHERS (Specify)	0	0.00	0	0.00
SUB TOTAL (A)(1) :		104800730	0.47	123428508	0.47
2. FOREIGN					
Total holding of Promoters and Promoter group		104800730	47.42	123428508	47.42
(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	816537	0.37	816537	0.37
(d)	VENTURE CAPITAL FUNDS	0	0	0	0
(e)	INSURANCE COMPANIES	6679665	3.02	6679665	2.53
(f)	FII'S	11500	0.01	11500	0.00
(g)	FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0
(h)	QUALIFIED FOREIGN INVESTOR	0	0	0	0
(i)	FOREIGN PORTFOLIO INVESTORS	14818364	6.71	14818364	5.61
(j)	ANY OTHERS (Specify)	0	0	0	0
SUB TOTAL (B)(1) :		22388186	10.13	22388186	8.47
2	CENTRAL / STATE GOVERNMENT(S)/ PRESIDENT OF INDIA	0	0	0	0

Category Code	Category of Shareholder	Pre Issue (as on 21.06.2019)		Post Issue	
		No.	%	No.	%
SUB TOTAL (B)(2) :					
3	NON INSTITUTION				
(a)	INDIVIDUAL				
(i)	(CAPITAL UPTO TO ₹ 1 Lakh)	60293790	27.28	60293790	22.82
(ii)	(CAPITAL GREATER THAN ₹ 1 Lakh)	19090575	8.64	38140574	14.44
(b)	NBFCs registered with RBI	70758	0.03	70758	0.03
(c)	Employee Trusts	0	0	0	0
(d)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0
(e)	ANY OTHERS (Specify)				
(i)	TRUSTS	2300	0.00	2300	0.00
(ii)	CLEARING MEMBER	1391199	0.63	1391199	0.53
(iii)	NON RESIDENT INDIANS (NRI)	1767132	0.80	1767132	0.67
(iv)	BODIES CORPORATES	11182737	5.06	16738293	6.33
SUB TOTAL (B)(3) :		93798491	42.45	118404046	44.81
Total Public Shareholding (B)=(B)(1) + (B)(2)+(B)(3)		116186677	52.58	140792232	53.29
Total (A) + (B) :		220987407	100	264220740	100
(C) Shares held by Custodians and against which Depository Receipts have been issued			0	0	0
Grand Total (A) + (B) + (C)		220987407	100	264220740	100

[Note: The pre issue and post issue shareholding pattern has been set out in the above table on the assumption that up to 3,43,00,000 equity shares and 8,933,333 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.

- (e) The time frame 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.

- (f) 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 to be allotted	No. of Warrants to be allotted	Pre-holding 21.06.2019	Post Shareholding	% of post shareholding
1	Mudit Jain (Promoter)	2,777,778		1301498	4,079,276	1.54
2	Pramod kumar Jain (Promoter)	3,000,000		1196500	4,196,500	1.59
3	Dr. Shashi Chand Jain (Promoter)	4,666,667		-	4,666,667	1.77
4	Meeta Jain (Promoter)	5,333,333		878720	6,212,053	2.35
5	Namita Jain (Promoter)	1,650,000		1361945	3,011,945	1.14
6	Prabhakar Kamath & Nirmala Kamath	277,778		0	277,778	0.11
7	Polypipes India P Ltd	1,666,667		0	1,666,667	0.63
8	Prisure Promotion and Tradings Ltd	2,777,778	1,111,111	0	3,888,889	1.47
9	Ravi Purvar	83,333		0	83,333	0.03
10	Rishi Purvar	27,778		0	27,778	0.01
11	Ruchi Purvar	27,778		0	27,778	0.01

