



POSITIVE TRANSFORMATION

Becoming a strong engine for
Value Creation.



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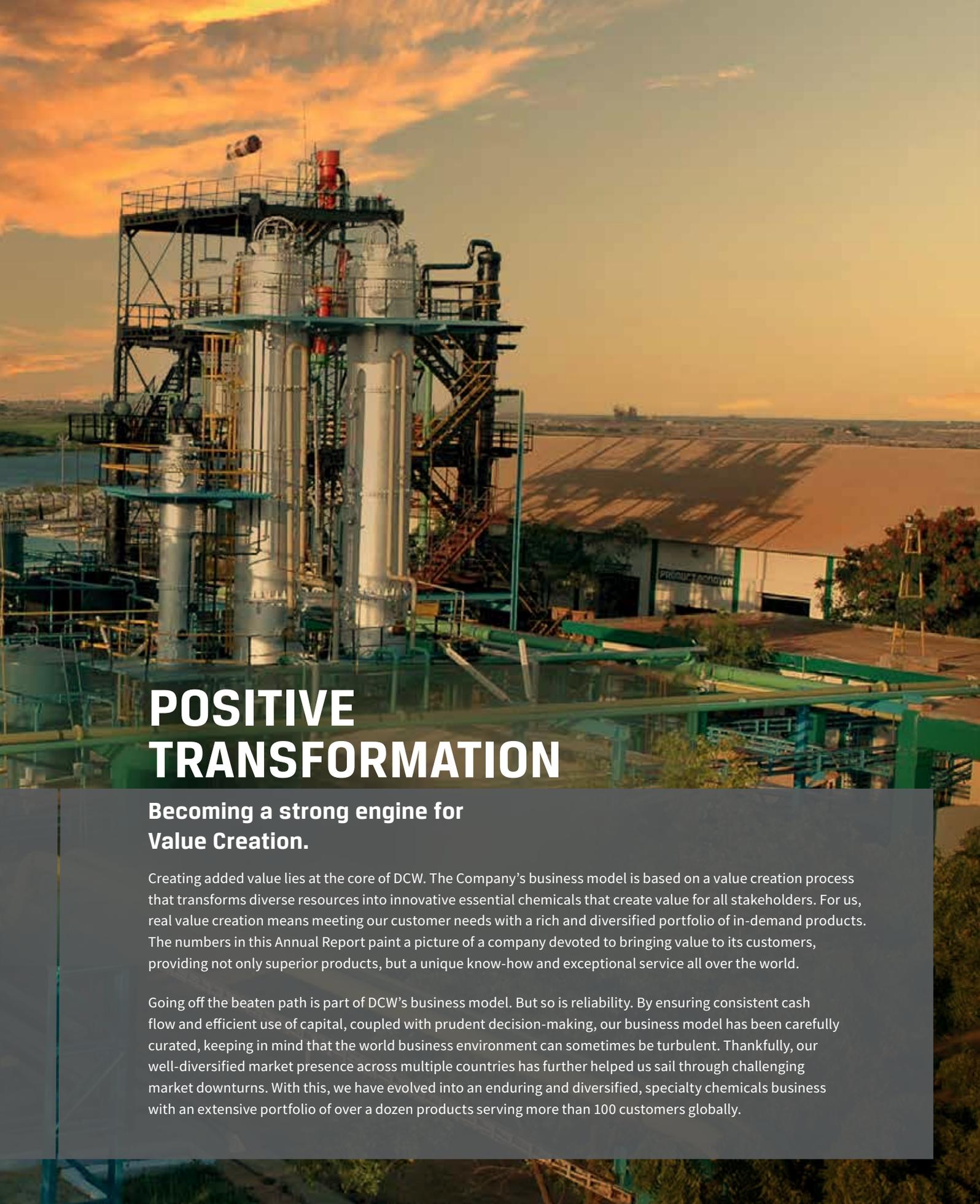
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Forward-looking Statements

Certain statements in this document constitute 'forward-looking statements', which involve known and unknown risks and opportunities, other uncertainties, and important factors that could turn out to be materially different following the publication of actual results. These forward-looking statements speak only as of the date of this document. The Company undertakes no obligation to update publicly, or release any revisions, to these forward-looking statements, to reflect events or circumstances after the date of this document, or to reflect the occurrence of anticipated events. We have tried, wherever possible, to identify such statements by using words such as 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions.



For DCW, our commitment to 'maximising shareholder value' is interchangeable with our preoccupation with 'value creation'.



POSITIVE TRANSFORMATION

Becoming a strong engine for Value Creation.

Creating added value lies at the core of DCW. The Company's business model is based on a value creation process that transforms diverse resources into innovative essential chemicals that create value for all stakeholders. For us, real value creation means meeting our customer needs with a rich and diversified portfolio of in-demand products. The numbers in this Annual Report paint a picture of a company devoted to bringing value to its customers, providing not only superior products, but a unique know-how and exceptional service all over the world.

Going off the beaten path is part of DCW's business model. But so is reliability. By ensuring consistent cash flow and efficient use of capital, coupled with prudent decision-making, our business model has been carefully curated, keeping in mind that the world business environment can sometimes be turbulent. Thankfully, our well-diversified market presence across multiple countries has further helped us sail through challenging market downturns. With this, we have evolved into an enduring and diversified, specialty chemicals business with an extensive portfolio of over a dozen products serving more than 100 customers globally.

Carrying Forward A Rich Legacy

The DCW story goes back to 1925 when the foundation stone of India's first Soda Ash factory at Dhrangadhra a small principality in the state of Gujarat in West India, was laid. The plant was taken over in 1939 and run under the name of Dhrangadhra Chemical Works.

We have now evolved into a diversified, business with a portfolio of over 12 products along with a strong exports clientele, with a major presence in the USA, Europe, Japan, Malaysia and Netherlands. Our Basic Chemistry product range provides key ingredients to the manufacturers of agricultural products, detergents, food, pharmaceuticals, pigments, fertilizers, alumina and other industrial products. Moreover, to maintain sustained economic growth and build an innovative product pipeline, we have established our R&D centre in Sahupuram, Tamil Nadu, which is home to world-class Research & Development capabilities in chemistry.

OUR MANUFACTURING UNITS



Dhrangadhra,
Gujarat



Sahupuram,
Tamil Nadu



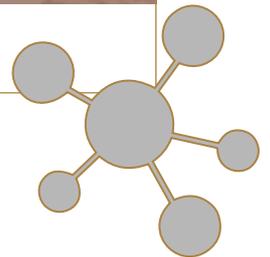
OUR VISION

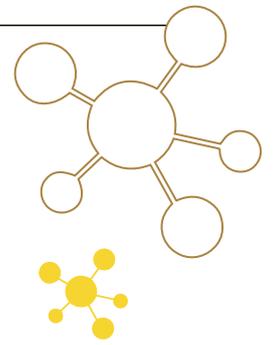
- To Innovate and Integrate
- Emphasis on the 4R's – Reduce, Reuse, Recycle & Recover
- Enhance stakeholder value
- Diversify in synergistic businesses
- To be a responsible social citizen



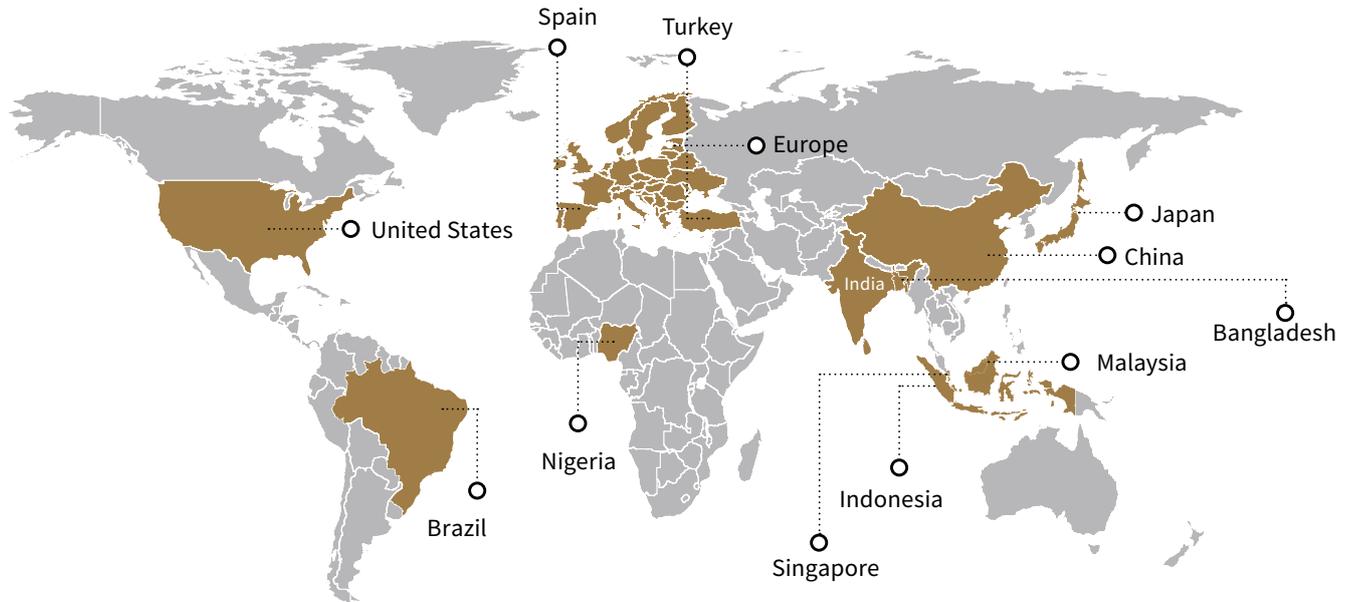
OUR MISSION

It is our endeavour to become a chemical powerhouse by growing in a globally competitive market with a focus on the environment and community by optimising the use of all available resources.





MARKETS WE SERVE



₹ 14,643 million
Revenue from Operations

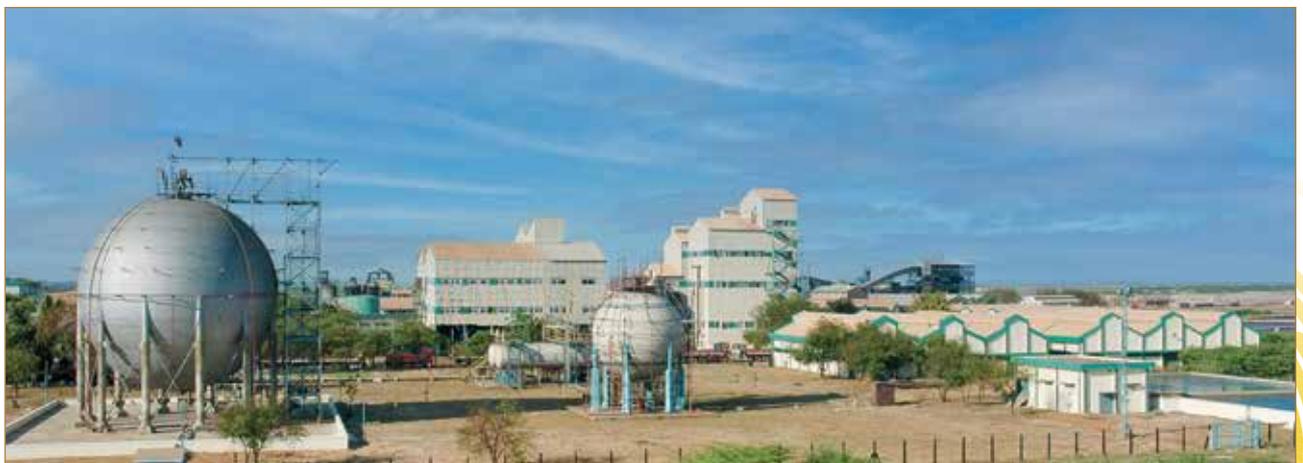
62%
Revenue CAGR growth in
specialty chemicals since FY17

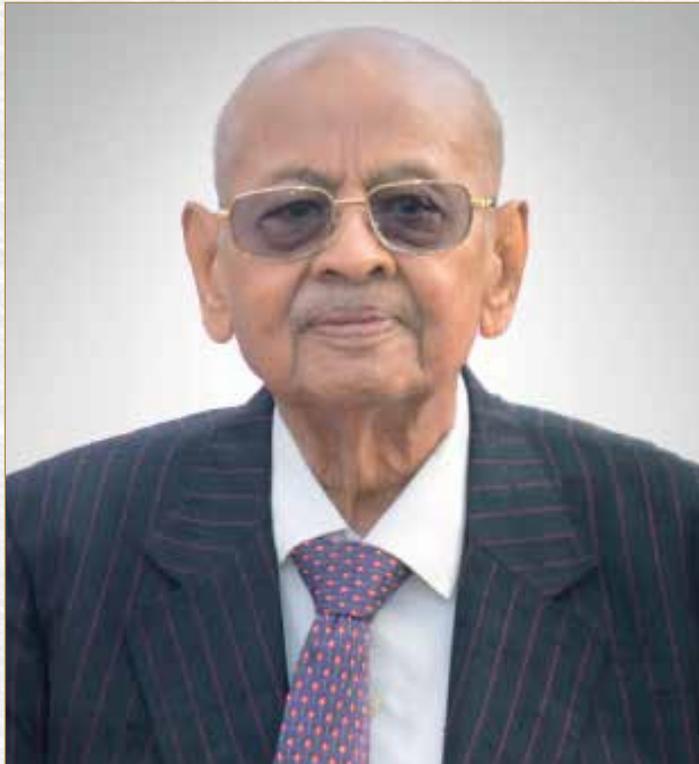
100+
Customers Globally

12+
Countries

15.1%
EBIDTA

70 MW
Captive Power Capacity





A tribute to Dr. Shashi Chand Jain

Chairman Emeritus

With profound sadness and grief, we regret to inform about demise of Dr. Shashi Chand Jain, Chairman Emeritus of DCW Limited on August 6, 2021. He passed away peacefully, surrounded by his family.

Dr. Jain was appointed as Director of the Company in the year 1955 while assuming charge of the Soda Ash segment. He was appointed as the Managing Director of the Company in the year 1969 and the Chairman of the Company in the year 1991.

The Company has immensely benefitted from more than six decades of his association amid various leadership roles. Dr. Jain contributed significantly to the financial success of the Company. His dynamic leadership has helped the Company at various stages of the Company's life cycle. These contributions included the commissioning of three plants that turned the co-product Chlorine into a useful product viz. the Liquid Chlorine Plant; the Trichloroethylene Plant; and Integrated PVC. He initiated a project to manufacture Synthetic Rutile, the first of its kind in the world, to go into commercial production, which is currently finding its market across the world.

During his illustrious life, Dr. Jain was associated with various organisations & institutions:

- Elected as the first president of PVC Resins Manufacturer's Association to represent the interest of the PVC industry in the country
- Special Executive Magistrate by the Government of Maharashtra
- Senate Member of the University of Bombay
- Chairman of the Royal Western India Turf Club Limited
- Chairman of Bombay Wire Ropes Limited

We fondly remember, grieve his loss and carry the great responsibility of upholding his values, vision and legacy. The Board of Directors, Management and Employees of the Company deeply mourn this irreparable loss.

Dr. Jain will be dearly missed by one and all.

Positive Transformation Becoming a strong engine for Value Creation.



“

We have evolved into an enduring and diversified, specialty chemicals business with an extensive portfolio of over a dozen products serving more than 100 customers globally.”

Mr. Pramod Kumar Jain
Chairman & Managing Director

14.6%

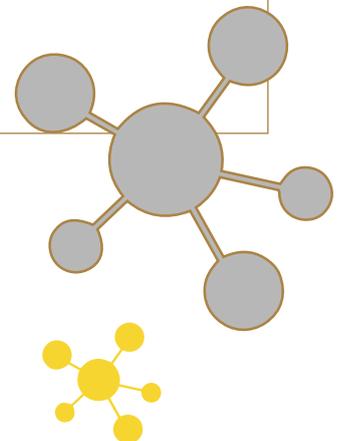
YOY Revenue Growth from Operations

51%

YOY Growth in SIOP Business

44%

YOY Growth in C-PVC Business



Dear Shareholders,

The last two years have been amongst the most testing in over a century. The unprecedented health crisis, caused by the novel coronavirus, has taken an immense human as well as economic toll globally. I share my deep condolences with those of you that have lost dear ones to this global malaise.

It is also with profound grief, that I inform you of the sudden demise of Dr. Shashi Chand Jain, the Chairman Emeritus of DCW Limited on August 6, 2021. He passed away peacefully, surrounded by his loving family. Over the years, the Company benefitted immensely from more than six decades of service through various leadership roles. His dynamic leadership helped DCW at various stages of its evolution. We are all deeply indebted to him.

Our fiscal year 2021 saw multiple national lockdowns when only essential stores could run, and people were asked stay at home. These restrictions placed significant pressure on our people and our operations. Apart from setting up stringent SOPs at our operations for protecting the health and safety of our staff and workers, we organised multiple vaccination drives without charge for all our employees and their family members to combat the second wave of pandemic.

RESPONDING TO THE PANDEMIC

Throughout, our priority has been the wellbeing of our people. The Company has already extended hybrid model of work culture. In the manufacturing

plants, the Company rolled out its operations with minimum workforce to continue delivering the committed output to its customers. We have also worked hard to foster employee engagement through online resources to create a culture of support and understanding where everyone has access to the assistance they need. Our employee-led staff networks were a valuable source of advice, practical support and entertainment and played a key role in preserving the culture of our business while we worked from home. The Board recognises just how tough delivering on the job has been this year and we are immensely grateful to everyone for their vigorous work and commitment throughout this time.

As with most industries, DCW too faced several challenges from the less than exuberant domestic and global demand for its products. Nevertheless, we are fortunate to belong to an Industry that has shown remarkable resilience through these two years. The Indian chemical industry still remains one of the fastest-growing industries in the world. Currently, it ranks 3rd in Asia and is the 6th largest market in the world with respect to output, after the US, China, Germany, Japan and South Korea and it makes up 3.4% of the global chemicals industry. The industry stood at US\$ 178 billion in 2019 and is expected to reach US\$ 304 billion by 2025.

Going off the beaten path is part of DCW's business model. But so is reliability. By ensuring consistent cash flow and efficient use of capital, coupled with prudent decision-making,

our business model has been carefully curated, keeping in mind that the world business environment can sometimes be turbulent. Thankfully, our well-diversified market presence across multiple countries has further helped us sail through challenging market downturns. With this, we have evolved into an enduring and diversified, specialty chemicals business with an extensive portfolio of over a dozen products serving more than 100 customers globally.

I can say, we have delivered well for FY2021 - all things considered. We grew earnings for FY2021, even though market conditions continued to be challenging, and turned in a profit for the first time after several years. The key factors to accomplishing this were being focused towards our balanced portfolio and following a strict cost discipline. Towards this end, I am pleased to share with you our performance for FY2021.

OUR PERFORMANCE

Our revenue from operations for FY21 stood at ₹ 14,643 Million, compared to ₹ 12,773 Million in FY2020, giving us growth of 14.6% YoY. This was due to the overall improvement in demand scenario for our products, especially PVC, CPVC & SIOP, and our ability to sweat our assets to convert demand to sales. The overall revenue growth in specialty chemicals was driven by 51% and 44% YoY growth in SIOP and C-PVC business, respectively. Efficient handling of raw material and rationalisation of operational overheads also contributed significantly to improvement in margins.

Positive Transformation Becoming a strong engine for Value Creation.

WWFor FY2021, our EBITDA grew by 42% YoY to ₹ 2,207 million, compared to ₹ 1,550 million in FY2020. PVC and CPVC dominated the higher share in overall EBITDA. EBITDA margin for FY2021 stood at 15.1 %, improving by 300bps on a YoY basis. Various cost control measures coupled with better market dynamics led to higher growth in EBITDA.

During Q4FY21, DCW was able to successfully fundraise ₹ 4,100 million via Non-convertible Debentures (“NCDs”) of ₹ 3,500 million and Optionally Convertible Debentures (“OCDs”) of ₹ 600 million. Through these transactions, DCW has been able to extend its debt stack maturities and added additional liquidity to the balance sheet. These NCD’s carry a moratorium of 18 months and a tenure of six years. We are utilising the funds to refinance our existing term loans and augment the Company’s working capital. This fundraise should enhance our capacity utilisation, and meet increasing product demand. We are pleased to see strong investor interest for NCD and OCD. Through these transactions, the company has been able to extend its debt stack maturities and inject additional liquidity to the balance sheet. Today, DCW’s credit profile remains stable with positive bias. With the completion of this refinancing, the company has managed to enhance financial flexibility and is on a firmer footing to achieve long-term growth.