Sr. No.	Identity of Proposed Allottees	No. of Shares to be allotted	No. of Warrants to be allotted	Pre-holding 21.06.2019	Post Shareholding	% of post shareholding
12	Umed Singh Baid	55,556		5000	60,556	0.02
13	Rajkumari Baid	55,556		0	55,556	0.02
14	Sita Ram Mundhra	27,778		0	27,778	0.01
15	Sahodra Devi Mundhra	27,778		2000	29,778	0.01
16	Sushma Mundhra	27,778		0	27,778	0.01
17	Akshay Mundhra	27,778		0	27,778	0.01
18	Harshal Shah	138,889	833,333	4150	976,372	0.37
19	Purnima Shah	138,889	833,333	0	972,222	0.37
20	Foram Shah	138,889		0	138,889	0.05
21	Geeta Nitin Sheth & Sneh Tejas Sheth	194,444		0	194,444	0.07
22	Sneh Tejas Sheth & Tejas Nitin Sheth	194,444		0	194,444	0.07
23	Tejas Nitin Sheth HUF	194,444		0	194,444	0.07
24	Kiran Dhirajlal Vaidya & Dhirajlal Vaidya	555,556		0	555,556	0.21
25	Ketan Jayantilal Shah	138,889		0	138,889	0.05
26	Mukesh Sangla	277,778		0	277,778	0.11
27	Saurabh Sangla	277,778		0	277,778	0.11
28	Monica Sangla	277,778		0	277,778	0.11
29	Avantika Sangla	277,778		40000	317,778	0.12
30	Rajeev Kumar Bharadwaj	27,778		25000	52,778	0.02
31	Sushma Bharadwaj	27,778		20000	47,778	0.02
32	Rajendra Kumar Agarwalla	27,778		0	27,778	0.01
33	Purushottam Kumar Agarwalla	27,778		0	27,778	0.01
34	Shrawan Kumar Agarwalla	27,778		0	27,778	0.01
35	Parita Manish Shah	83,333		0	83,333	0.03
36	Manish Vimalkant Shah	83,333		10000	93,333	0.04
37	Rajendra Gupta HUF	33,333			33,333	0.01
38	Aruna Gupta	11,111		6000	17,111	0.01
39	Shivank Gupta	11,111		2000	13,111	0.00
40	Ashish Mehdiratta	361,111		5200	366,311	0.14
41	Tripti Mehdiratta, Ashish Mehdiratta	361,111		0	361,111	0.14
42	Amit Mehdiratta	277,778		5000	282,778	0.11
43	Vaibhav Mehdiratta	277,778		0	277,778	0.11
44	Ramakant Bhatt	833,333		11000	844,333	0.32
45	Amitabh Gupta	833,333		105000	938,333	0.36
46	Manju Gupta	833,333		50000	883,333	0.33
47	Tavishi Gupta and Amitabh Gupta	277,778		30000	307,778	0.12
48	Jatin Aggarwal	277,778		193000	470,778	0.18
49	Ramalingam.Sundaresan	16,667		0	16,667	0.01
50	R.Mukundhan	16,667		100	16,767	0.01
51	P.Sivakami	16,667		0	16,667	0.01
52	R.Malarkodi	16,667		500	17,167	0.01
53	E.K.Lingamurthy	277,778		110000	387,778	0.15
54	Sharavanan Lingamoorthy	222,222		125000	347,222	0.13
55	Kahimee Alok Shah	55,556		0	55,556	0.02
56	Nikhilesh Anilbhai Shah	22,222		0	22,222	0.01
57	Shah Anil Girdharilal	16,667		35	16,702	0.01
58	Mrudula Amil Shah	16,667		35	16,702	0.01