Today, we are a recognised leading manufacturer of specialty chemicals in Synthetic Rutile, Synthetic Iron Oxide Pigments (SIOP) and the only

manufacturer of Chlorinated Polyvinyl Chloride (C-PVC) in India with technical license from Arkema. We have already invested in various CAPEX and expansion programs over the years, and have sufficient capacity to see through demand growth in the medium term.

Our revenue from our bulk portfolio including the Soda Ash business tapered down to ₹ 1,787 million in FY2021 from ₹ 1,983 million in the previous fiscal period, and our Caustic Soda business also dipped to ₹ 3,577 million as compared to ₹ 4,675 million in the previous fiscal period. The market for Soda ash remained stagnant with lacklustre demand in the near term.

In contrast, our PVC segment reported a revenue of ₹ 7,082 million in FY21; a 56% growth YoY. Higher PVC prices coupled with higher capacity utilisation has led to robust performance for this division. Our C-PVC revenues increased by 44% YoY and stood at ₹ 1,486 million in FY21 as against ₹ 1,029 Million in FY20. The growth was primarily driven by higher capacity utilisation and firm domestic prices. Our SIOP business also turned around as capacity utilisation increased 2x YoY which has resulted into revenue growth of 55% YoY for Q4FY21.

Over the last 4 years, DCW has added niche, value-added, high margin specialty chemicals to its portfolio. The Company has various products in its specialty chemicals portfolio like C-PVC, SIOP and Synthetic Rutile. The Company is one of the few large-scale synthetic iron oxide manufacturers for red and yellow pigments and the only C-PVC manufacturer in India.

The revenue mix between Commodity Chemicals: Specialty Chemicals for FY2021 stood at 86%:14%. Your Company continues to focus on increasing the revenue mix from specialty chemicals, which will help DCW to boost its margin profile and return ratios. Today we are a stronger and more focused with the foundation required to achieve our vision of becoming the premier specialty chemicals Company.

MARKET OUTLOOK

Despite the current pandemic situation, DCW has solid opportunities considering the supply chain disruption in China and trade conflict between the US, Europe and China. Anti-pollution policies in China will also provide opportunities for us in different segments. Undoubtedly, India is well-positioned to grab the substantial share of this market. The domestic specialty chemical sector is also expected to grow at a robust pace, driven by growth in end-user industries. The use of chemicals in industries like cosmetics, textiles, construction, agrochemicals, and automotive along with application-driven segments like paints, surfactants, coatings, and pigments are expected to grow at a robust pace in short and medium-term. Our low manufacturing costs in India should protect our profit margins. The diversified product portfolios of DCW should also enable us to cater to this surge in demand.

In addition to these trends, the various initiatives taken by the Government in terms of financial incentives will act as a tailwind lift to the future

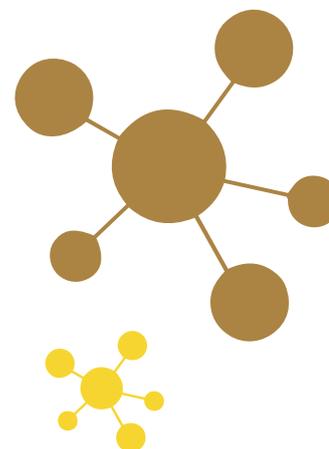
growth prospects of the Company. The Company's aim is to increase the revenue contribution from PVC and specialty chemicals, while keeping the production and utilisation of Caustic Soda and Soda Ash to its optimum level. DCW remains committed to its long-term performance improvement and believe that focus on specialty chemicals will drive sustainable growth in future. India's growing prominence in the global supply chain and further recognition of DCW's own position as a partner of choice for a large number of domestic and international clients, will continue to enabled us to witness an all-round growth in both – commodity and specialty chemical business, a trend which we believe will continue. We thus remain committed to drive growth and value creation.

CONCLUDING REMARKS

I would like to express gratefulness to our stakeholders, for your support and your loyalty to DCW Limited. We are convinced that long-term stakeholder and shareholder interests are significantly intertwined. We are transforming ourselves positively to become a strong engine for Value Creation. I invite you all to keep us company in this exciting journey ahead.

Regards

Mr. Pramod Kumar Jain
Chairman & Managing Director



SHOULDERING RESPONSIBILITY DURING THE CRISIS:

Our Contribution to Fighting the COVID-19 Pandemic

2020 and 2021 have been amongst the most challenging years in decades. The unprecedented health crisis, caused by the novel coronavirus, has taken an immense human as well as economic toll globally. At DCW, we responded at once with a comprehensive Covid-19 response plan. Right from the start of the pandemic, we've been helping in many ways. We donated money, medicines, protective equipment and medical appliances. This also meant putting in place health and safety measures to protect our employees; running our plant operations smoothly to ensure supply to our customers; and providing essential support and assistance to our local communities in need.

APPLYING A PEOPLE-FIRST MINDSET

The very first priority for DCW during a pandemic was the safety and well-being of our workforce. Employees are unable to focus on work responsibilities when their well-being and that of their family are in peril. Hence, the critical question we addressed at the onset of a pandemic event is whether our employees are safe, followed by whether they are available to perform critical functions. We focused on monitoring the situation, provide a safe workplace and offer our employees the support that they needed.

To enable timely two-way communication and employee tracking and to disseminate critical information, we validated that emergency notification systems were in place and tested on a routine basis. In addition, we delivered pandemic-related training to enhance employee preparedness and alleviate any concerns.

Right through FY2021, we have managed to keep the company running successfully despite this major crisis, and continued providing the marketplace with our products. At the same time we succeeded in protecting our workforce and minimising the number of COVID-19 infections in the company. As a responsible employer, we are providing vaccine access to all our employees in a timely manner, while always respecting the local national regulations. We also established on-site vaccination programmes wherever feasible and possible. Vaccinating ourselves not only protects us, but also our families, friends and the society.

DCW is also extending support to the local community in the adjoining villages around our plants in Dhrangadhra, Arumuganeri and Sahupuram, through various ground measures aimed at containing the spread of COVID-19. These initiatives included a host of precautionary measures deployed in and around our works to help keep its employees and the local community safe during these challenging times.

As a wellbeing measure of our employees, we tied up with private hospitals to ensure availability of bed and oxygen to our infected employees. Also, we have organised seminars on holistic health issues with renovated specialists in the medical field and conducted health camps for the benefit our employees in association with our tie-up hospitals.

The COVID-19 preventive vaccine hit the market during March 2021 and was available only in Private hospitals initially and later on introduced in PHCs. We have conducted workplace vaccination camps with most of our employees now inoculated. To fast-track the vaccination drive we have made the vaccine available by tying up with hospitals. We intend to ensure that 100% of our employees are vaccinated in the immediate future. At DCW, we have accepted working under new normal and the impact of pandemic on business operations continuity is at a minimum.

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**At DCW, we implemented
SOPs’ in line with the
COVID precaution
guidelines.**

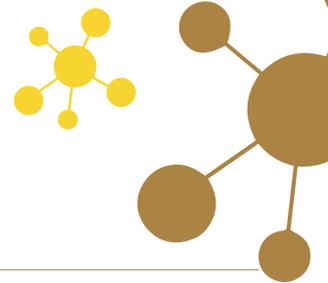


Engineering Quality Growth

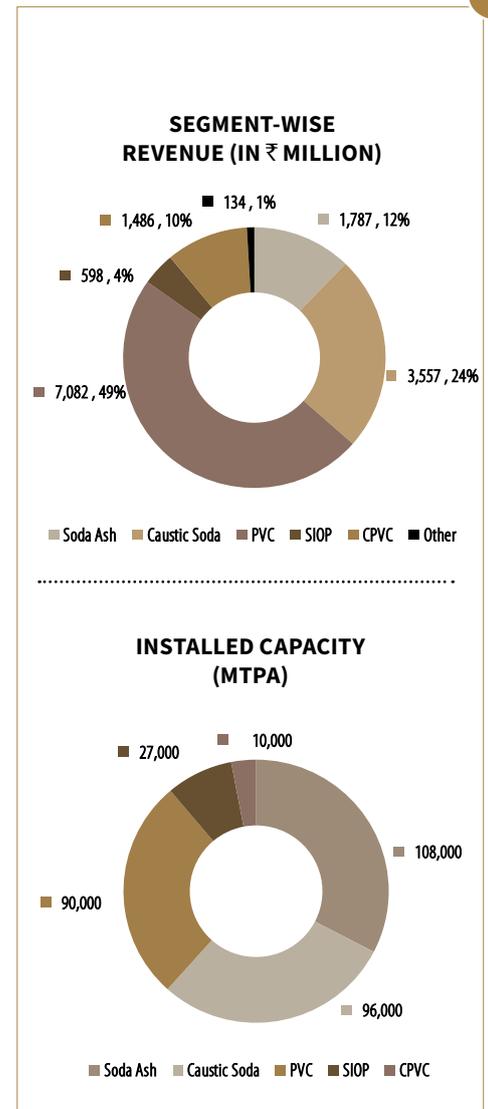
SODA ASH	CAUSTIC SODA	PVC
<p>Soda Ash, also known as Sodium Carbonate, is a white, anhydrous, powdered or granular substance with the chemical formula Na_2CO_3. It is made from salt and lime stone as basic raw material. Soda Ash is an essential raw material used in the manufacturing of glass, detergent chemicals, dye-stuffs, petrochemicals and other industrial products.</p>	<p>Caustic Soda (Sodium Hydroxide) is a versatile alkaline chemical. Its main applications are in the manufacture of pulp and paper, alumina, soap and detergents, petroleum products, and chemical production. Other applications include water treatment, food, textiles, metal processing, mining and glass making.</p>	<p>PVC resin is produced by Polymerization of Vinyl Chloride Monomer (VCM)</p> <p>Polyvinyl Chloride is a high strength thermoplastic material widely used in applications, such as pipes, medical devices, wire and cable insulation...the list is endless. It is the world's third-most widely produced synthetic plastic polymer.</p>
<p>Growth Drivers and Usage:</p> <ul style="list-style-type: none"> • Our product mainly goes in to Detergents and other chemical industry. • Demand for soaps and detergents, especially in developing nations, is increasing due to rising standard of living and hygiene consciousness. • Further, there is an increase in demand due to use of waste-water treatment by the governments of several countries in the past few years. 	<p>Growth Drivers and Usage:</p> <ul style="list-style-type: none"> • Caustic Soda is increasingly used in the production of alumina, pulp and paper industry and textile industry. These sectors contribute to the largest market share of Caustic Soda consumption market. • With general increase in awareness for water conservations, waste management, and the general scarcity of potable water, Caustic Soda is also expected to see a growth in water purification and waste management Industry. 	<p>Growth Drivers and Usage:</p> <ul style="list-style-type: none"> • The construction sector is the principal driver of PVC demand, globally. Low per capita consumption of PVC and greater economic development in the fast growing developing countries of China, India and Brazil are driving the global demand for PVC in construction applications. Pipes & tubes and profiles account for the bulk PVC demand from this sector, with pipes & tubes accounting for nearly half the demand for PVC from construction applications • The primary growth drivers of the PVC pipes and fittings market in India have been rising government investments in irrigation, housing and sanitation through schemes such as Housing for All, AMRUT and PMKSY.
<p>Segment Performance:</p> <ul style="list-style-type: none"> • Situated at Dhragandhra, Gujarat. • Total revenue from the Soda Ash business for FY2020 stood at ₹ 1,7871 million, a de-growth of 9.9% on a YoY basis. • The fall in the revenue is largely attributed to COVID-19 related disruptions in Q1 & Q4. 	<p>Segment Performance:</p> <ul style="list-style-type: none"> • Situated at Sahupuram, Tamil Nadu. • Total revenue from the Caustic Soda business for FY2021 stood at ₹ 3,557 million, registering a de- growth of 23.9% on a YoY basis. 	<p>Segment Performance:</p> <ul style="list-style-type: none"> • Situated at Sahupuram, Tamil Nadu. • Total revenue from the PVC business for FY2021 stood at ₹ 7,082 million, compared to ₹ 4,541 million in FY2020. • The growth in the revenue is attributed to higher sales coupled with better realization on product manufactured by the division during the year.



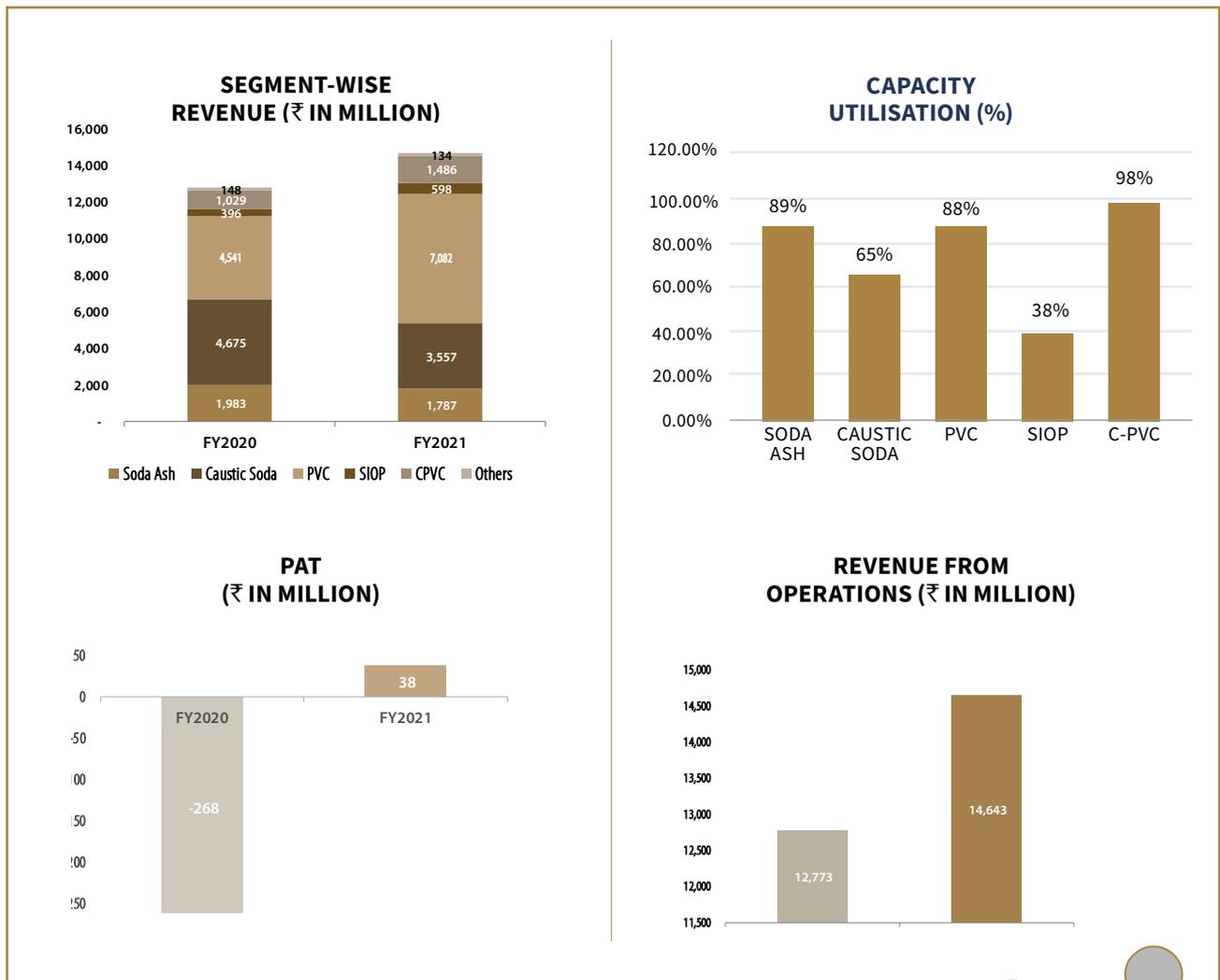
Over the last 4 years, DCW has added niche, value-added, high margin specialty chemicals to its portfolio. The Company has various products in its specialty chemicals portfolio like C-PVC, SIOP and Synthetic Rutile.



SIOP	C-PVC
<p>Synthetic Iron Oxides are one of the most important part of the Inorganic Pigments family and also the second highest selling pigments in the world after Titanium Dioxide. The reason of their popularity is their highly stable nature and good strength. They are resistant to UV rays, salty weather and all different kind of atmospheric conditions. Due to these reasons they are used in a wide variety of applications, the major being coatings and construction.</p>	<p>Conceptually, C-PVC is a PVC homopolymer that has been subjected to a chlorination reaction. C-PVC is inherently inert to acids, bases, salts, and aliphatic hydrocarbons, all of which tend to eat away the metals. It is this inherent chemical resistance, coupled with its temperature and pressure resistance, that enables its use in a variety of industrial and commercial applications.</p>
<p>Growth Drivers and Usage:</p> <ul style="list-style-type: none"> Iron Oxide Powders are most widely used in coloured inorganic pigments in concrete products, paints, plastics, and other material. The demand from the construction industry coupled with increasing urbanization are likely to be major drivers for the global iron oxide market. 	<p>Growth Drivers and Usage:</p> <ul style="list-style-type: none"> C-PVC is used in a variety of industries, including construction, chemical, healthcare, and material handling equipment. Never-ending and ever-growing demand for safe and reliable pipe & fitting solutions in commercial and residential buildings. Rising product applications in residential and commercial spaces, firefighting sprinkler devices, home heating devices, and piping products shall positively influence product demand in the coming years.
<p>Segment Performance:</p> <ul style="list-style-type: none"> Situated at Sahapuram, Tamil Nadu. Total revenue from the SIOP business for FY2021 stood at ₹598 million, registering a growth of 50.8% on a YoY basis. Between FY2016-FY2021, SIOP revenue grew at a CAGR of 52.3%. The growth in the revenue is largely attributed improved working of the division and better realization on the product. 	<p>Segment Performance:</p> <ul style="list-style-type: none"> Situated at Sahapuram, Tamil Nadu. Total revenue from the C-PVC business for FY2021 stood at ₹ 1,486 million, compared to ₹ 1029 million, registering a growth of 44.3%. This growth is attributed to stable working of the division coupled with better realization on the product.

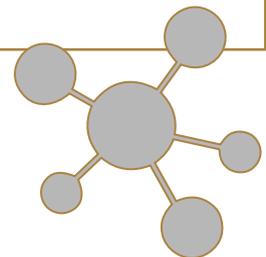


Building Resilience In Financial Strength



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The revenue mix between Commodity Chemicals: Specialty Chemicals for FY2021 stood at 86%:14%. Your Company continues to focus on increasing the revenue mix from specialty chemicals, which will help DCW to boost its margin profile and return ratios.



Corporate Information

BOARD OF DIRECTORS

Dr. Shashi Chand Jain - Chairman Emeritus
(Demised on August 6, 2021)

Mr. Pramodkumar Jain - Chairman and Managing Director

Mr. Bakul Jain - Managing Director

Mr. Vivek Jain - Managing Director

Mr. Mudit Jain - Managing Director

INDEPENDENT DIRECTORS

Ms. Sujata Rangnekar

Mr. Krishnamoorthy Krishnan

Mr. Salil Kapoor

Mr. Mahesh Vennelkanti

CHIEF FINANCIAL OFFICER

Mr. Vimal Jain

CHIEF EXECUTIVE OFFICER

Mr. Amitabh Gupta

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Dilip Darji

BANKERS

Punjab National Bank

State Bank of India

City Union Bank Ltd.

AUDITORS

Chhajed & Doshi

Chartered Accountants, Mumbai

SECRETARIAL AUDITORS

S. K. Jain & Co.

REGISTERED OFFICE

Dhrangadhra – 363 315,
Gujarat

HEAD OFFICE

“Nirmal” 3rd Floor,
Nariman Point,
Mumbai – 400 021

BRANCH OFFICE

Indra Palace, 1st Floor,
H-Block, Connaught Circus,
New Delhi - 110 001

WORKS

Soda Ash Division

Dhrangadhra – 363 315,
Gujarat

Caustic Soda Division

PVC Division

CPVC Division

SIOF Division

Arumuganeri P.O.,
Sahapuram – 628 202,
Tamil Nadu

Salt Works

Kuda, Gujarat

Arumuganeri P.O.,
Sahapuram – 628 202,
Tamil Nadu

REGISTRAR

Bigshare Services Private Limited

1st floor, Bharat Tinworks Building,
Opp. Vasant Oasis, Makwana Road, Marol,
Andheri (East), Mumbai - 400 059
Tel.: 022 – 626368200, Fax No.: 022- 62638299.
E-mail : investor@bigshareonline.com

Responsible Governance



Mr. Pramod Kumar Jain
Chairman &
Managing Director

Mr. Pramod Kumar Jain joined the service of the Company as President in 1969. He was appointed as the Director in the year 1992 and became the Managing Director in the year 1996 and was in-charge of the Soda Ash division of the Company. He has more than 50 years of wide experience in the Industry. Under his leadership, the capacity of Soda Ash Plant at Dhrangadhra has been increased from 65,000 TPA to 96,000 TPA in the year 1992-93. Presently, he is also Chairman of the Board and oversees the entire operations of the Company.



Mr. Bakul Jain
Managing Director

Mr. Bakul Jain joined the service of the Company as the Vice President in Caustic Soda Division in the year 1982. He was appointed as the Director in the year 1984 and became the Managing Director of the Company in the year 2006. He has an overall 39 years of wide experience in the Industry and presently looks after the overall general management including strategic planning and financial functions of the Company. He is in charge of new projects and diversifications. Under his leadership, the Company has also set-up a 2 x 25 MW. Thermal Co-generation plant at its Works at Sahupuram, Tamil Nadu, making the Company not only self-sufficient units power requirements but also having surplus power to sell to Electricity Boards/ third parties.



Mr. Mudit Jain
Managing Director

Mr. Mudit Jain is in charge of the Caustic Soda Division and also oversees the Marketing operations of the Beneficiated illeminte unit of the Company. He is with the Company since 1989 and was appointed as the Managing Director of the Company in the year 2012. He has more than 30 years of wide experience in the Industry. He was instrumental in converting the Caustic Soda Unit from Mercury Cell Technology to Membrane Cell Technology which resulted in an increase in the installed capacity of the Caustic Soda Unit from 60,000 TPA to 1,00,000 TPA. This also resulted in a substantial reduction in the consumption of power. He was also instrumental in entering into long term contracts with overseas parties for supply of synthetic Rutile. He was the President of Alkali Manufacturers Association of India ('AMAI').



Mr. Vivek Jain
Managing Director

Mr. Vivek Jain is in-charge of the PVC division of the Company. He is with the Company since 1984 and prior to his appointment as Managing Director in the year 2014, he was Sr. President of the Company. He has an overall 37 years of wide experience in the Industry. He was instrumental in the expansion of the PVC capacity. Under his leadership, the Company has set up Chlorinated Poly Vinyl Chloride Project in its Sahupuram Works.



Mr. Mahesh Vennelkanti
Independent Director

Mr. Mahesh Vennelkanti has more than 40 years of experience in leading and shaping Indian and multinational organisations across situations as a growth leader, turnaround leader and in entrepreneurial ventures. He has served as a CEO and Managing Directors of various Indian and multinational organisations.



Ms. Sujata Rangnekar
Independent Director

Ms. Sujata Rangnekar is a practising Chartered Accountant and has an overall 30 years of rich experience in the field of Indirect Taxation. She was the President of the Sales Tax Practitioners Association of Maharashtra in the year 1999-2000. She was also the President of the Sales Tax Tribunal Bar Association for a term 2002-2004. She is a regular column writer and contributor to leading journals on Sales Tax.



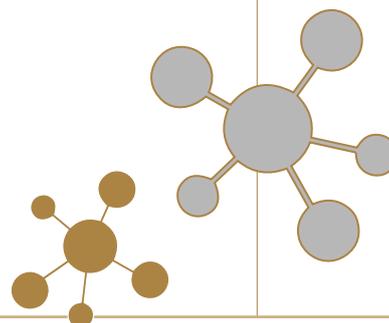
Mr. Salil Kapoor
Independent Director

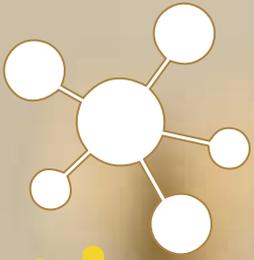
Mr. Salil Kapoor is an Advocate of Income Tax matters, practising in Supreme Court and various High Courts and has an overall experience of more than 30 years in this field. He was a member of Income Tax Appellate Tribunal from March 2005 to September 2006 and was also a Director of Bank of Rajasthan from December 2008 to August 2010. He represents major Multinationals and Indian Companies on domestic and international taxation matters.ww



Mr. Krishnamoorthy Krishnan
Independent Director

Mr. Krishnamoorthy Krishnan is a practising Chartered Accountant having more than 25 years practice in Sales Tax, Income Tax, Service Tax, and GST. He was pursuing the profession of teaching in the subjects of Finance – Basics, Advanced and Management and was in the onsite faculty for Champlane College, Vermont, USA.





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MANAGEMENT DISCUSSION & ANALYSIS



Positive Transformation

Becoming a strong engine for Value Creation.



ECONOMIC OVERVIEW AND OUTLOOK

Global Economic Overview

According to the International Monetary Fund (IMF), the mounting human toll one year after the COVID-19 pandemic continues to raise concerns, even as increasing vaccine coverage improves sentiment. The global economic outlook is clouded by high uncertainty, owing primarily to the pandemic's course. Much work needs to be done to beat back the pandemic and avoid divergence in income per capita across economies and continued rises in inequality within countries. After an estimated contraction of -3.3% in CY2020, the global economy is projected to grow at 6% in CY2021, moderating to 4.4% in CY2022.

More than a year into the arrival of the COVID-19 pandemic, the world's population is gradually being vaccinated, thanks to the discovery and production ingenuity of the global scientific community. Notwithstanding the resurgence of second and third waves, coupled with more infectious variants of the COVID-19 virus, the steady progress in gradual immunisation is expected to lessen the need for social restrictions and power recoveries in many countries during the latter half of CY2021. Despite reduced mobility, economies continue to adapt to new ways of working, leading to a stronger-than-anticipated rebound across regions.

Even while growing vaccine coverage lifts sentiment, the global economic outlook is still regionally unequal and overall uncertain. According to the International Monetary Fund, differential recovery speeds across countries may give rise to divergent policy stances, particularly if advanced economies benefit sooner than others from wide vaccine coverage. Moreover, strong co-operation is needed to resolve economic issues underlying trade and technology tensions, as well as gaps in the rules-based multilateral trading system. Future developments is expected to depend on the path of the health crisis, including whether the new COVID-19 strains prove susceptible to vaccines, or they prolong the pandemic; the effectiveness of policy actions to limit persistent economic scarring; the evolution of financial conditions and commodity prices; and the adjustment capacity of the economy. Once vaccination becomes widespread and spare capacity in healthcare systems is generally restored to pre-COVID-19 levels, restrictions can begin to be lifted.

The global growth forecast is still uncertain due to factors that are difficult to predict, including the pathway of the pandemic, the intensity and efficacy of containment efforts, supply disruptions, the repercussions of the dramatic tightening in global financial market conditions and shift in spending patterns. Moreover, although recent vaccination drives have raised hopes of a turnaround in the pandemic later this year, renewed waves and new variants of the virus could cause a reassessment of this outlook. The IMF also highlights that the strength of the recovery projected may vary significantly across countries, depending on access to medical interventions, effectiveness of policy support, exposure to cross-country spill overs, and structural characteristics entering the crisis.

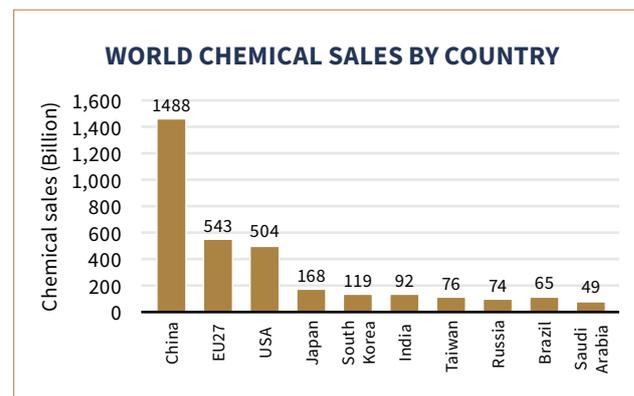
Indian Economic Overview

Prior to the pandemic of 2020, India had become the world's fifth largest economy as per the IMF. When ranked by nominal GDP, the country had leapfrogged both France and the UK. However, CY2020 saw unprecedented disruptions to lives and livelihood across the country due to the pandemic and caused a detrimental impact on the economy as well. The pandemic induced challenges into industries and businesses and the country had to shift into low gear, if not standstill. It has caused unprecedented output losses in the Asia Pacific Region. Losses varied widely across economies, as a function of the stringency and effectiveness of containment policies, dependence on tourism and contact intensive services, and the degree of policy support. Although recovery is now underway, the pandemic is receding in some countries. Elsewhere, second and third waves of infections are raging, notably in India and some of the ASEAN economies.

IMF's World Economic Outlook report published in April 2021 has projected sharp rebound in growth for India. Indian economy which has been estimated to have degrown by 8% in FY21 is expected to rebound sharply in FY22. Among the

major economies India is projected to grow at the fastest pace of 12.5% in FY22. However, India has been witnessing an eruption of a second wave of infections due to which most states have imposed restrictions and micro-lockdowns which is disrupting demand and supply and if prolonged, it could derail the economic recovery expected in the financial year 2021- 22. According to S&P Rating report published on May 2021 India's second COVID wave could knock off as much as 2.8 percentage points from GDP growth in fiscal 2022. The Government is responding to the latest outbreak with a series of localized lockdowns, while avoiding a nationwide lockdown, which would have more adverse economic implications. At this juncture, there continues to be a great deal of uncertainty on the duration and intensity of the second wave and the resultant impact it may on the economy and various sectors.

INDIA REAL GDP GROWTH RATE (%) - FY2015 TO 2023E



World Economic Outlook, April 2021: Managing Divergent Recoveries (imf.org)

The upsurge in new infections, as seen starting mid of February 2021, is bending up the pandemic curve, inducing further restrictions on mobility and a greater sense of urgency in expanding vaccine availability and faster immunisation rollout. While the availability of vaccines, gradually reducing infections, and increased mobility is expected to be key to economic and industrial revival, different industries is expected to likely see different rebound paths until the pandemic is truly over.

In the meantime, the impact of the pandemic may lower potential growth in the short term, due to eroded human capital and investment growth. Furthermore, output may also remain below pre-pandemic trend through the medium term, while returning to full capacity might take longer than anticipated. Given these recent development, one can likely expect IMF's growth projection for India to get revised once again to be more conservative. Similar to the stimulus plans introduced by the major economies, the Indian government too has decided that an expenditure-led budget can help

MANAGEMENT DISCUSSION & ANALYSIS

trigger strong recovery for the Indian economy. To fight Covid-19 pandemic in India, the Government introduced an aggressive calling for kick-starting its Atmanirbhar Bharat Abhiyaan (Self-reliant India campaign). The government is also planning to take several bold makeovers through measures such as supply chain reforms for agriculture, rational tax systems, simpler & clearer Laws, capable Human Resource and a Stronger Financial System.

The Union Budget FY2022 was also designed to focus on being socially inclusive and growth-augmenting. Higher Government spending and supportive policies announced in this budget are expected to help sustain corporate recovery and improve longer-term prospects.

Response to the Pandemic in India

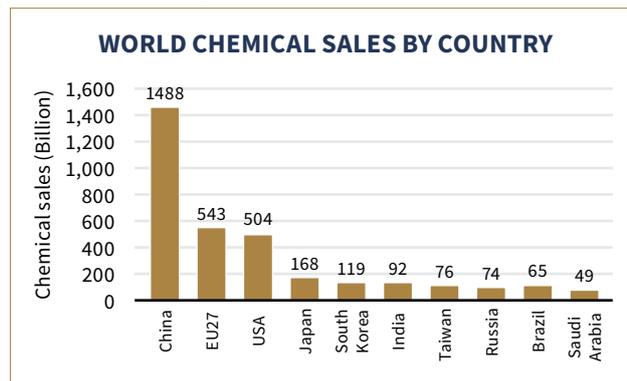
Over one year into the COVID-19 pandemic, the accumulating human toll continues to raise concerns, even as growing vaccine coverage lifts sentiments. India began administration of COVID-19 vaccines on 16 January 2021. The first phase rollout involved health and frontline workers followed by residents over 60 years of age and further followed by age category of above 45 years. As of 30 April 2021, India has administered 15.5 crore doses overall, including first and second dose of the currently-approved vaccines. Beginning May 1, 2021, the vaccine drive for those aged between 18 and 44 is set to begin.

INDUSTRY OVERVIEW

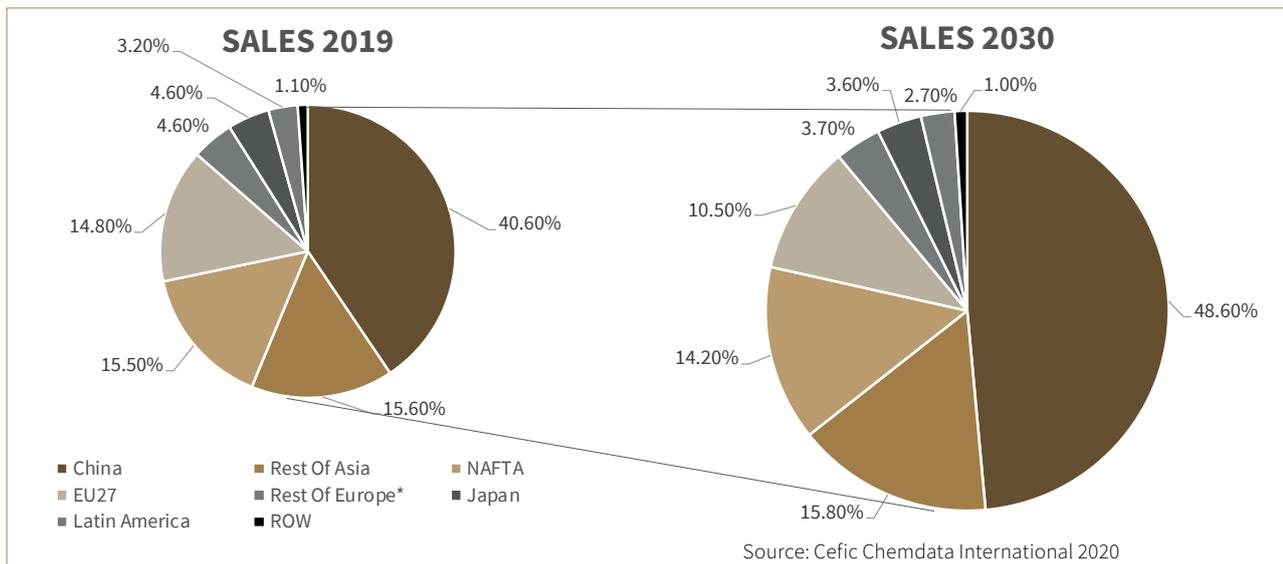
Global Chemical Industry

As per Research and Markets firm, the global chemicals market is expected to grow from \$3340.32 billion in 2020 to \$3728.43 billion in 2021 at a CAGR of 11.6%. The market is expected to reach \$4304.71 billion in 2025 at a CAGR of 4%. The growth is mainly due to the companies rearranging their operations and recovering from the COVID-19 impact, which had earlier led to restrictive containment measures involving social distancing, remote working, and the closure of commercial activities that resulted in operational challenges.

Asia Pacific was the largest region in the global chemicals market, accounting for 49% of the market in 2020. North America was the second largest region accounting for 17% of the global chemicals market. Africa was the smallest region in the global chemicals market. China dominates the chemical sales world ranking.



Source: Cefic Chemdata International 2020



Source: Cefic Chemdata International 2020



Global Specialty Chemical Industry

Specialty chemicals are chemical products that help in providing variety of effects to various industries that they cater to such as textile, ink additives, construction, oil & gas, cosmetics, and food. Specialty chemicals can be single-chemical formulations or entities whose composition greatly influences the performance of the customers' product. These chemicals are used based on their function and performance. Continuous R&D in this market has facilitated development of products with optimum and advanced features. This is one of the major factors that drives the growth of this market.

With rapid industrialization, noticeable demand from Asian countries such as India and China have arisen. There has been rise in investments in construction and infrastructure development projects in Asia-Pacific. Therefore, Asia-Pacific is considered as a favourable destination for the specialty chemical manufacturers thereby, boosting the market growth. Whereas variations in raw material cost and stringent regulations by the government are estimated to hamper the growth of the global specialty chemicals market.

Research and Markets firm estimated the global market for Specialty Chemicals at US\$618.5 Million in the year 2020 which is projected to reach a size of US\$794 Million by 2027, growing at a CAGR of 3.6% from 2020-2027.

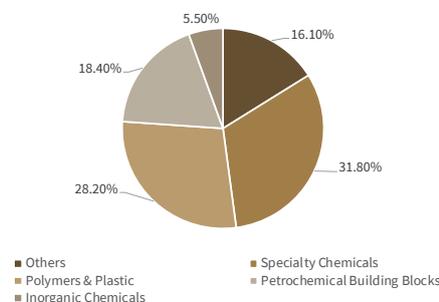
The Specialty Chemicals market in the U.S. is estimated at US\$166.8 Million in the year 2020. China, the world's second largest economy is forecast to reach a projected market size of US\$171 Million by the year 2027 trailing a CAGR of 6.9% over the analysis period 2020 to 2027. Among the other noteworthy geographic markets are Japan and Canada each forecast to grow at 1% and 2.8% respectively over the 2020-2027 period. Within Europe, Germany is forecast to grow at approximately 1.8% CAGR.

Indian Chemical Industry

The Indian chemical industry is one of the fastest-growing industries in the world. Currently, it ranks 3rd in Asia and is the 6 largest market in the world with respect to output, after the US, China, Germany, Japan and South Korea and it makes up 3.4% of the global chemicals industry. The industry stood at US\$ 178 billion in 2019 and is expected to reach US\$ 304 billion by 2025 registering a CAGR of 9.3%. The demand for chemicals is expected to expand by 9% per annum by 2025. The chemical industry is expected to contribute US\$ 300 billion to India's GDP by 2025.

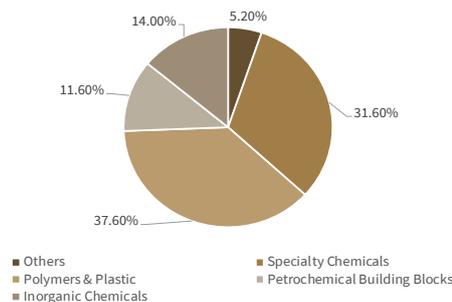
The chemical industry also contributes significantly to India's export-import trade in terms of value. Chemical and petrochemical imports jumped from US\$ 43 billion in FY15 to US\$ 56.5 billion in FY19, while exports increased from US\$ 29.1Billion to US\$ 40.5Billion. India had a chemical trade deficit of US 15.9Billion in FY19. The share of chemical and petrochemical imports was 11% in India's total imports in value terms in FY19, up from 9.6% in FY15. On the other hand, in India's total exports in terms of value, it swelled to 12.3% in FY19 from 9.4% in FY15. Still, India's share in the global chemical and petrochemical trade is merely 3%.