Sr. No.	Identity of Proposed Allottees	No. of Shares to be allotted	No. of Warrants to be allotted	Pre-holding 21.06.2019	Post Shareholding	% of post shareholding
59	Shah Anil Girdharilal HUF	27,778		0	27,778	0.01
60	Antonat Franklin	55,556		1000	56,556	0.02
61	Maria Margaret Sharmela	55,556		1000	56,556	0.02
62	C. Vijaykumar	277,778		0	277,778	0.11
63	Rambabu Madam	83,333		350	83,683	0.03
64	Aparna Madam	83,333		5000	88,333	0.03
65	Hanumantha Reddy	55,556		0	55,556	0.02
66	Sasikala Ramakrishna Gelivi	55,556		99	55,655	0.02
67	Kumar Shreyans	27,778		10000	37,778	0.01
68	Meghraj Ghansimal Betala	277,778		0	277,778	0.11
69	Nirmala Betala	277,778		0	277,778	0.11
70	Kantikumar Betala	277,778		0	277,778	0.11
71	Rajendrakumar Betala	277,778		0	277,778	0.11
72	Shilpa Nirav Raveshia	27,778		0	27,778	0.01
73	Shreeya Nirav Raveshia	27,778		155	27,933	0.01
74	Karsandas Madhavji Bhatia	27,778		0	27,778	0.01
75	Bhanumati Karsamdas Bhatia	27,778		0	27,778	0.01
76	Shilap Sameer Deshmukh	27,778		0	27,778	0.01
77	Maruthappa Palanivelu	138,889		0	138,889	0.05
78	Palanivelu Sakthivel	138,889		0	138,889	0.05
79	Mangalam Sakthivel	277,778		0	277,778	0.11
80	Jayantilal Ambashanker Trivedi & Usha Jayantilal Trivedi	55,556		0	55,556	0.02
81	Bhasker B. Bhargava (HUF)	55,556		0	55,556	0.02
82	Samhita Saravanan	111,111		56500	167,611	0.06
83	Ajay Shand	416,667		0	416,667	0.16
84	Sanjay Shand	416,667		0	416,667	0.16
85	Ramratan Mundhara	27,778		0	27,778	0.01
86	Anushree Jain (Promoter)		1,200,000	0	1,200,000	0.45
87	Vinay Hirawat		2,777,778	309167	3,086,945	1.17
88	Purnima Hirawat		1,111,111	30000	1,141,111	0.43
89	Sudarshan Ganapathy		555,556	0	555,556	0.21
90	Asita V Jain		111,111	0	111,111	0.04
91	Vimal R Jain		138,889	0	138,889	0.05
92	Devansh V Jain		27,778	0	27,778	0.01
93	Laxmi Kalyan Kumar Jain and Kalyan Kumar Jain (Joint)		83,333	0	83,333	0.03
94	Rahul K Jain		27,778	0	27,778	0.01
95	Vivek Vasant Potdar & Sujata Vivek Potdar		27,778	0	27,778	0.01
96	C.S.Ganesh		27,778	1210	28,988	0.01
97	Vaidya Nitin Vishwanath		66,667	0	66,667	0.03

[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 3,43,00,000 equity shares and 8,933,333 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.	The Corporate Entity is controlled (more than 51%) by Royal Resources Holdings Private Limited (RRHPL) which in turn is controlled by individuals/natural persons, namely - Mr. Mohit Gupta, Mrs. Radhika Gupta, Mr. S.K. Jain and Mrs. M. Gupta who have aggregate shareholding of 67.42% in RRHPL
Polypipes India Pvt.Ltd.	Rajendra Kumar Hirawat, Vinay Kumar Hirawat, Premlata Hirawat, Purnima Hirawat and Saroj Devi Dugar
Rajendra Gupta HUF	Mr. Rajendra Gupta - Karta Mrs. Aruna Gupta
Bhasker B Bhargava HUF	Mr. Pranay B Bhargava - Karta Mrs. Shashi B Bhargava Mrs. Nikita P Bhargava Ms. Divyanshi P Bhargava Ms. Devna P Bhargava
Tejas Nitin Sheth - HUF	Mr. Tejas Nitin Sheth - Karta Mrs. Sneh Tejas Sheth Master. Vivaan Tejas Sheth Ms. Rianna Tejas Sheth
Shah Anil Girdharilal HUF	Mr. Anil Girdharilal Shah - Karta Mrs. Mrudula Anil Shah Mr. Alok Anil Shah Mr. Nikhilesh Anil Shah

- g) 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.
- (h) 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 by the Allottees.
- (i) The Company or any of its promoters and directors has not been declared as willful defaulter
- (j) 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.
- (k) Relevant Date with reference to which the price has been arrived at:
'Relevant Date' under Regulation 161 of the ICDR Regulations in relation to the proposed preferential issue to the Promoters, Business Associates (including relatives of Business Associates) and Investors is Friday, 28th June, 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.
Note: Since the Relevant Date fall on a weekend i.e. Saturday, 29th June, 2019, the day preceding the weekend i.e. Friday, 28th June, 2019 is reckoned as the relevant date.
- (l) Auditors Certificate
As required under Regulation 163(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 V of the ICDR Regulations.