INDIA SEGMENT WISE EXPORTS IN FY 19(%)



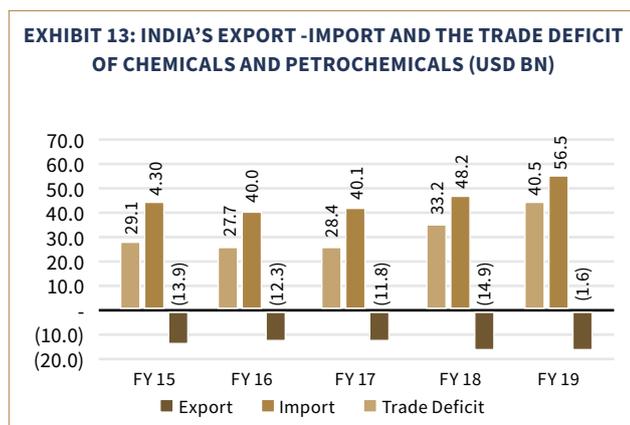
Source: Government of India, Ministry of Commerce & Industry, Chemical and petrochemical statistic

INDIA SEGMENT WISE IMPORTS IN FY 19(%)



Source: Ministry of Chemicals & Fertilizers Department of Chemicals and Petrochemicals

MANAGEMENT DISCUSSION & ANALYSIS



Indian Specialty Chemical Industry

Indian chemical manufacturers have made a wise investment choice of now focusing on specialty and fine chemicals. Initially, Indian specialty chemical manufacturers became 'tollers' for their customers as they provided them with the advantage of being low-cost producers. Gradually, specialty chemical companies started focusing on aspects beyond the traditional cost advantages. Since then, these companies have shown remarkable results in areas of technological proficiency, ability to create brands and distribution network, developing scale and creating operational efficiencies. This shift has enabled them to secure the confidence of their customers and step up their position in the value chain to become 'custom chemical producers'.

The Indian specialty chemicals industry is expected to grow from ~US\$ 40 Billion in FY2020 to ~US\$ 60 Billion in FY2023E at a 13% CAGR, outpacing the global average growth of ~5% CAGR. This outperformance is attributable to:

- Domestic availability of petrochemical intermediates
- Increasing capital expenditure incurred for expanding portfolio of value-added/customised products, backward integration
- Increasing R&D spends to enter into new age products and new chemistry



The revenue mix between commodity chemicals and specialty chemicals for FY2021 stood at 86:14 (from 96:4) in three years back and going forward, the Company's strategy is to steadily increase its overall revenue share from its specialty chemical basket.

Challenges faced by Chemical Industry

- Unanticipated variations in commodity prices: Going by the trend a decade ago, the energy costs appeared to be on an upward climb, but the recent years have witnessed the emergence of cheaper forms of energy. This would have been a sigh of relief for energy manufacturers if only the benefits of lower energy prices were distributed evenly on a country-by-country basis. Therefore, chemical companies are required to have a robust ERP system that will help them respond to fluctuations in energy prices quickly.
- Increased number of recalls and quality audits: Chemical manufacturers are exposed to a variety of government and other regulatory compliance. Therefore, it is essential for them to maintain strict quality management and detailed product information.
- Managing manufacturing and operational data: The needs and demands of different stakeholders to chemical companies may be different. By managing their operational and manufacturing data efficiently, chemical manufacturers can ensure success in responding to the requirement of various stakeholders in their value-chain.
- Cutting down formula costs to create new efficiencies: Chemical companies need to work smarter to achieve the right resource mix and formula optimisation at the minimum cost so that they can satisfy both their internal and external stakeholders.

COMPANY OVERVIEW

Introduction

DCW Limited offers a diverse range of products with a focus on commodity chemicals, specialty chemicals, and intermediate products. Depending on the demand-supply scenario, the intermediate products are either used to produce value-added specialty chemicals in-house, or sold in the open markets. The Company serves customer in both the domestic and international markets. It is also a leading manufacturer of niche specialty chemicals in India.

The range of products in the Company's portfolio include:

- **Commodity Chemicals** – Soda Ash, Caustic Soda, Poly Vinyl Chloride (PVC)
- **Intermediate Chemicals** – Liquid Chlorine, Hydrochloric Acid, Trichloroethylene, Utox, and Sodium Bicarbonate among others
- **Specialty Chemicals** – Synthetic Rutile (SR), Synthetic Iron Oxide Pigments (SIOP) and Chlorinated Poly Vinyl Chloride (C-PVC)

The revenue mix between commodity chemicals and specialty chemicals for FY2021 stood at 86:14 (from 96:4) in three years back and going forward, the Company's strategy is to steadily increase its overall revenue share from its specialty chemical basket.

Manufacturing

The plant facilities at DCW include one plant at Dhragandhra and one multi-purpose, self-sufficient plant at Sahupuram, Tamil Nadu. The Company has invested heavily in state-of-the-art technology at its manufacturing facility at Sahupuram which is spread over a 2,500-acre land, ensuring the highest level of safety, product quality, productivity, efficiency, and consistency in the end product. The plant is capable enough to produce new products in a short period and scale up according to the demand from clients.

The plant is located in the close proximity of the Tuticorin port provides the edge over the peer for exports to the international markets. The plant is also equipped with the captive power plant with an installed power generation capacity of 70 MW (12 MW oil-based CPP and 58 MW coal-based co-gen) to cater power consumption demand of the plant.

Our manufacturing facilities are also equipped with amenities that help recover, recycle, and preserve and reduce water consumption, giving great importance to our environmental initiatives. Our manufacturing facilities have been felicitated with various awards from time to time, such as energy efficient unit award by award, expert recognition award from Ministry of Commerce & Industry and also safety award for longest accident free period.

Our captive power plant (CPP) provides continuous and reliable power to the facility. The Company's coal-fired captive power plant has a total power generation capacity of 70 MW.

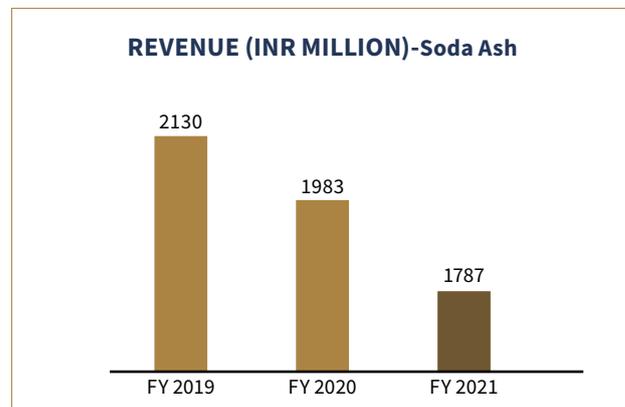
Commodity Chemicals

Soda Ash

Soda Ash (sodium carbonate) is used in the manufacture of glass, pulp and paper, detergents, and chemicals such as sodium silicates and sodium phosphates. It is also used as an alkaline agent in many chemical industries. Domestically it is used as a water softener during laundry.

According to Astute Analytica data, global soda ash market was valued at ~US\$13.9 Billion in 2020 and expected to grow more than US\$26 Billion by 2025, expanding at a CAGR of 13.9% in terms of revenue. In terms of volume market was valued at 58.4 Million tons in 2020, which is anticipated to cross 82.6 Million tons by end of 2025. The outbreak of pandemic due to COVID-19 virus has resulted in reduce sale of soda ash owing to supply chain disruption.

DCW's Soda Ash plant is situated at Dhragandhra, Gujarat with an installed capacity of 108,000 MTPA as on 31st March 2021. The plant is currently operating at 89% capacity utilisation. The Soda Ash business contributed 12% to the total revenue during FY2021.

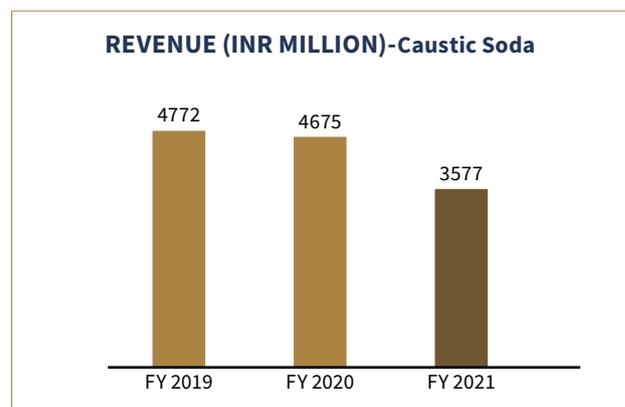


Caustic Soda

Caustic soda is used in several applications such as in the manufacturing process of alumina, soap & detergents, pulp & paper, petroleum products, and chemical production. Its increasing use in these applications is expected to fuel the growth to the global caustic soda market. However, high corrosive and reactive nature of caustic soda restrains the growth of the global market.

According to Fortune Business Insights, the global caustic soda market was US\$44.9 Billion in 2019 and is projected to reach US\$ 55.6 Billion by 2027, exhibiting a CAGR of 3.1% during the forecast period.

DCW's Caustic Soda plant is situated at Sahupuram, Tamil Nadu with an installed capacity of 96 Thousand MTPA as on 31st March 2021. The plant is currently operating at 65% capacity utilisation. Caustic Soda business contributed 24% to the total revenue during FY21.



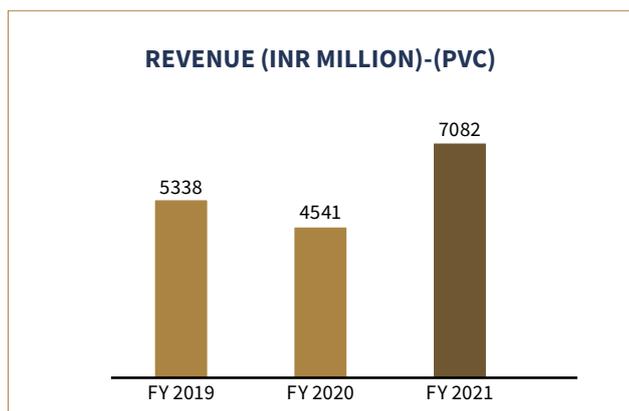
MANAGEMENT DISCUSSION & ANALYSIS

Poly Vinyl Chloride (PVC)

Polyvinyl chloride (PVC) is a high-strength thermoplastic material widely used in various applications, such as pipes and fittings, films and sheets, wires and cables, bottles, profiles, hoses, and tubing. PVC is the third most widely used plastic globally after Polyethylene and Polypropylene. We have seen a shift in the end use portfolio from some of the consumer applications like food packaging, baby products and toys to construction application.

According to Polaris Market Research, the global polyvinyl chloride (PVC) market size was estimated to be US\$ 62.6 Billion in 2018 and is expected to grow at a CAGR of 7.2% during forecast period.

DCW's PVC plant is situated at Sahupuram, Tamil Nadu with an installed capacity of 90 Thousand MTPA as on 31st March 2021. The plant is currently operating at 88% capacity utilisation. PVC business contributed 48% to the total revenue during FY2021.



Specialty Chemicals

Synthetic Iron Oxide Pigments (SIOP)

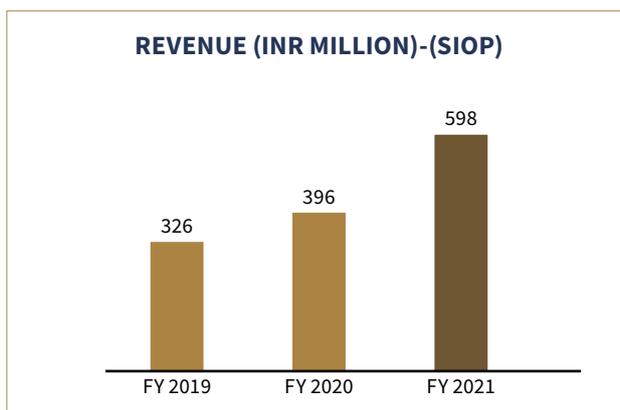
Iron oxide pigments provides colours to varieties of end user applications and are employed in numerous industries around the globe to provide permanent and stable colouring effects to the substrates. Iron oxide pigments can be sub-divided into synthetic and natural iron oxide pigments.

Synthetic iron oxide pigments are more cost effective as compared to organic pigments owing to low cost of raw material as well as synthetic iron oxide pigments have good dispersibility, high tinting strength, UV stability, excellent colour intensity, and non-toxic properties.

According to Grand View Research, the global iron oxide pigments market size was valued at US\$ 2.2 Billion in 2020 and is expected to expand at a CAGR of 4.7% from 2021 to 2028. The rapidly growing construction activities, recovering economy in

developed countries, and expanding infrastructure programs in combination with growing urbanization in developing economies, are the prime factors responsible for the growing consumption of iron oxide pigments around the globe. Moreover, the growing utilization of iron oxide pigments in the coating industry owing to their excellent dispersibility and high strength, which make them suitable for use in different types of paints and coatings under extreme atmospheric and weather conditions, is expected to propel the market growth. Iron oxide pigments are widely used in various plastic products, including auto parts, fenders, soda bottles, food packaging, toys, and vinyl sidings. Iron oxide pigments are used as colorants in the aforementioned products.

DCW is one of the few large-scale synthetic iron oxide manufacturers for red and yellow pigments. The Company's SIOP plant is situated at Sahupuram, Tamil Nadu with an installed capacity of 27 Thousand MTPA along with 50 Thousand MTPA Calcium Chloride as on 31st March 2021. The plant is currently operating at 38% capacity utilisation. SIOP business contributed 4% to the total revenue during FY21.



Chlorinated Poly Vinyl Chloride (C-PVC)

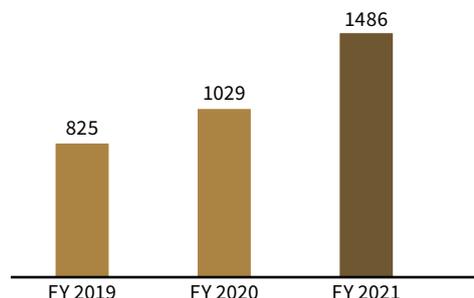
Chlorinated polyvinyl chloride is a thermoplastic produced by chlorination of polyvinyl chloride resin, which is significantly more flexible and can withstand higher temperatures than standard PVC. CPVC is used in variety of industries including construction, chemical, electrical & electronics, healthcare and material handling equipment. It also can be incorporated in variety of products by controlling percentage of chlorine during production process.

According to BCC research, the global market for chlorinated polyvinyl chloride, is expected to increase from \$2.1 Billion in 2018 to \$3.4 Billion in 2023 at a CAGR of 10.3% for 2018-2023. Rising construction industry in India and China along with growing applications of CPVC in chemical industry will drive product demand in coming years.

DCW is the only domestic manufacturer C-PVC, a versatile thermoplastic used mainly for manufacturing hot and cold-water pipes, industrial liquid handling, and a wide range of products serving a variety of applications. The Company C-PVC plant is situated at Sahupuram, Tamil Nadu with an installed capacity of 10 Thousand MTPA as on 31st March 2021. The plant is currently operating at 98% capacity utilisation. C-PVC business contributed 10% to the total revenue during FY21.



REVENUE (INR MILLION)-(C-PVC)



OUTLOOK

Despite the current pandemic situation, the business has numerous opportunities considering the supply chain disruption in China and trade conflict between the US, Europe and China. Anti-pollution policies in China will also provide opportunities for the Company in different segments. Undoubtedly, India is well-positioned to grab the substantial share of this market. In this scenario, a focus on sustainability would undoubtedly be one of the many expectations from Indian companies. While India has been able to attract some global sustainability practice, the chemical industry in India is yet to see the sustainability agenda at the broader level.

Even though the Indian chemical industry has witnessed robust growth in the last decade, future growth potential remains significant. Although the Indian chemical industry enjoys a reasonable export presence, it still lacks behind its many Asian counterparts. To be competitive at a global level, India will have to address the critical issues about inadequate infrastructure and a lack of availability of low-cost feedstock for production. The Government has already taken some crucial steps for creating favourable conditions in terms of policies and infrastructure to attract global and domestic investment in the Indian chemical industry.

The domestic specialty chemical sector is expected to grow at a robust pace, driven by growth in end-user industries. The use of chemicals in industries like cosmetics, textiles, construction, agrochemicals, and automotive along with application-driven segments like paints, surfactants, coatings, and pigments are expected to grow at a robust pace in short and medium-term.

The profitability of the companies operating in these segments is expected to remain at a healthy level in the short and medium-term due to favourable demand for specialty chemicals worldwide. Low manufacturing costs in India are expected to enhance profit margins. Diversified product portfolios of Indian specialty chemicals businesses are expected to be advantageous to enable these companies to cater to this demand.

MANAGEMENT DISCUSSION & ANALYSIS

In addition to these trends, the various initiatives taken by the Government in terms of financial incentives will act as a tailwind lift to the future growth prospects of the Company. The Company's aim is to increase the revenue contribution from PVC and specialty chemicals, while keeping the production and utilisation of Caustic Soda and Soda Ash to its optimum level. DCW remains committed to its long-term performance improvement and believe that focus on specialty chemicals will drive sustainable growth in future.

FINANCIAL REVIEW

Revenue from operation achieved during FY2021 was ₹ 14,643 Million, as against ₹ 12,773 Million in the previous year, registering 14.6% year-on-year growth. Commodity chemical revenue for FY2021 stood at ₹ 12,426 Million, up 11% on a YoY basis. Specialty chemical revenue stood at ₹ 2083 Million, up 46.X% on a YoY basis. Profit before tax was recorded at ₹ 136.8 million as against ₹ -396.8 million during the previous year. Profit after tax for the year stood at ₹ 38.0 million as against ₹ -267.6 million in the previous year. For FY2021, EBITDA grew by 42% YoY to ₹ 2,207 Million, compared to ₹ 1,550 Million in FY2020. PVC and CPVC dominated the higher share in overall EBITDA. EBITDA margin for FY2021 stood at 15.1 %, improving by 300bps on a YoY basis. Various cost control measures coupled with better market dynamics led to higher growth in EBITDA.

The major items of the financial statement on a consolidated basis are:

Particulars (in ₹ Mn)	FY2021	FY2020
Revenue from Operations	14,642.6	12,772.8
COGS	12,220.4	10,849.9
Gross Profit	2,422.2	1,922.0
Gross Margin %	16.5%	15.1%
Other Expenses	328.3	458.4
Other Income	113.3	85.4
EBITDA	2,207.2	1,550.0
EBITDA Margin %	15.1%	12.1%
Depreciation	873.7	872.1
Financial Cost	1,196.7	1,074.5
Profit Before Tax (PBT)	136.8	-396.6
Tax	98.8	-129.0
Profit After Tax (PAT)	38.0	-267.6
PAT Margin %	0.3%	-2.1%
Earnings Per Share (in ₹.)	0.15	-1.12

Segment-wise Revenue: (in ₹ Mn)

Business Segment	FY2021	FY2020	% Change
Soda Ash	1,787	1,983	-9.9%
Caustic Soda	3,557	4,675	-23.9%
PVC	7,082	4,541	55.0%
SIOP	598	396	50.8%
C-PVC	1,486	1,029	44.4%

RISKS AND CONCERNS

Risk	Definition	Mitigation
Regulatory Risk	Our operations in multiple global markets expose us to risks of changes in regulations.	We are aware and fully compliant with the Safety, Health, and Environment (SH&E) norms. We duly follow multiple waste reduction and recycling norms. We are fully compliant with all the pollution and emission norms.
Raw Material Risk	The unavailability of raw materials and fluctuation in raw material prices is a major threat to our business.	We have long term contracts with our suppliers to ensure an uninterrupted supply of raw materials at competitive prices. We have also invested heavily in backward integration to reduce external dependency on raw materials.
Forex Risk	We deal with multiple currencies and therefore face the risk of unfavourable movement in any currency leading to financial losses.	The majority of our export revenue is linked to US \$, reducing the risk of multiple currency exposures. We also keep on watch on currency markets and enter the currency hedge contracts for multiple maturities.
Innovation Risk	Our growth and profitability is a derivative of our ability to innovate and improvise in our specialty chemical business.	We are an R&D driven organisation. We have a team of scientists and innovators.
Customer Retention Risk	We may not be able to retain our clients due to the rising complexity in demand.	DCW has a long-term contract with its clients to supply a diversified set of clients. Our strong focus on R&D, innovation, and value for money provide a strong and valid value proposition to our clients, keeping them interested in our products.
Quality Risk	Any divergence in the quality standards may lead to loss of customers, revenue, and reputation	The quality of the products is monitored rigorously by the dedicated quality control team. DCW holds ISO certifications like ISO 9001, 14001, 24000



MANAGEMENT DISCUSSION & ANALYSIS

INFORMATION TECHNOLOGY

Your Company understands that an adequately equipped IT infrastructure, both technologically and quantitatively, is the foundation for stable IT systems and optimal IT support. It has the best-in-class IT systems and the entire IT backbone to manage administration and delivery of its services. The Company's IT system facilitates DCW Limited in setting up various business intelligence reports for production management, electronic procurement, paperless transaction processing, budgeting, forecasting and cash flow modelling. The Company has adopted global standards in information automation, performance metrics, work from home capabilities and management excellence. The technical staff is responsible not only for programming the systems, but also supporting the users in technical development.

HUMAN RESOURCE MANAGEMENT

The domain knowledge and experience of the Company's Promoters and management team propels the Company with a significant competitive advantage as it continues to expand in existing markets and enter new geographies. DCW limited continues to invest in its 'Human Capital'. The Company on-boards qualified professional management and key personnel, which empowers DCW Limited to run independently.

DCW continues to promote meritocracy, integrity, and governance in matters of legality and compliance. To encourage employees to raise complaints without the fear of retribution or discrimination, the Company has rolled out many governance policies. The Company's Code of Conduct comprises relevant statutes about to the prevention of sexual harassment and a whistle-blower policy to escalate and redress issues with speed.

Health & Safety

Sustainability is a core of all the activities at DCW limited. On the safety risk management front, the Company targets the "Zero Harm" policy regarding the human capital and plant assets. We have demonstrated a long, meticulous safety record with zero human capital loss for the last decade. Going forward, the Company will continue to focus on behavioural safety and related training programs along with a review of Process Safety Risk Management implementation to ensure continued safety performance. On the sustainability front, the Company is targeting to go beyond the minimum compliance requirements and set the best example regarding human capital development, solid and liquid wastage, and engagement with the local community.

INTERNAL CONTROLS

DCW has instituted adequate internal control systems commensurate with the nature of its business and size of operations. These systems ascertain that transactions are authorised, recorded and reported correctly. The Company ensures adherence with all internal control policies and procedures as well as compliance with all regulatory guidelines in respect of the business, risk, branches and support functions. The Audit Committee of the Board of Directors reviews the adequacy of these systems. All significant audit observations of the Internal Auditors and follow-up actions were duly reported upon and discussed at the Audit Committee. During the year under review, the 'Internal Control Framework' was evaluated on the design and effectiveness of controls by an Independent Risk Advisory Consultant and was found to be in accordance with the Internal Financial controls requirement of Companies Act, 2013.

CAUTIONARY STATEMENT

Statements made in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand-supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the government regulations, tax laws and other statutes and other incidental factors.

Doing good for Society

A Glimpse of our CSR initiatives in FY2021

At DCW, we are deeply invested in being a responsible corporate citizen. Our CSR initiatives focus on enabling people to improve their knowledge and livelihoods, so that they can live an easier life.



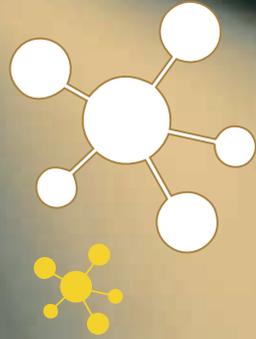
World Earth Day



Covid-19 Initiatives



CSR initiatives



POSITIVE TRANSFORMATION

Becoming a strong engine for
Value Creation.

STATUTORY REPORTS

BOARD'S REPORT



Board's Report

To,
The Members,
DCW Limited

Your Directors are pleased to present the Eighty Second (82nd) Annual Report together with the Audited Financial Statements of your Company for the Financial Year ended March 31, 2021.

1. Financial Highlights

	(₹ in lakhs)	
	31-03-2021	31-03-2020
Net Sales	146426.17	127727.68
Profit Before Depreciation	10104.64	4754.95
Less : Provisions		
Depreciation	8737.13	8720.79
Profit Before Tax/(Loss)	1367.51	(3965.84)
Tax: Current Period	250.00	-
Previous Period	-	-
MAT Credit Reversals (Net of Entitlement)	260.91	-
Profit/(Loss) After Current Tax & Tax Adjustments	856.60	(3965.84)
Deferred Tax	477.29	(1289.68)
Profit after Tax/(Loss)	379.31	(2676.16)
Add: Balance brought forward	10562.80	13238.96
Profit available for Appropriation	10942.11	10562.80
Appropriations:		
General Reserves	-	-
Proposed Dividend	-	-
Dividend Distribution Tax	-	-
Balance carried forward	10942.11	10562.80

2. Dividend

Due to inadequate profits during the year from the operations of the Company and to conserve the cash, your Board of Directors of the Company has not recommended any dividend for the year on the equity shares of the Company. Your Company has not paid any interim Dividend during the year under review.

3. Transfer to Reserves

The Board of Directors has not recommended to transfer any amount to General Reserves.

4. Transfer to Investor Education and Protection Fund

During the year under review, your Company has transferred unpaid/ unclaimed dividend, amounting to ₹ 10.95 lakhs and 1,524,707 Equity Shares to the Investor Education and Protection Fund (IEPF) Authority of the Central Government of India, for the Financial Year 2012-13.

5. Share Capital

During the year, pursuant to the shareholders' approval dated February 18, 2021, the Company has increased its Authorised Share Capital from ₹ 65,00,00,000/- (Rupees Sixty Five Crores) to ₹ 70,00,00,000 (Rupees Seventy Crores). However, there were no reclassification or sub-division of equity shares during the year under review.

Further, there is no change in the paid-up equity share capital of the Company.

Equity share capital of the Company as of March 31, 2021 stood at ₹ 52,20,60,742/- comprising of 26,10,30,371 equity shares having face value of ₹ 2/- each.

6. Fund Raising

Issue of Warrants:

The Board of Directors of your Company at its meeting held on January 25, 2021 had approved raising of funds by way of issuance of up to 1,67,10,524 (One Crore Sixty Seven Lakhs Ten Thousand Five Hundred & Twenty Four) Warrants convertible into equity shares of ₹ 2/- each of the Company at a price of ₹ 19/- per equity share (including premium of ₹ 17/- per equity share) for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants. The proposal was approved by the members at their meeting held on February 18, 2021.

The Company has received the in-principal approvals for the aforesaid issue from the National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') on March 24, 2021 and accordingly the Company has issued and allotted 1,57,91,314 (One Crore Fifty Seven Lakhs Ninety-one Thousand Three Hundred & Fourteen) Warrants convertible into equity shares, in one or more tranches, at a price of ₹ 19/- per equity share (including premium of ₹ 17/- per equity share) on Preferential Basis on April 7, 2021 to the Promoter, Promoter's Group and Foreign Portfolio Investors.

Issue of Debentures:

During the year under review, the Company had issued Secured Unlisted Unrated Redeemable Non-Convertible Debentures each having a face value of ₹ 1,00,000/- aggregating to ₹ 12.92 Crore on a private placement basis.

Further, the Company has also issued and allotted 6,000 rated, unlisted, secured, Optionally Convertible Debentures having face value of ₹ 1,00,000/- each & 35,000 rated, unlisted, secured, redeemable Non-Convertible Debentures having face value of ₹ 1,00,000/- each on March 05, 2021 to Kotak Special Situations Fund on a Private Placement basis.

The Company has received the in-principal approvals from BSE and NSE for the issue of aforesaid Optionally Convertible Debentures on February 24, 2021 and December 11, 2020 respectively.

The Company has been servicing payment of the interest on the due dates.

7. Operations

The sales for the year are ₹ 146426.17 lakhs compared to ₹ 127767.68 lakhs in the previous year. The profit for the year (before depreciation) was ₹ 10104.64 lakhs against a profit of ₹ 4754.95 lakhs in the previous year. The profit before tax amounted to ₹ 1367.51 lakhs as against loss of ₹ (3965.84) lakhs in the previous year. The profit after provision of current tax / taxes for the year is ₹ 856.60 lakhs against a loss of ₹ (3965.84) lakhs for previous year and Profit after deferred tax was ₹ 379.31 lakhs against loss of ₹ (2676.16) lakhs for previous year.

8. Exports

The Company's exports were of ₹ 23788.70 lakhs as compared to ₹ 30821.06 lakhs in the previous year. This decline in Export Turnover is primarily on account of decline in quantity sold and realisation on sale of Synthetic Rutile (Bl) during the year.

9. Division Wise Performance**a) PVC Division:**

The turnover of the division was ₹ 70815.87 lakhs as compared to ₹ 45409.88 lakhs in the previous year, the turnover of this division is increased compared to previous year. This is primarily due to higher production & sale of PVC during the year coupled with higher realisation. PVC demand and realisations were strong due to global supply constraints from mid-Q2

and rising global demand thereby leading to higher international prices.

The Government has identified irrigation, power and infrastructure as thrust areas and increased activity in these sectors are likely to boost demand of PVC.

b) Caustic Soda Division:

The turnover of the division was ₹ 35,570.97 lakhs as compared to ₹ 46752.96 lakhs in the previous year, the turnover of this division is marginally lower compared to previous year, this was mainly due to demand for the product getting affected on account of COVID-19 pandemic during the year.

c) Soda Ash Division:

The turnover of the division was ₹ 17,869.53 lakhs as compared to ₹ 19826.49 lakhs in the previous year, the turnover of this division is lower compared to previous year which is primarily due to lower production coupled with decrease in realisation on sales during the year. The demand for the product got affected due to COVID-19 pandemic and also the production particularly got affected during the first quarter of the year due to lockdown declared by various state governments and central government during the pandemic which had affected both production and movement of finished goods. Also looking to the demand and supply position in coming years and the Soda Ash industry growing at a robust rate of 4-5% per annum and this trend is expected to continue which will be able to absorb any additional capacities coming up in near future.

d) Synthetic Iron Oxide Pigment:

The turnover of the division was ₹ 5977.31 lakhs as compared to ₹ 3963.70 lakhs in the previous year, an increase of 51% during the year. The product manufactured by this division has got good response both from international as well as domestic consumers. The Company is in process of gradually ramping up the capacity and meet product variants as required by the customers.

The product has been well accepted both in the international as well as domestic market and the company is developing wider customer base for this product in both the markets.

e) C-PVC Division:

The turnover of the division was ₹ 14,857.25 lakhs as compared to ₹ 10,294.88 lakhs in the previous year, an increase of 44% during the year. The product has been well accepted by the customers. CPVC Resin was embarked by the Company as a Make in India initiative.

10. Management Discussion and Analysis Report

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of Listing Regulations is presented in a separate section forming part of the Annual Report.

11. Board of Directors & Key Managerial Personnel (KMPs)

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 Mr. Vivek Shashichand Jain (DIN: 00502027) Director of the Company retires by rotation at the ensuing Annual General Meeting (AGM) of the Company and being eligible, offers himself for re-appointment at the ensuing AGM. The Board on the recommendation of the Nomination & Remuneration Committee (NRC) has recommended his re-appointment.

Mr. Mahesh Vennelkanti (DIN: 036333359) was appointed as a Non-Executive Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 for a term of two consecutive years commencing from June 28, 2019 to June 27, 2021 by the Members of the Company at its Annual General Meeting held on September 30, 2019 ("first term"). Accordingly, pursuant to the provisions of Section 149 of the Companies Act, 2013 and rules made thereunder, the first term of Mr. Mahesh Vennelkanti (DIN: 036333359) as an Independent Director of the Company concluded on June 27, 2021.

Regulation 17(1A) of the Listing Regulations, inter-alia provides that a listed Company shall not appoint a person or continue the directorship of any person aged 75 years or more as a Non- Executive Director unless a special resolution is passed to that effect.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee ("NRC"), considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr.

Mahesh Vennelkanti (DIN: 036333359) would be beneficial to the Company even after attaining the age of Seventy-Five (75) years and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint him as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company w.e.f. June 28, 2021.

Details of Mr. Vivek Shashichand Jain (DIN: 00502027) and Mr. Mahesh Vennelkanti (DIN: 036333359) are provided in the "Annexure - I" to the Notice, in accordance with the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Pursuant to Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of the Listing Regulations, the Independent Directors have provided a declaration to the Board of Directors that they meet the criteria of Independence as prescribed in the Companies Act, 2013 and the Listing Regulations, and are not aware of any situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge duties as an Independent Director with an objective independent judgement and without any external influence. Further, veracity of the above declarations has been assessed by the Board, in accordance with Regulation 25(9) of the Listing Regulations.

Further, declaration in compliance with Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended by Ministry of Corporate Affairs ("MCA") Notification dated October 22, 2019, regarding the requirement relating to enrollment in the Data Bank created by MCA for Independent Directors, has been received from all the Independent Directors.

The Company has formulated a policy on 'familiarisation programme for independent directors' which is available on the Company's website at the link: <http://www.dcwLtd.com/pdf/policy/policy.zip>.

Pursuant to provisions of Section 203 of the Companies Act, 2013, Mr. Pramodkumar Jain, (DIN: 00380458), Chairman & Managing Director; Mr. Bakul Jain (DIN: 00380256), Mr. Vivek Jain (DIN: 00502027), Mr. Mudit Jain (DIN: 00647298), Managing Directors, Mr. Vimal Jain, Chief Financial Officer, Mr. Dilip Darji, Company Secretary & Compliance Officer and Mr. Amitabh Gupta, Chief Executive Officer, are the Key Managerial Personnel of the Company.

12. Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board has carried out an Annual Performance Evaluation of its own performance, the Directors individually as well as the evaluation of the working of its various Committees. The Board of Directors expressed their satisfaction with the evaluation process.

In a separate meeting held on March 30, 2021, the performance evaluation of the Chairman, Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The Independent Directors expressed their satisfaction with the evaluation process.

The performance evaluation of all the Directors, Committees and the Board was carried out by the Nomination & Remuneration Committee, Independent Directors and Board at their respective meetings.

13. Succession Plan

The Board of Directors has satisfied itself that plans are in place for orderly succession for appointment to the Board of Directors and Senior Management.

14. Particulars of employees

14.1 The information required under Section 197 of the Companies Act, 2013 and Rule 5 (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report as Annexure 'A'.

14.2 Information required under Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 are given below:

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year*

Managing Directors	Ratio to median remuneration
Mr. Pramodkumar Jain	22.06
Mr. Bakul Jain	22.06
Mr. Mudit Jain	22.06
Mr. Vivek Jain	22.06

Independent Directors	Ratio to median remuneration
Mr. Salil Kapoor	0.06
Ms. Sujata Rangnekar	0.13
Mr. Krishnamoorthy Krishnan	0.15
Mr. Mahesh Vennelkanti	0.14

*Non Executive and Independent Directors have

not been included as they were not paid any commission and the sitting fees paid to them have not been considered as remuneration.

- b. The percentage increase in remuneration of each director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial Year :

There was no increase in the Remuneration of Directors, Chief Executive Officer, Chief Financial Officer. However, the Company has revised the remuneration of Mr. Dilip Darji, General Manager (legal) & Company Secretary by 15% during the Financial Year, as per the agreed terms.

- c. The percentage increase in the median remuneration of employees in the financial year : 4.80%
- d. The number of permanent employees on the rolls of Company : 1740
- e. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average increase in remuneration is 4.80% for employees other than Managerial Personnel and there was no increase in the Managerial Remuneration except as mentioned above.

- f. Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirm that the remuneration is as per the remuneration policy of the Company

15. Statutory Auditors

The Shareholders of the Company at its 78th Annual General Meeting (AGM) held on 28th September, 2017, had appointed M/s. Chhajer & Doshi, Chartered Accountants (ICAI Firm Registration No. 101794W), as Statutory Auditors of the Company for a period of 5 (five) years to hold office until the conclusion of the 83rd Annual General Meeting to be held in the calendar year 2022 to conduct the audit of the Accounts of the Company, subject to ratification at each AGM, upto 83rd AGM at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.

The requirement of ratification of auditors' appointment by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018 as the first proviso to Section 139(1) of the Companies Act, 2013 has been deleted. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the ensuing AGM.

M/s. Chhajer & Doshi, has furnished a certificate of their eligibility and consent under section 139 and 141 of the Act read with the Companies (Audit and Auditors) Rules 2014 for their continuance as the Auditors of the Company for the FY 2021 - 22. In terms of the Listing Regulations, the Auditors have confirmed that they hold a valid certificate issued by the Peer Review Board of the ICAI.

The Statutory Auditors' Report contains the following remarks:

- (i) The Company has delayed in depositing various statutory dues with appropriate authorities within prescribed due dates, as detailed in point (vii) of Annexure A to Statutory Auditors' Report.

Management's Reply: The delay in depositing statutory dues were due to Company's operating cash flows getting affected due to Covid-19 pandemic. However, subsequently the same has been paid by the Company and there is no overdue outstanding for the said statutory dues.

- (ii) The Company's trade receivables are subject to confirmation as at March 31, 2021 possible effect(s) of the same on the assets, liabilities or profit, if any, is not ascertainable.

Management's Reply: Due to Covid-19 pandemic situations and lockdown restrictions imposed by various states governments, some of the Company's vendors / customers were constrained in giving the balance confirmation, which were subsequently given to the Company.

16. Internal Auditors

The Board of Directors at their meeting held on July 06, 2020 had appointed M/s. PKF Sridhar and Santhanam LLP, Chartered Accountants, as Internal Auditors of the Company for the FY 2020-21. The Internal Auditors have been periodically reporting to the Audit Committee with regards to their audit process and key audit findings during the year.

Further, on the recommendation of the Audit Committee, the Board of Directors at their meeting held on May 21, 2021 have re-appointed M/s. PKF Sridhar and Santhanam LLP, Chartered Accountants, as an Internal Auditor of the Company to carry out the Internal Audit for FY 2021-22.

17. Cost Records and Cost Audit

As per Section 148 of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014, your Company is required to maintain cost records and accordingly, such accounts and records are maintained.

The Board had appointed M/s. N. D. Birla & Co., Ahmedabad and M/s. R. Nanabhoy & Co., Mumbai, Cost Accountants, as Cost Auditors for conducting the audit of cost records of the Company for the Financial Year 2020-21.

Pursuant to Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, the Board of Directors on the recommendation of the Audit Committee have appointed M/s. N. D. Birla & Co., Ahmedabad and M/s. R. Nanabhoy & Co., Mumbai, Practising Cost Accountants for conducting cost audit of the cost records maintained by the Company for the financial year 2021-22.

M/s. N. D. Birla & Co., Ahmedabad and M/s. R. Nanabhoy & Co., Mumbai, Practising Cost Accountants have confirmed that their appointment are within the limits of Section 141(3)(g) of the Companies Act, 2013 and have also certified that they are free from any disqualification specified under Section 141 and proviso to Section 148(3) of the Act.

As per the provisions of the Companies Act, 2013, the remuneration payable to the Cost Auditors is required to be placed before the Shareholders in a General Meeting for their ratification. Accordingly, a resolution seeking Shareholders' ratification for remuneration payable to M/s. N. D. Birla & Co., Ahmedabad and M/s. R. Nanabhoy & Co., Mumbai, Practising Cost Accountants is included in the Notice convening the Annual General Meeting.

18. Secretarial Auditor and Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors, on the recommendation of the Audit Committee, had appointed M/s S. K. Jain

& Co., Practicing Company Secretaries, to conduct the Secretarial Audit of the Company for the Financial Year 2020-21.

The Secretarial Auditor has conducted an audit as per the applicable provisions of the Companies Act, 2013.

The Secretarial Audit Report given by the Secretarial Auditor in Form No. MR-3 as per the provisions of Section 204 of the Companies Act, 2013 read with Rules framed thereunder for the financial year ended March 31, 2021 has been annexed to this Board Report and marked as Annexure 'B' and forms part of the Annual Report. The Secretarial Audit Report contains the following remarks:

- (i) During the period under review, SEBI has issued warning letter bearing Reference number SEBI/HO/CFD/DIL1/OW/14251/P/2020 dated September 03, 2020 to the Company and its Company Secretary with respect to Violation of Regulation 163(2) of SEBI (ICDR), 2018 for not placing Auditors certificate before the shareholders in the Extraordinary General Meeting held on 26th July, 2019 for considering preferential issue and advised them to be more careful in the future.

Management's Reply: The Board has taken note of the above warning letter. Further, the above observation/remarks made by the Secretarial Auditors in their report are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

- (ii) During the year under review, the Company has delayed in depositing undisputed statutory dues including provident fund, employee's state insurance with appropriate authorities.

Management's Reply: The delay in depositing statutory dues were due to Company's operating cash flows getting affected due to Covid-19 pandemic. However, subsequently the same has been paid by the Company and there is no overdue outstanding for the said statutory dues.