The Company has appointed Dr. S. K. Jain, Practicing Company Secretary (Membership No. 1473) and Proprietor of M/s S. K. Jain & Co. having office at 11, Friend's Union Premises Co-operative Society Ltd, 2nd Floor, 227, P.D' Mello Road, Fort, Mumbai-400 001 to issue certificate on pricing of equity shares

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; Mr. Vimal Jain, Chief Financial Officer (Key Managerial Personnel) 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.

By Order of the Board of Directors

Dilip Darji

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

Mumbai, 28th June, 2019

Registered Office :

Dhrangadhra - 363 315

Gujarat.



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

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 Monday, July 29, 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		

Signed this _____ day of _____ 2019.

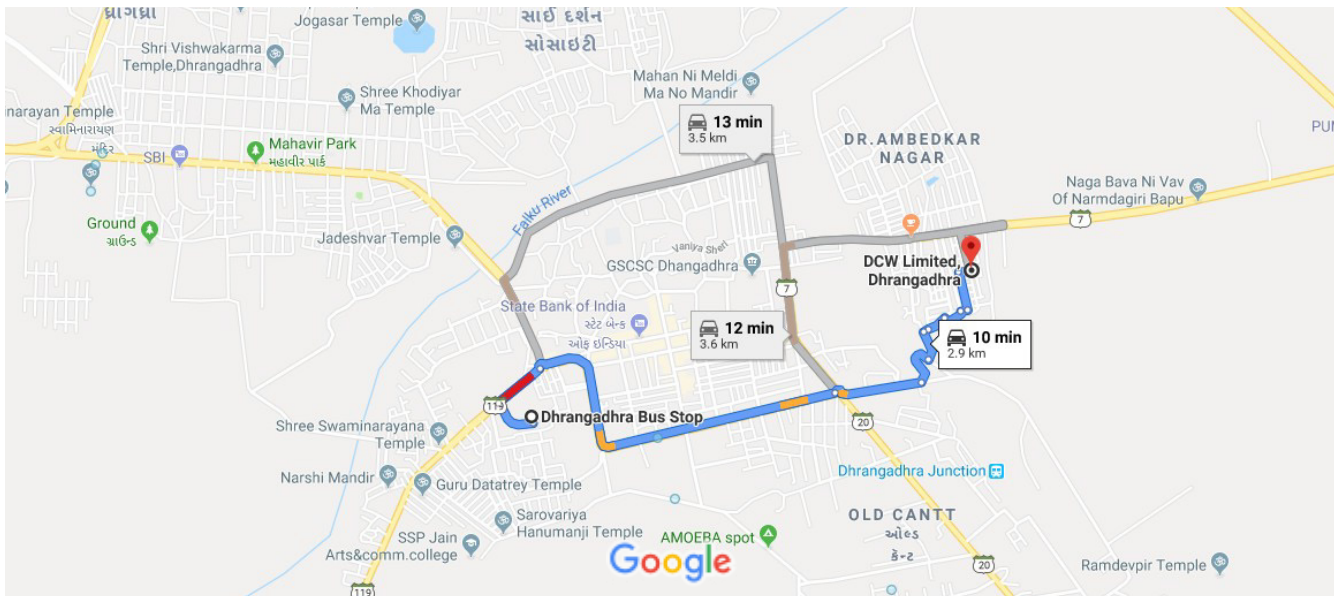
Affix
Revenue
Stamp
₹ 1/-

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.

Route Map
Dhrangadhra Bus Stop to DCW Limited, Dhrangadhra
Driving Distance 2.9 km, 10 min





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

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

EXTRAORDINARY 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 **EXTRAORDINARY GENERAL MEETING** of the Company being held at 10.00 a.m. on Monday, July 29, 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 **EXTRAORDINARY GENERAL MEETING**. The voting time commences on Friday, July 26, 2019 at 9 a.m. and ends on Sunday, July 28, 2019 at 5.00 p.m. The voting module shall be disabled by NSDL for voting thereafter.