19. Annual Secretarial Compliance Report

In compliance with the Regulation 24A of the Listing Regulations and the SEBI circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, the Company has undertaken an audit for the Financial Year 2020-21 for all applicable compliances as per Securities and Exchange Board of India Regulations and Circulars/Guidelines issued thereunder. The Annual Secretarial Compliance Report duly issued by M/s S. K. Jain & Co has been submitted to the Stock Exchanges

within the prescribed timelines and is annexed at Annexure 'C' to this Board's Report.

Annual Secretarial Compliance Report contains the following remarks:

During the period under review, SEBI has issued warning letter bearing Reference number SEBI/HO/CFD/DIL1/OW/14251/P/2020 dated September 03, 2020 to the Company and its Company Secretary with respect to Violation of Regulation 163(2) of SEBI (ICDR), 2018 for not placing Auditors certificate before the shareholders in the Extraordinary General Meeting held on 26th July, 2019 for considering preferential issue and advised them to be more careful in the future.

Management's Reply: The Board has taken note of the above warning letter. Further, the above observation/remarks made by the Secretarial Auditors in their report are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

20. Secretarial Standards

The Company has complied with the applicable Secretarial Standards. The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively have been duly followed by the Company.

21. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Information on conservation of energy, technology absorption, foreign exchange earnings and out go, required to be given pursuant to provision of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 is annexed to this report as Annexure 'D' and forms part of it.

During the year under review. the Company has spent ₹ 109.46 lakhs for Research and Development.

22. Deposits / Loans & Advances, Guarantees or Investments

Your Company has not accepted any deposits from the public during the year under review. The particulars of loans/ advances, guarantees and investments under Section 186 of the Companies Act, 2013 are furnished in the notes forming part of the Financial Statements.

23. Credit Ratings

The Credit Rating and change/revision in the Credit Ratings for the financial facilities availed by the Company from time to time are provided in the Corporate Governance Report forming part of the Annual Report.

24. Subsidiaries/Associate/Joint Venture Companies

Your Company does not have any Subsidiary/Associate/Joint Venture Company.

25. Risk Management Policy

Your Company laid down Risk Management Policy and it is made available on the website of the Company. However, the provisions related to Risk Management Committee are not applicable to the Company.

26. Establishment of Vigil Mechanism

Your Company has laid down Whistle Blower Policy covering Vigil Mechanism with protective clauses for the Whistle Blowers. The Whistle Blower Policy is made available on the website of the Company.

27. Board Meetings

During the Financial Year 2020-21, 6 (Six) Board Meetings were held. For details thereof kindly refer to the section 'Board of Directors' – 'Board Meetings', in the Corporate Governance Report. The intervening gap between two consecutive meetings was within the period prescribed under the Companies Act, 2013, Secretarial Standards on Board Meetings and SEBI LODR as amended from time to time.

28. Committees of the Board

The Board has constituted the following mandatory committees viz., Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Internal Complaints Committee. The terms of reference of these committees are as required under the provisions of the respective Acts /SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as determined by the Board. Meeting of each of these committees are convened by the respective Chairperson of the Committees and minutes of the meetings of these committees are placed at the Board Meetings. The details of these committees are stated in this / Annexures to this Report.

28.1 Audit Committee

The Company has duly constituted the Audit Committee in line with the requirements prescribed under the provisions of the Companies Act, 2013 and SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, comprises 3 Independent Directors and Ms. Sujata Rangnekar is the Chairperson of the Committee and other members of the Committee are Mr. Mahesh Vennelkanti and Mr. Krishnamoorthy Krishnan and they possess sound knowledge on accounts, audit, finance, taxation, Internal Control etc.

The details of meetings of the Committee held during the financial year under review along with attendance of members thereof, composition and changes, if any, in the composition of Audit Committee and Role of the Audit Committee is provided in the Corporate Governance Report annexed to this Report.

The Company Secretary of the Company acts as Secretary of the Committee.

During the year there are no instances where the Board had not accepted the recommendation of Audit Committee.

28.2 Nomination & Remuneration Committee & Policy

The Company has duly constituted Nomination & Remuneration Committee to align with the requirements prescribed under the provisions of the Companies Act, 2013 and SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015. The Nomination & Remuneration Committee comprises of 3 Independent Directors and Ms. Sujata Rangnekar is the Chairperson of the Committee and other members of the Committee are Mr. Mahesh Vennelkanti and Mr. Krishnamoorthy Krishnan.

The details of meetings of the Committee held during the financial year under review along with attendance of members thereof, composition and changes, if any, in the composition of Nomination & Remuneration Committee and Role of the Committee is provided in the Corporate Governance Report annexed to this Report.

The Company Secretary of the Company acts as Secretary of the Committee.

The Board has framed a policy for selection and appointment of Directors, Senior Management and their Remuneration in accordance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The policy provides for determining qualification, positive attributes, and independence of a Director. The Policy is available on the Company's website at the link: <http://www.dcwLtd.com/pdf/policy/policy.zip>.

28.3 Stakeholders Relationship Committee

The Company has duly constituted Stakeholders Relationship Committee to align with the requirements prescribed under the provisions of the Companies Act, 2013 and SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, comprises 3 members viz. Mr. Krishnamoorthy Krishnan is the Chairman of the Committee and other members of the Committee are Mr. Pramodkumar Jain and Mr. Bakul Jain.

The details of meetings of the Committee held during the financial year under review along with attendance of members thereof, composition and changes, if any, in the composition and Role of the Stakeholders Relationship Committee and status of grievances received from various stakeholders during the financial year are furnished in the Corporate Governance Report Section of the Board' Report.

The Company Secretary of the Company acts as Secretary of the Committee.

28.4 Corporate Social Responsibility (CSR) Committee

Pursuant to Section 135 of the Companies Act, 2013 and the relevant rules, the Board has constituted the Corporate Social Responsibility (CSR) Committee under the Chairmanship of Mr. Pramodkumar Jain, Chairman of the Board. The other members of the Committee are Mr. Krishnamoorthy Krishnan, an Independent Director and Mr. Bakul Jain, Managing Director. A detailed CSR Policy has also been framed and is available on the company's website at the link: <http://www.dcwLtd.com/pdf/policy/policy.zip>. Other details for the CSR activities as required under Section 135 of the Companies Act 2013 are given in the CSR Report is annexed hereto marked as Annexure 'E'.

The details of meetings of the Committee held during the financial year under review along with attendance

of members thereof, composition and changes, if any, in the composition of CSR Committee is provided in the Corporate Governance Report annexed to this Report.

The Company Secretary of the Company acts as Secretary of the Committee.

28.5 Internal Complaints Committee

The Company has zero tolerance on sexual harassment at workplace. The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace and has also established an Internal Complaints Committee, as stipulated by The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made thereunder.

The Company has complied with provisions relating to the constitution of Internal Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, no complaints in relation to sexual harassment at workplace have been reported.

29. Annual Return

Pursuant to Sections 134(3)(a) and 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is available on its website at <http://www.dcwLtd.com/pdf/annualreturn/annualreturns.pdf>

30. Details in respect of adequacy of internal financial controls with reference to the financial statements

A strong internal control culture is pervasive in the Company. The Company has implemented a robust and comprehensive internal control system for all the major processes to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedures, laws and regulations, safeguarding of assets and economical and efficient use of resources. The Internal Auditors continuously monitor efficiency of internal controls with objective of providing to the audit committee and the board of directors an independent, objective and reasonable assurance on the adequacy and effectiveness of the organisation's risk management, controls and governance processes.

Your Company operates in SAP, ERP environment and has its accounting records stored in an electronic form and backed up periodically. The ERP system is configured to ensure that all transactions are integrated seamlessly with the underlying books of account. Your Company has automated processes to ensure accurate and timely updation of various master data in the underlying ERP system.

31. Related Party Transactions:

The Company has formulated a policy on materiality of related party transactions and manner of dealing with related party transactions which is available on the Company's website at the link: <http://www.dcwlimited.com/pdf/policy/policy.zip>

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in its ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract/ arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 ('the Act') in Form No. AOC-2 is not applicable to the Company for FY 2020-21 and hence the same is not provided.

All transactions with related parties were reviewed and approved by the Audit Committee. Omnibus approval is obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and on an arm's length basis. A statement giving details of all related party transactions entered pursuant to omnibus approval so granted is placed before the Audit Committee on a quarterly basis for its review.

Details of transactions, contracts and arrangements entered into with related parties by the Company, during FY 2020-21, is given under Notes to Accounts annexed to Financial Statements, which forms part of this Annual Report.

32. Corporate Governance Report

The report on Corporate Governance as stipulated under Regulation 34 of the SEBI Listing Regulations forms part of the Annual Report as Annexure 'F'.

The requisite certificate from M/s S. K. Jain & Co., Practicing Company Secretary confirming compliance with the conditions of Corporate Governance as stipulated under schedule-V of the SEBI (LODR) Regulations, 2015 is attached to the report on Corporate Governance.

33. Business Responsibility Report

The Business Responsibility Report for the year under review as stipulated under Regulation 34 2(f) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, is presented in a separate section and forms part of this Report.

34. Directors' Responsibility Statement

In terms of Section 134(5) of the Act in relation to the audited financial statements of the Company for the year ended March 31, 2021, your Directors hereby confirm that:

- A. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- B. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- C. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- D. the directors had prepared the annual accounts on a going concern basis; and
- E. the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- F. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

35. Significant/Material Orders passed by the Regulators

There are no significant/material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operations in future.

36. Material changes and commitments affecting the financial position of the Company

Except as disclosed elsewhere in the Report, there have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

37. Details in respect of fraud reported by Auditors other than those which are reportable to Central Government

During the year under review, the Statutory Auditors or Secretarial Auditors of the Company have not reported any instances of frauds committed in the Company by its officers or employees as specified under Section 143(12) of the Companies Act, 2013.

38. Industrial Relations

The relations between the employees and the management were cordial and an atmosphere of understanding prevailed throughout the year.

39. General

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these matters during the year under review:

- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme.

- There has been no change in the nature of business of the Company.
- There is no proceeding pending under the Insolvency and Bankruptcy Code, 2016.
- There was no instance of one time settlement with any Bank or Financial Institution.
- There was no revision in the previous financial statements of the Company.

40. Cautionary Note

Statement in this report describing the Company's objectives, projections, estimates, expectation and prediction may be "forward looking statements". Actual results could differ materially from those expressed or implied due to variations in prices of raw materials and realization of finished goods, changes in government regulation, tax regimes, economic developments and other incidental factors.

41. Acknowledgements

The Board of Directors places on record their grateful appreciation for the assistance and co-operation received from the shareholders, customers, vendors, bankers, financial institutions regulatory and Governmental authorities in India and abroad.

The Board of Directors also recognize and appreciate the efforts of all the employees that ensured accelerated growth in a challenging business environment.

For and on behalf of the Board of Directors

Place : Mumbai
Date : May 21, 2021

Sd/-
Pramodkumar Jain
Chairman & Managing Director
DIN: 00380458

ANNEXURE 'A'

Information as per Section 197(12) of the Companies Act, 2013, read with the 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Board's Report

Sr. No.	Name	Designation	Remuneration (₹ in Lakhs)	Qualification	Experience (Years)	Date of commencement of Employment	Age (Years)	Last Employment held
1	Mr. Pramod Kumar Jain	Chairman & Managing Director	137.95	B.A.(Hon.) Economics	50+	01.04.1969	83	Sahu Brothers Pvt. Ltd.
2	Mr. Bakul Jain	Managing Director	137.95	B. Com., M.B.A. (Switzerland)	39	01.09.1984	66	-
3	Mr. Vivek Jain	Managing Director	137.95	M.B.A. (USA), MMS	37	01.09.1984	62	-
4	Mr. Mudit Jain	Managing Director	137.95	B.Com, M.B.A. (USA)	31	01.04.1989	58	-
5	Mr. Ashish Jain	Sr. President	134.19	B.Com., M.B.A.	26	03.08.1995	50	-
6	Mrs. Paulomi Jain	President	134.19	B. A.	25	01.11.1996	58	-
7	Mrs. Malti Bhindi	President	134.19	B.A.	21	01.10.2012	62	-
8	Mr. Saatvik Jain	President	134.19	B. S. C. in Business Administration (U.S.A.)	13	01.03.2014	35	Cedar Management Consulting Institute.
9	Mr. Sudarshan Ganapathy	Chief Operating Officer	133.32	M.Sc. - Chemistry, M.M.S. - Marketing	35	02.07.1990	60	Colorchem Ltd.
10	Mr. Vimal Jain	Chief Financial Officer	119.60	B.Com., C.A., M.F.M.	33	21.01.2004	57	Sapat International Pvt. Ltd

Notes:

- The gross remuneration shown above (subject to tax) comprises salary, Perquisites, Company's contribution to Provident Fund, Superannuation Fund and Gratuity Fund.
- Mr. Pramod Kumar Jain and Mr. Ashish Jain, Mr. Bakul Jain and Mrs. Paulomi Jain, Mr. Mudit Jain and Ms. Malti Bhindi, Mr. Vivek Jain and Mr. Saatvik Jain are related to each other.
- The Managing Directors, Senior President and Presidents are entitled for remuneration in excess of the limits mentioned under Rule 5(2) (i) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- The appointments of Managing Directors are contractual and appointments of other Senior Management Personnel are contractual/on-roll basis, as may be applicable.

ANNEXURE 'B'

FORM NO. MR - 3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,
DCW LIMITED
DHARANGADHRA
GUJARAT - 363315

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **DCW LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Due to nation-wide lockdown to contain the spread of Covid-19, I have relied on records and documents provided by the company electronically and also on documents available on websites of MCA, Stock Exchanges and Company's website.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on **31st March, 2021** (reporting period) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the **DCW Limited** as given in '**Annexure-I**' for the period **1st April 2020, to 31st March, 2021** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(The Company has not availed any Foreign Direct Investment Overseas Direct Investment and External Commercial Borrowings during the Period under review.)**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(The Company has not introduced any Employees Stock Option Scheme during the financial year under review)**
 - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable as the Company has not delisted/proposed to delist its Equity Shares from any Stock Exchange during the financial year under review)**
 - i) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998; **(Not applicable as the Company has not bought back / proposed to buy-back any of its securities during the financial year under review)** and

vi. The Management has identified and confirmed the following laws as the specifically applicable to the Company:

- a) Explosive Act, 1884;
- b) Hazardous Waste (Management and Handling) Rules, 1989;
- c) Gas Cylinder Act, 1981.
- d) Bureau of Indian Standards Act, 1986

I have also examined Compliance with the applicable clauses of the following:

- i. Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meeting (SS-2) issued by The Institute of Company Secretaries of India
- ii. The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the Management. My examination was limited to the verification of procedure on test basis. The list of major head/groups of Acts, Laws and Regulations as generally applicable to the Company is as per **Annexure II.**

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, except in respect of the following:-

1. During the period under review, SEBI has issued warning letter bearing Reference number SEBI/HO/CFD/DIL1/OW/14251/P/2020 dated September 03, 2020 to the Company and its Company Secretary with respect to Violation of Regulation 163(2) of SEBI (ICDR), 2018 for not placing Auditors certificate before the shareholders in the Extra ordinary general meeting held on 26th July, 2019 for considering preferential issue and advised them to be more careful in the future.
2. During the year under review, the Company has delayed in depositing undisputed statutory dues including provident fund, employees' state insurance with appropriate authorities.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. However, a new Independent Director was appointed within the time prescribed under the Act. There was no change in the composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the Meeting.

All decision at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the Meeting of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliances with the applicable Laws, Rules, Regulations and Guidelines.

In case of Direct and Indirect Tax Laws like Income Tax Act, Goods and Service Tax Act, I have relied on the Reports given by the Statutory Auditors of the Company which has the following remarks:

1. The Company's trade receivables are subject to confirmation as at 31st March, 2021, possible effect(s) of the same on assets, liabilities or profit, if any, is not ascertainable.
2. During the year under review, the Company has delayed in depositing undisputed statutory dues including provident fund, employee's state insurance, income tax, Goods and Services Tax, Cess and other statutory dues with appropriate authorities.

I further report that during the audit period, the Company has not undertaken event/action having a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards etc. referred to above.

For **S. K. Jain & Co**

Date : 21/05/2021
Place: Mumbai
UDIN: F001473C000348842

Dr. S. K. Jain
Practicing Company Secretary
FCS No.:1473
C P No.: 3076

ANNEXURE - I

In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished and representations made to me by the Company, its officers and agents, I report that the Company has, during the financial year under review, complied with the provisions of the Acts, the Rules made thereunder the Memorandum & Articles of Association of the Company with regard to:-

1. Minutes of the Meetings of the Board of Directors, Committee meetings held during the Financial Year under Report;
2. Minutes of General Body Meetings held during the Financial Year under report;
3. Maintenance of various Statutory Registers and Documents and making necessary entries therein;
4. Notice and Agenda papers submitted to all the Directors for the Board Meetings;
5. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 2013 and attachments thereof during the financial year under report;
6. Intimations / documents / reports / returns filed with the Stock Exchanges pursuant to the provisions of Listing Agreement during the financial year under Report;
7. Disclosure of Interest and Concerns in contracts and arrangement, Shareholdings and Directorships in other Companies and interest in other entities by Directors;
8. Declarations received from the Directors of the Company pursuant to the provisions of Section 184 of the Companies Act, 2013 and attachments thereto during the Financial Year under Report;
9. Appointment and Remuneration of Internal and Statutory Auditor;
10. Closure of Register of Members/record date for dividends;
11. Declaration and payment of dividend;

For **S. K. Jain & Co**

Date : 21/05/2021
Place: Mumbai
UDIN: F001473C000348842

Dr. S. K. Jain
Practicing Company Secretary
FCS No.:1473
C P No.: 3076

ANNEXURE - II

List of applicable laws to the Company at Dhrangadhra, Gujarat

1. Factories Act, 1948 read with The Gujarat Factorize Rules, 1963;
2. Industrial Dispute Act, 1947 read with Gujarat Rules, 1966;
3. Payment of Bonus Act, 1956;
4. Payment of Gratuity Act, 1972;
5. Payment of Wages Act, 1938;
6. The Code on Wages, 2019;
7. The Minimum Wages Act, 1948;
8. Industrial Employment Standing Orders Act, 1946;
9. Professional Tax Act, 1975;
10. Employees' Provident Fund Act, 1952;
11. The Contract Labour Act, 1970;
12. The Employment Exchange Act, 1959;
13. The Employees' State Insurance Act, 1948;
14. Apprentices Act, 1961;
15. Maternity Benefits Act, 1961;
16. Equal Remuneration Act, 1976;
17. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
18. Gujarat Welfare Fund Act, 1953;
19. Air (Prevention and Control of Pollution) Act, 1981;
20. Air (Prevention and Control of Pollution) (Union Territories) Rules, 1983;
21. Water (Prevention and Control of Pollution) Act, 1974;
22. Water (Prevention and Control of Pollution) Cess Act, 1977;
23. Environmental (Protection) Rules, 1986;
24. Standards of Weights and Measures Act, 1976;
25. Standards of Weights and Measures (Enforcement) Act, 1985;
26. Standards of Weights and Measures (Packaged Commodities) Rules, 1977;
27. Motor Vehicle Act, 1988;

at Sahapuram, Tamil Nadu

1. Factories Act, 1948 read with The Tamil Nadu Factories Rules, 1950;
2. Industrial Dispute Act, 1947 read with Tamil Nadu Industrial Disputes Rules, 1958;
3. Payment of Bonus Act, 1956;
4. Payment of Gratuity Act, 1972;
5. Industrial Employment Standing Orders Act, 1946;
6. Professional Tax Act, 1975;
7. Employees' Provident Fund Act, 1952;
8. The Contract Labour Act, 1970;
9. The Employment Exchange Act, 1959;
10. The Employees' State Insurance Act, 1948;
11. Apprentices Act, 1961;
12. Tamil Nadu Welfare Fund Act, 1972;
13. Air (Prevention and Control of Pollution) Act, 1981;
14. Air (Prevention and Control of Pollution) (Union Territories) Rules, 1983;
15. Environmental (Protection) Rules, 1986;
16. Standards of Weights and Measures Act, 1976;
17. Standards of Weights and Measures (Enforcement) Act, 1985;
18. Motor Vehicle Act, 1988;
19. Tamil Nadu Tax on Professional, Trades, Callings and Employments Act 1992.

To,

The Members
DCW LIMITED

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **S. K. Jain & Co**

Date : 21/05/2021
Place: Mumbai
UDIN: F001473C000348842

Dr. S. K. Jain
Practicing Company Secretary
FCS No.:1473
C P No.: 3076

ANNEXURE 'C'

ANNUAL SECRETARIAL COMPLIANCE REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021

I, Shubhkaran Jain, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to us and explanation provided by DC W LIMITED (hereinafter referred to as "the Listed Entity"),
- (b) the filings/submissions made by the listed entity to the Stock Exchanges,
- (c) website of the Listed Entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Certification,

For the year ended March 31, 2021 ("Review Period") in respect of compliance with the provisions of:

- i. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder;and
- ii. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015;
- (b) Securities and Exchange Board of India (Issue of Capital and

Disclosure Requirements) Regulations,2018;

- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations,2018;(Not applicable as the Listed Entity has not bought back/propose to Buy-back any of its securities during the Financial Year under review)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations,2014;(Not applicable as Listed Entity has not made any Share Based Employee Benefits)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008;(Not applicable as the Listed Entity has not listed it Debt securities)
- (g) Securities and Exchange Board of India(Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations,2013;(The Listed Entity has not issued any Non-Convertible and Redeemable Preference Shares during the financial year under review)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,2015; and circulars/ guidelines issued thereunder; and based on the above examination, I hereby Report that, during the Review Period:

1. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
---------	--	------------	---

N.A.

2. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
3. The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	SEBI	Violation of Regulation 163(2) of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 for not placing Auditors certificate before the shareholders in the Extra-Ordinary General Meeting held on 29 th July, 2019 for considering Preferential Issue	SEBI vide letter bearing Reference number SEBI/HO/CFD/DIL1/OW/14251/P/2020 dated September 03, 2020 has issued warning letter to the Company and its Company Secretary and advised them to be more careful in the future.	N.A.

4. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Regulation 163(2) of SEBI (ICDR), 2018 - The issuer shall place a copy of certificate of its Statutory Auditors before the members at the General Meeting of the shareholders considering the proposed preferential issue, certifying that the issue has being made in accordance with the requirements of these regulations.	The Company did not place such certificate before the shareholders in the General Meeting held on 29 th July, 2019 for considering the proposed Preferential Issue.	The Company had placed the Auditor's Certificate before the Shareholders of the Company at its Extra Ordinary General Meeting ("EOGM") held on 27.02.2020 which has been adopted/ ratified by the shareholders of the Company in the said Meeting.	Complied with.

For **S. K. Jain & Co**

Date : 21/05/2021
Place: Mumbai
UDIN: F001473C000348842

Dr. S. K. Jain
Practicing Company Secretary
FCS No.:1473
C P No.: 3076

ANNEXURE 'D'

Information on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014

A) CONSERVATION OF ENERGY

(I) THE STEPS TAKEN OR IMPACT ON CONSERVATION OF ENERGY:

SAHUPURAM

Chlor-Alkali Plant:

1. In the F.Y. 2020-21, 209 Anodes and 209 Cathodes were recoated and placed in electrolyser A & C, complete re-coating & re-memberaning also carried out resulted in Energy savings of 7,25,625 KWHr.
2. Re tubing of One tube bundle in Zig Zag heat exchanger leads to steam saving of 5950 Tons. Steam consumption reduced around 20 Kg / MT of lye
3. Installation of Variable Frequency Drive in lean brine pump – B – resulted in of Savings 250 units / Day.
4. Trimming of impeller in DM Water pump – B - Savings 150 units / Day.

Synthetic Rutile plant:

1. Eliminating of Belt Conveyor BC 004 resulted in savings of 30,572 kwhr / Annum.
2. Installation of VFD for combustion blower 'B' of Utox Calciner-3 of SR plant resulted in savings of 16341 kwhr/annum.

PVC Plant:

1. Replacing horizontal stage pump with the vertical stage pump in Boiler T 4143, resulted in the savings of 51110 kwhr/Annum.
2. Replacing Polymer reactor agitator motor with high efficiency motor resulted in saving of 17400 kwhr / annum.

SIOP Plant:

- 1) Replacement of higher capacity pumps with vertical glandless gurliner pumps in RVDF Filtrate transfer pump (both RED and YELLOW RVDF) with buffer storage arrangement resulted in savings of 316 kwhr/day.

- 2) Replacement of holding tank pumps in both streams by expeller type pumps resulted in savings of 56 kwhr/day.
- 3) Cleaning of Ammonia Recovery unit preheater tubes with High Pressure jets improving the heat transfer efficiency there by leading to a saving of 700 mt of steam per month.

Effective utilization of Energy Saving Devices:

- Identifying of potential areas for energy conservation were made, availability of Energy saving devices ensured by proper preventive maintenance.
- By effective running of energy savings devices (Variable Frequency devices & Supermisers) total savings achieved 46.58 Lakh KWHr per annum. (through SMX 13.20 Lakh units and in VFDs 33.38 Lakh Units)

Energy Conservation activities:

National Energy Conservation week celebrations organized during Dec 2020. Out of 40 suggestions 31 validated for implementation.

DHRANGADHRA

a) Power Saving:

Plant started getting NARMADA water supply from OCT 20 & over a period of time, due to good quality water, Reverse osmosis plant (RO UNIT) was stopped from FEB 21 onwards & as a result of stoppage , nearly 47 kw of power was saved.

With NARMADA water supply most of the borewells were stopped & Estimated power saving in a month is around 151988 Kwh (units)

b) Steam Saving:

Revamping of ferrum centrifuge(replacement of screen/rotary transmission, pilot piston etc) in May 2020, resulted in reduction in moisture of crude bicarbonate cake.

Full benefits of the new calciner (350 mt/day) realised in 2019/20 which was stabilised in operation by second half of 2018/19. both the above (1) & (2) resulted in steam saving of 4184 mt of medium pressure steam.

(II) STEPS TAKEN BY THE COMPANY FOR UTILISING ALTERNATE SOURCE OF ENERGY:

- Savings of 2245 KWHr / Annum achieved by usage of PV panel in administration block.
- Savings of 1092 KWHr / Annum achieved by usage of 5 Nos. solar tubing in place of conventional lighting.

(III) CAPITAL INVESTMENT ON ENERGY CONSERVATION EQUIPMENTS:

- An investment of ₹ 550.1 lakhs were made for energy conservation equipment procurement and services.

(B) TECHNOLOGY ABSORPTION

(I) THE EFFORTS MADE TOWARDS TECHNOLOGY ABSORPTION:

(II) BENEFITS DERIVED LIKE PRODUCT IMPROVEMENT, COST REDUCTION, PRODUCT DEVELOPMENT OR IMPORT SUBSTITUTION:

CHLOR ALKALI PLANT

- 1) Reduction of Magna floc consumption by reducing the Magna floc concentration. Magna floc consumption reduced from 40 G to 20 G / MT of caustic.
- 2) Utilization of steam condensate water for DM water production - Reduction in TWAD water consumption of 100.0 M3 / Day .

SYNTHETIC RUTILE

Increasing the Ferric chloride production by reducing the batch time of Ferric Chloride Process.

CPVC Plant

CPVC resin production process was modified to improve quality of CPVC resin as well as to reduce production cost.

SIOP Plant

- 1) Introduction of additional clarifier for the purification of MK liquor results in complete utilization of Leach liquor and increase in the production and reduction in the specific power consumption of 100 unit per tn .
- 2) Reducing the residual Iron in the yellow pigment synthesis from 0.45% to 0.2% results in the reduction of specific iron consumption of 10 Kg per tn of Yellow pigment.
- 3) RVDF; change over to scrapper discharge from roller discharge results in the increased output and reduction in the power consumption of 250 unit per hour.
- 4) Direct bagging of red pigment resolve the issue of Pneumatic Conveying and result in the increased output.

(III) INFORMATION REGARDING IMPORTED TECHNOLOGY (imported during the last 3 years from the beginning of the financial year):

There was no technology imported in the last 3 years

IV) EXPENDITURE INCURRED ON RESEARCH AND DEVELOPMENT:

During the year under review the Company has spent ₹ 109.46 lakhs for Research and Development

C) FOREIGN EXCHANGE EARNINGS AND OUTGO

- Foreign Exchange Earning: ₹ 237.75 Crores
- Foreign Exchange Outgo: ₹ 547.04 Crores

ANNEXURE 'E'

ANNUAL REPORT ON CSR ACTIVITIES

FOR FINANCIAL YEAR 2020-2021

1. Brief outline on CSR Policy of the Company

The Objectives of Company's CSR Policy are to demonstrate commitment to the common welfare through responsible business practices and good governance and to set high standards of quality in the delivery of services in the social sector by creating robust processes and replicable models. The projects of the company has undertaken / proposes to undertake is mainly in eradicating hunger, poverty and malnutrition, promoting preventive health care, promoting education including special education and employment enhancing vocation skills, ensuring environmental sustainability, ecology balance, agro forestry, conservation of natural resources, ecology balances, protection of natural heritage, art and culture, measures for the benefit of the armed forces, training to promote rural sports etc.

2. Composition of CSR Committee

Sl. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Pramodkumar Jain	Chairman and Managing Director	1	1
2	Mr. Bakul Jain	Managing Director	1	1
3	Mr. Krishnamurthy Krishnan	Independent Director	1	1

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

- The composition of the CSR committee is available on our website at www.dcwLtd.com. The CSR Projects and CSR Policy approved by the board are available on the Company's website at <http://www.dcwLtd.com/PDF/policy/policy.zip>

4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable.

Provisions related Impact assessment of CSR projects are not applicable to the Company

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
1		Not Applicable	

6. Average net profit/(loss) of the Company as per section 135(5): ₹ (3,687.17) lakhs**7. (a) Two percent of average net profit of the company as per section 135(5):**

Nil

- (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil
- (c) Amount required to be set off for the financial year, if any: Nil
- Total CSR obligation for the financial year (7a+7b- 7c): Nil

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in ₹ lakhs)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer	Name of the Fund	Amount	Date of transfer
63.77	NIL	N.A.	N.A.	NIL	N.A.

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No).	State	District	Project duration	Amount allocated for the project (in ₹)	Amount spent in the current financial Year (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
											Name	CSR Registration number.
Not Applicable												

* The Company, at present, is not engaged in any Ongoing Projects

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
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Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/ No).	Location of the project.		Amount spent for the project (in ₹ lakhs).	Mode of implementation	Mode of implementation –Through implementing agency.			
				State	District			Direct (Yes/ No)	Name	CSR registration number.	
1.	Promoting health care including preventive health care	i. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water	Yes	Tamil Nadu	Tuticorin	0.13	Yes	N.A.	N.A.		
				Gujarat	Surendranagar	1.93	Yes	N.A.	N.A.		
2.	Eradicating hunger, poverty and malnutrition		Yes	Tamil Nadu	Tuticorin	5.80	Yes	N.A.	N.A.		
				Gujarat	Surendranagar	15.05	Yes	N.A.	N.A.		
			Gujarat	Surendranagar	2.20	No	The Akshaya Patra Foundation	CSR00000286			
3.	Promoting education		ii. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;	Yes	Tamil Nadu	Tuticorin	0.70	Yes	N.A.	N.A.	
		Gujarat			Surendranagar	4.03	Yes	N.A.	N.A.		
4.	Green Cover & Environment Conservation	iv. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund setup by the Central Government for rejuvenation of river Ganga		Yes	Tamil Nadu	Tuticorin	0.16	Yes	N.A.	N.A.	
					Gujarat	Surendranagar	13.40				
5.	Animal Welfare Activities			Yes	Tamil Nadu	Tuticorin	1.70	Yes	N.A.	N.A.	
					Gujarat	Surendranagar	-	-	-	-	
6.	Protection of old temples of historical importance		v. Protection of National Heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts		Tamil Nadu	Tuticorin	1.16	Yes	N.A.	N.A.	
					Gujarat	Surendranagar	-	-	-	-	
7.	Training to sports personnel	vii. Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympics sports		Yes	Tamil Nadu	Tuticorin	0.49	Yes	N.A.	N.A.	
					Gujarat	Surendranagar	-	-	-	-	
8.	Rural Development			x. Rural development projects	Yes	Tamil Nadu	Tuticorin	16.80	Yes	N.A.	N.A.
						Gujarat	Surendranagar	-	-	-	-
9.	Disaster Relief Activities		xii. Disaster management, including relief, rehabilitation and reconstruction activities		Yes	Tamil Nadu	Tuticorin	0.22	Yes	N.A.	N.A.
						Gujarat	Surendranagar	-	-	-	-
						63.77					

(d) Amount spent in Administrative Overheads: NIL

(e) Amount spent on Impact Assessment, if applicable: Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 63.77 lakhs

(g) Excess amount for set off, if any: ₹ 63.77 lakhs

Sl. No.	Particular	Amount (in ₹ lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	NIL
(ii)	Total amount spent for the Financial Year	63.77
(iii)	Excess amount spent for the financial year [(ii)-(i)]	63.77
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	63.77

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer.	
1.	Not Applicable						

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in ₹)	Amount spent on the project	Cumulative amount spent at the end of reporting Financial Year. (in ₹)	Status of the project- Completed /Ongoing
1.	Not Applicable							

* The Company does not have any Ongoing Projects under CSR activities

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through

CSR spent in the financial year (asset-wise details).

- (a) Date of creation or acquisition of the capital asset(s): Not Applicable
- (b) Amount of CSR spent for creation or acquisition of capital asset: Not Applicable
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc: Not Applicable
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not Applicable

No capital asset was created / acquired during FY 2020-21 through CSR spent

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per ssection 135(5) : Not Applicable

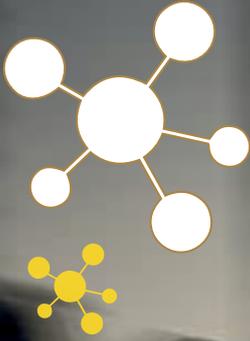
Sd/-

Amitabh Gupta
Chief Executive Officer

Place: Mumbai
Date: May 21, 2021

Sd/-

Pramod Kumar Jain
Chairman - CSR Committee;
Chairman & Managing Director of the Company
DIN: 00380458



POSITIVE TRANSFORMATION

Becoming a strong engine for
Value Creation.



STATUTORY REPORTS

REPORT ON CORPORATE GOVERNANCE



REPORT ON CORPORATE GOVERNANCE



1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company believes in the practice of good Corporate Governance. A continuous process of delegation of powers commensurate with accountability coupled with trust, faith and transparency has been embedded in the day to day functioning. The Company will endeavor to improve on these aspects on an ongoing basis.

A detailed report on corporate governance pursuant to the requirements of the Listing Agreement and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report. A certificate from the practicing company secretaries, confirming compliance of conditions of Corporate Governance as stipulated under Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given herein below.

2. CODE OF CONDUCT

The Company has adopted the Code of Conduct ("CoC") and is available on its website at the link: <http://www.dcwlimited.com/pdf/policy/policy.zip>. The CoC articulates the DCW Group's values, ethics and business principle and provides the guidelines by which the Company conduct its business.

Your Company has a Code of Conduct for Directors and senior management that reflects its high standards of integrity and ethics. The Directors and Senior Management of the Company have affirmed their adherence to this Code of Conduct for FY 2020-21. As required by Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. Amitabh Gupta, as the Company's Chief Executive Officer, has signed a declaration, stating that the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with this Code of Conduct, and is annexed to this Report. The Code of

Conduct also includes code for Independent Directors which is a guide to professional conduct for Independent Directors pursuant to Section 149(8) and Schedule IV of the Companies Act, 2013.

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING & CODE OF CORPORATE DISCLOSURE PRACTICES:

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, the Board of Directors of the Company has adopted the revised Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices ('Insider Trading Code').

All our Promoters (including Promoter Group), Directors, Employees of the Company identified as Designated Persons and their Immediate Relatives and other Connected Persons such as Auditors, Consultant, Bankers amongst others, who could have access to the unpublished price sensitive information of the Company, are governed under this Insider Trading Code.

The Company Secretary of the Company is the 'Compliance Officer' in terms of the Insider Trading Code. This Code is available on the Company's website at the link: <http://www.dcw ltd.com/pdf/policy/policy.zip>

3. BOARD OF DIRECTORS

Our Company has optimum combination of Executive and Non-Executive Directors (NED) with at least one Woman Independent Director and not less than fifty per cent Non Executive Directors of total strength of the Board. Also the Company has minimum six (6) Directors as per the requirement of Securities and Exchange Board of India (Listing obligations and Disclosure Requirements Regulations, 2015 ("Listing Regulations").

The Composition of the Board of Directors of the Company is in conformity with Regulation 17 of the Listing Regulations and Section 149 of the Companies Act, 2013 ('Act').

Independent Directors are NED(s) as defined under Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Act along with Rules framed there under. In terms of Regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be

reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors (IDs), the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations and they are independent of the management.

The Independent Directors have also registered their names in the Data bank maintained by the Indian Institute of Corporate Affairs as mandated in the Companies (Appointment and Qualification of Directors), Rules, 2014 as amended. Further, none of the Independent Directors have any other material pecuniary relationship or transaction with the Company, its Promoters, or Directors, or Senior Management which, in their judgment, would affect their independence.

As required under Regulation 46 of the Listing Regulations, as amended, the terms and conditions of appointment of IDs including their role, responsibility and duties are available on our website www.dcw ltd.com.

The Senior Management Personnel also have made disclosures to the Board confirming that there are no material, financial and / or commercial transactions between them and the Company, which could have potential conflict of interest with the Company at large.

The Board is at the core of our Corporate Governance practices and oversees and ensures that the Management serves and protects the long-term interest of all our stakeholders. We believe that an active, well-informed and Independent Board is necessary to ensure the highest standards of Corporate Governance.

SIZE AND COMPOSITION OF THE BOARD

The Board of Directors of the Company consists of 8 Directors.

Composition, category and their attendance at the Board Meetings during the year and at the last Annual General Meeting and also the number of other Directorships / Memberships of Committees are as follows:

Category of Directorship	Name of the Director	Attendance Particulars at the		Other Directorships ¹		Other Committee	
		Board Meetings	Last AGM	No. of other Directorships	Names of the listed entities where the Director of the Company is a Director and the category of Directorship	Memberships	Chairmanships
Promoter/ Executive Directors	Mr. Pramod Kumar Jain (Chairman and Managing Director) (DIN : 00380458)	6	YES	0	NIL	NIL	NIL
	Mr. Bakul Jain (Managing Director) (DIN : 00380256)	6	YES	4	JK Tyre & Industries Limited (Non-Executive, Independent) Bengal & Assam Company Limited (Non-Executive, Independent)	5	4
	Mr. Mudit Jain (Managing Director) (DIN : 00647298)	6	YES	1	NIL	NIL	NIL
	Mr. Vivek Jain (Managing Director) (DIN : 00502027)	5	YES	1	NIL	NIL	NIL
Non Executive- Independent Directors	Mr. Salil Kapoor (DIN : 02256540)	2	YES	0	NIL	NIL	NIL
	Ms. Sujata Rangnekar (DIN : 06425371)	5	YES	0	NIL	NIL	NIL
	Mr. Krishnamoorthy Krishnan (DIN : 08129657)	6	YES	1	Rexnord Electronics and Controls Limited (Non-Executive, Independent)	2	2
	Mr. Mahesh Vennelkanti (DIN : 03633359)	6	YES	0	NIL	NIL	NIL

Notes:

1. The other Directorships held by Directors as mentioned above do not include directorship(s) in private companies, foreign companies, Section 8 Companies and DCW Limited.
2. In accordance with Regulation 26 of the Listing Regulations, Membership(s), Chairmanship(s) of only Audit Committees and Stakeholders' Relationship Committees in all public companies have been considered.
3. During financial year 2020-21, none of our Directors acted as Member in more than 10 Committees or as Chairperson in more than 5 Committees across all Indian Companies (listed and unlisted), where he/she is a Director.
4. The Company placed before the Board all relevant information from time to time including information as specified in Part 'A' of Schedule II of Listing Regulations.
5. None of the Managing Directors are related to each other in terms of provision of Section 2(77) of the Companies Act, 2013 read with rules made thereunder.
6. Number of shares and convertible instruments held by non- executive directors - NIL

SELECTION OF NEW DIRECTORS AND BOARD MEMBERSHIP CRITERIA

The Nomination and Remuneration Committee ('NRC') assists the Board to determine the appropriate qualifications, positive attributes, characteristics, skills and experience required for the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience in business, governance education and public service.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**Training & Familiarization Programme**

The Company conducts Familiarization Programme for the Independent Directors (ID) to enable them to familiarize with the Company, its Management and its operations so as to gain a clear understanding of their roles, rights and responsibilities for the purpose of contributing significantly towards the growth of the Company. They are given full

opportunity to interact with Senior Management Personnel and are provided with all the documents required and/or sought by them to have a good understanding of the Company, its business model and various operations, products, organization structure and the industry of which it is a part. The IDs are also provided with an opportunity to visit the Company's plants.

The initiatives undertaken by the Company in this respect has been disclosed on the website of the Company at [www.dcwlimited.com](http://www.dcwlimited.com/pdf/policy/policy.zip) and the web link thereto is <http://www.dcwlimited.com/pdf/policy/policy.zip>.

DIRECTORS QUALIFICATIONS, SKILLS, EXPERTISE, COMPETENCIES AND ATTRIBUTES

The Board Diversity Policy of the Company requires the Board to have a balance of skills, industry experience, expertise and diversity of perspectives appropriate to the Company which would strengthen the Corporate Governance structure in the Company. The Company currently has a right mix of Directors on the Board who possess the requisite qualifications, experience and expertise across multiple domains which facilitates quality decision making and enables them to contribute effectively to the Company in their capacity as Directors of the Company, more specifically in the areas of:

- i. Industry Knowledge and experience – knowledge of industry, sector and changes in industry specific policy.
- ii. Knowledge of Company - understand the Company's business, policies, and culture (including its mission, vision, values, goals, current strategic plan, governance structure, major risks and threats and potential opportunities).
- iii. Technical/Professional Skills and experience in the areas of Finance, Banking, Safety & Corporate Social Responsibility and allied fields, projects, accounting, law, general corporate management and strategy development and implementation to assist the ongoing aspects of the business.
- iv. Behavioral Competencies - attributes and skills to use their knowledge and experience to function well as team members and to interact with key stakeholders.

Further, the information in terms of Para C(2)(h)(ii) of Schedule V of the Listing Regulations is mentioned below;

Sr. No.	Name of Director	Skills / competencies / experience possessed
1	Mr. Pramodkumar Jain	Leadership qualities, industry knowledge, strategic thinking, corporate governance, internal control systems and experience in overall general management including strategic and financial planning
2	Mr. Bakul Jain	Leadership qualities, strategic thinking, corporate governance, investor relations, industry knowledge and experience in overall general management including strategic planning and financial functions of the Company
3	Mr. Vivek Jain	Leadership qualities, strategic thinking, investor relations, industry knowledge and experience in overall general management including strategic planning and financial functions of the Company
4	Mr. Mudit Jain	Leadership qualities, strategic thinking, investor relations, industry knowledge and experience in overall general management including strategic planning and financial functions of the Company
5	Mr. Salil Kapoor	Corporate governance, understanding of corporate laws, rules, regulations and policies, Advocate of Income Tax matters practising in Supreme Court and various High Courts
6	Mr. Mahesh Vennelkanti	Experience in leading and shaping Indian and multinational organisations
7	Ms. Sujata Rangnekar	Accounting and taxation, risk management experience, financial management expertise, regular column writing and contribution to leading journals on Sales Tax
8	Mr. Krishnamoorthy Krishnan	Accounting and taxation (Sales Tax, Income Tax, Service Tax, and GST), risk management experience, financial management expertise

CONFIRMATION OF THE BOARD FOR INDEPENDENT DIRECTORS

Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, the Board has carried out an Annual Performance Evaluation of its own performance, the Directors individually as well as the evaluation of the working of its various Committees. The Board of Directors expressed their satisfaction with the evaluation process.

The performance evaluation of the Chairperson, Non-Independent Directors and the Board as a whole was carried out by the Independent Directors at their separate meeting held on March 30, 2021. The Independent Directors expressed their satisfaction with the evaluation process.

The performance evaluation of all the Directors, Committees and the Board was carried out by the Nomination & Remuneration Committee, Independent Directors and Board at their respective meetings.

BOARD MEETINGS

The information as required under Regulation 17(7) read with Schedule II Part A of the Listing Regulations, as amended, is made available to the Board. The agenda and explanatory notes are sent to the Board in advance. The Board meets at least once in a quarter to review the quarterly financial results and other items on the agenda. Additional meetings are held, when necessary. Committees of the Board meet before the Board Meeting, or whenever the need arises for transacting business. The recommendations of the Committees are placed before the Board for necessary approval and/or noting.

During the Financial Year 2020-21, Six (6) Board Meetings were held on: 06.07.2020, 12.08.2020, 03.11.2020, 27.11.2020, 25.01.2021 and 09.02.2021. The intervening gap between two consecutive meetings was within the period prescribed under the Companies Act, 2013, Secretarial Standards on Board Meetings and Listing Regulations as amended from time to time.

MEETING OF THE INDEPENDENT DIRECTORS

Pursuant to the provisions of Section 149(8) read with Schedule IV of the Act and Regulations 25(3) & 25(4) of the Listing Regulations, a Meeting of the Independent Directors was convened on March 30, 2021 without the presence of Non- Independent Directors and Members of the Management to discuss and review:

- The performance of the Chairman, Non – Independent Directors and the Board.
- The quality, quantity and timeliness of flow of information between the Company, Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were Present at the Meeting.

BOARD COMMITTEES

The Board Committees are set up by the Board and play a crucial role in the governance structure. The Committees have been constituted to deal with specific areas / activities as mandated by applicable regulations. The Committees operate under the direct supervision of the Board, and Chairpersons of the respective committees report to the Board about the deliberations and decisions taken by the Committees. All Committee decisions are taken, either at the meetings of the Committee or by passing of circular resolutions. During the financial year, all recommendations, if any, made by the various Committees have been accepted by the Board. The minutes of the meetings of all committees of the Board are placed before the Board for noting. There are 4 Statutory Board constituted Committees as on March 31, 2021. The details of the various Board Committees are as mentioned below:

1. Audit Committee
2. Nomination & Remuneration Committee
3. Corporate Social Responsibility Committee
4. Stakeholders' Relationship Committee

4. AUDIT COMMITTEE

TERMS OF REFERENCE:

The terms of reference of this Committee cover the matters as specified for Audit Committees under Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also as per the provisions of Section 177 of the Companies Act, 2013.

The Company Secretary acts as the Secretary to the Committee. The Internal Auditor reports functionally to the Audit Committee. The Executive Director(s) and Senior Management of the Company also attend the Meetings as invitees whenever required to address concerns raised by the Committee Members.

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and, inter alia, performs the following functions:

- i. Oversight of the Company's financial reporting process and disclosure of its financial information, to ensure that the financial statements are true and accurate and provide sufficient information;
- ii. Recommending to the Board, appointment, re-appointment and, if required, replacement or removal of the Statutory Auditor and fixation of their terms of appointment and remuneration;
- iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors, if any;
- iv. Reviewing, with the management, the Annual Financial Statements and Auditors' Report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's
 - Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Disclosure of any related party transactions;
 - Modified opinion(s), if any in the draft audit report.
- v. Reviewing with the Management, quarterly Financial Statements before submission to the Board for approval;
- vi. Reviewing with the Management, performance of Statutory and Internal Auditors, adequacy of internal control systems;

- vii. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- viii. Approval or any subsequent modification of transactions of the Company with related parties;
- ix. Scrutiny of inter-corporate loans and investments;
- x. Valuation of undertakings or assets of the Company, wherever it is necessary;
- xi. Monitoring the end use of funds raised through public offers / Private Placement and related matters, if any;
- xii. Evaluation of internal financial controls and risk management systems;
- xiii. Reviewing the adequacy of internal audit function including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xiv. Discussion with Internal Auditors with respect to the coverage and frequency of internal audits as per the annual audit plan, nature of significant findings and follow up thereof;
- xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- xvi. Obtaining an update on the Risk Management Framework and the manner in which risks are being addressed;
- xvii. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xviii. Review the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors, if any;
- xix. Review of the functioning of Whistle Blower mechanism;
- xx. Approve the appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- xxi. Reviewing the Management Discussion and Analysis of financial condition and results of operations;
- xxii. Review the statement of significant Related Party Transactions (as defined by the Audit Committee), submitted by management;
- xxiii. Review the management letters/letters of internal control weaknesses issued by the statutory auditors;
- xxiv. Review the appointment, removal and terms of remuneration of the Chief Internal Auditor, if any;
- xxv. Review the Internal Audit Report relating to internal control weaknesses;
- xxvi. Review quarterly statement of deviations including report of monitoring agency, if applicable, submitted to Stock Exchange(s) in terms of Regulation 32(1) of the SEBI LODR Regulations 2015;
- xxvii. Review annual statement of deviations of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI LODR Regulations 2015;
- xxviii. Review, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter; and
- xxix. Carry out such other responsibility as may be provided by the Companies Act, 2013 and the Listing Regulations.

Composition, Name of Members and Chairperson:

Audit Committee comprises 3 Non-Executive Independent Directors. Ms. Sujata Rangnekar is the Chairperson of this Committee, Mr. Mahesh Vennelkanti and Mr. Krishnamoorthy Krishnan are the other members of the Committee.

There was no change in the composition of audit committee during the year under review.

Meeting and Attendance:

The Audit Committee met four (4) times during the year and the intervening gap between two consecutive meetings was within the period prescribed under the

Companies Act, 2013, Secretarial Standards on Board Meetings and Listing Regulations as amended from time to time.

Dates of Meetings	Ms. Sujata Rangnekar	Mr. Krishnamoorthy Krishnan	Mr. Mahesh Vennelkanti
06.07.2020	Yes	Yes	Yes
12.08.2020	Yes	Yes	Yes
03.11.2020	Yes	Yes	Yes
09.02.2021	Yes	Yes	Yes

5. NOMINATION AND REMUNERATION COMMITTEE

TERMS OF REFERENCE:

The terms of reference of this Committee cover the matters as specified for Nomination and Remuneration Committee ("NRC") under Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The NRC also discharges the Board's responsibilities relating to compensation of the Company's Executive Directors and Senior Management.

The Company Secretary acts as the Secretary to the Committee. Terms of Reference of the committee inter-alia includes:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director;
- Identify persons who are qualified to become Directors and persons who may be appointed in Key Managerial and Senior Management Positions in accordance with the criteria laid down in the policy;
- Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel;
- Review and recommend the structure, size and composition of the Board and Board Committees;
- Formulation of criteria for evaluation of performance of all the Directors including Independent Directors;
- Carry out evaluation of every Director's performance and recommend to the Board appointment/removal based on his/her performance;

- Devising a policy on Board diversity;
- Recommend to the Board a policy relating to the remuneration of Directors, Key Managerial Personnel and Senior Management Positions;
- Assist the Board in implementing corporate governance practices;
- Development of a succession plan for the Board and to regularly review the plan;
- Decide whether to extend or continue the term of appointment of an Independent Director, on the basis of the report of performance evaluation of Independent Directors;
- Recommend to the Board, all remuneration, in whatever form, payable to senior management
- To consider any other matters as may be requested by the Board.

Composition, Name of Members and Chairperson:

Nomination and Remuneration Committee comprises 3 Non-Executive Independent Directors. Ms. Sujata Rangnekar is the Chairperson of this Committee, Mr. Mahesh Vennelkanti and Mr. Krishnamoorthy Krishnan are the other members of the Committee.

There was no change in the composition of Nomination and Remuneration Committee during the year under review.

Meeting and Attendance:

The Nomination and Remuneration Committee met once during the year. The necessary quorum was present for all the meetings. The attendance of the members at that meetings were as follows:

Dates of Meetings	Ms. Sujata Rangnekar	Mr. Krishnamoorthy Krishnan	Mr. Mahesh Vennelkanti
06.07.2020	Yes	Yes	Yes

Performance Evaluation Criteria for Independent Directors:

The criteria for performance evaluation of the Independent Directors included aspects on contribution to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc.

REMUNERATION OF DIRECTORS:

Details of the Remuneration paid to the Directors for the Financial Year 2020-21 is given below:

₹ in lakhs

Directors	Salary	Benefits	Contribution to PF & Other Funds	Commission	Sitting Fees	Total
Mr. Pramod Kumar Jain	105.65	-	32.30	-	-	137.95
Mr. Bakul Jain	105.65	-	32.30	-	-	137.95
Mr. Mudit Jain	105.65	-	32.30	-	-	137.95
Mr. Vivek Jain	105.65	-	32.30	-	-	137.95
Mr. Salil Kapoor	-	-	-	-	0.35	0.35
Ms. Sujata Rangnekar	-	-	-	-	0.80	0.80
Mr. Krishnamoorthy Krishnan	-	-	-	-	0.95	0.95
Mr. Mahesh Vennelkanti	-	-	-	-	0.90	0.90

The Non-Executive Directors are paid sitting fees for the meetings of the Board and its Committees attended by them.

The Company also reimburses them the expenses incurred for travel and accommodation for attending the meetings of the Board/Committees, if any. Non-Executive Directors are entitled for commission aggregating not more than 1% of the net profits of the Company in a financial year subject to a maximum of ₹ 3,00,000/- per Director as approved by the members of the Company at the Extra-ordinary General Meeting held on December 19, 2013. Besides the above there is no other pecuniary relationship or transactions between the Company and Non-Executive Directors.

The appointments of Managing Directors are contractual and are for a period of 3 years.

The appointment of the Managing Directors may be terminated by either party by giving a six-month Notice. No severance fee is payable on termination of appointment.

Presently the Company does not have any Scheme for grant of any stock option either to the Directors or to the employees.

6. CORPORATE SOCIAL RESPONSIBILITY AND SUSTAINABILITY COMMITTEE

The purpose of the Corporate Social Responsibility and Sustainability ('CSR&S') Committee is to assist the Board in formulating, monitoring and reviewing the CSR strategy and policy of the Company and the amount of expenditure to be incurred on CSR activities.

The Committee also assists the management to formulate, implement and review policies, principles and practices to foster the sustainable growth of the Company that creates value consistent with the long-term preservation and enhancement of financial, manufacturing natural, social, human and intellectual capital.

The CSR&S Policy is available on our website at the link: <http://www.dcwLtd.com/pdf/policy/policy.zip>.

The Company Secretary acts as the Secretary to the Committee.

Composition, Name of Members and Chairperson:

Corporate Social Responsibility and Sustainability Committee comprises 3 Members. Mr. Pramod Kumar Jain, is the Chairman of this Committee and Mr. Bakul Jain and Mr. Krishnamoorthy Krishnan are the other members of the Committee.

Dates of Meeting	Mr. Pramod Kumar Jain	Mr. Bakul Jain	Mr. Krishnamoorthy Krishnan
06.07.2020	Yes	Yes	Yes

7. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee or Stakeholders' Grievance Committee ("SRC") oversees the mechanism of redressal of grievances of our shareholders.

The Committee also

- i. Considering and resolving grievances of Shareholders; debenture holders and other security holders;
- ii. Allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;
- iii. Issue of duplicate certificates and new certificates on split/ consolidation/renewal, etc.;
- iv. Resolving the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.;
- v. Review of measures taken for effective exercise of voting rights by shareholders;
- vi. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;

There was no change in the composition of the Stakeholders Relationship Committee during the year under review.

Meeting and Attendance:

The Corporate Social Responsibility and Sustainability Committee met once during the year. The necessary quorum was present at the meeting. The attendance of the members at that meeting were as follows:

- vii. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company;
- viii. Carrying out any other functions required to be undertaken by the Stakeholders Relationship Committee under applicable law.

The Company Secretary of the Company acts as the Secretary to the Committee.

Mr. Dilip Darji, General Manager (Legal) & Company Secretary of the Company is the Compliance Officer of the Company.

Composition, Name of Members and Chairperson:

Stakeholders Relationship Committee comprises 3 Members. Mr. Krishnamoorthy Krishnan, Independent Director is the Chairman of the Committee and other members of the Committee are Mr. Pramodkumar Jain and Mr. Bakul Jain.

Investors' Complaint:

There was no complaint received from the shareholders during the Financial Year 2020-21 and no complaint pending at the end of the year.

8. GENERAL BODY MEETINGS

- i. Location and time where last 3 Annual General Meetings were held:-

Year	Location	Date	Time	No. of Special Resolutions Passed
2017-18	Dhrangadhra, Gujarat	27.09.2018	10.00 a.m.	1
2018-19	Dhrangadhra, Gujarat	30.09.2019	10.00 a.m	2
2019-20	Since the Annual General Meeting (AGM) was held through VC/OAVM. Hence , the deemed venue for the AGM was the Registered Office of the Company.	30.12.2020	12.00 Noon	2

- ii. No Special Resolution has been passed during the last year through postal ballot.
- iii. No Special Resolution is passed / proposed to be conducted through postal ballot.

9. MATERIAL SUBSIDIARY COMPANIES

The Company does not have any material unlisted subsidiary Company, therefore the requirement of appointment of an Independent Director of the Company on the Board of Directors of such unlisted subsidiary Company is not applicable.

10. MEANS OF COMMUNICATION

Quarterly Results:

The Company's quarterly results are published in 'Financial Express' in English and Gujarati Edition published from Ahmedabad and also are displayed on its website at www.dcwlimited.com.

News Releases, Presentations, etc.:

Official news releases, detailed presentations made to media, analysts, institutional investors, etc. are displayed on the Company's website at www.dcwlimited.com.

Official media releases, sent to the Stock Exchanges, are given directly to the press.

Website:

Comprehensive information about the Company, its business and operations, Press Releases and investor information can be viewed at the Company's website at www.dcwlimited.com. The 'Investor Relations' section serves to inform the investors by providing key and timely information like financial results, annual reports, shareholding pattern, presentations made to analysts, etc.

11. CEO / CFO CERTIFICATION

Mr. Amitabh Gupta, Chief Executive Officer and Mr. Vimal Jain, Chief Financial Officer have certified to the Board in accordance with Regulation 17 (8) of SEBI (Listing Obligation and Disclosures) Regulations, 2015 read with Schedule II Part B of the Listing Regulations, pertaining to CEO /CFO certification for the financial year ended March 31, 2021.

12. NO DISQUALIFICATION CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

Certificate from M/s S. K. Jain & Co., Practicing Company Secretaries, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority, as stipulated under Regulation 34 of the Listing Regulations, is attached to this Report.

13. COMPLIANCE CERTIFICATE OF THE AUDITORS

Certificate from M/s S. K. Jain & Co., Practicing Company Secretary, confirming compliance with the conditions of the Corporate Governance, as stipulated under Regulation 34 of the Listing Regulations, is attached to this Report.

14. RISK MANAGEMENT

The Company has laid down the procedures to inform the Board about the risk assessment and minimization procedures and the Board has formulated Risk Management Policy to ensure that the Board, its Audit Committee and its Executive Management should collectively identify the risks impacting the Company's

business and document their process of risk identification, risk minimization, risk optimization as a part of a risk management policy/ strategy.

15. GENERAL SHAREHOLDERS INFORMATION

ANNUAL GENERAL MEETING:

Date	September 27, 2021
Time	12:00 noon IST
Venue	Since the Annual General Meeting (AGM) is scheduled to be held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company
Financial Year	April 2020 – March 2021
Date of Book closure	From Tuesday, September 21, 2021 to Monday, September 27, 2021 (Both days inclusive)
Dividend Payment Date	No dividend has been recommended or declared for the financial year 2020-21.

Listing on Stock Exchanges:

The Company's shares are listed with the following Stock Exchanges: -

• BSE Limited	Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001
• National Stock Exchange of India Ltd.	Exchange Plaza Bldg., 5 th Floor, Plot No. C- 1, 'G' Block, Bandra- Kurla Complex, Mumbai 400 051

Annual Listing Fees:

Annual listing fees for FY 2021-22 has been paid to BSE and NSE within the stipulated time.

Securities of the Company have not been suspended for trading at any point of time during the year.

Stock Codes

The Company's stock codes on the above stock exchanges are:

	Scrip Code
BSE	500117
NSE	DCW

The ISIN of the Company is INE500A01029 (Fully Paid)

Market price data:

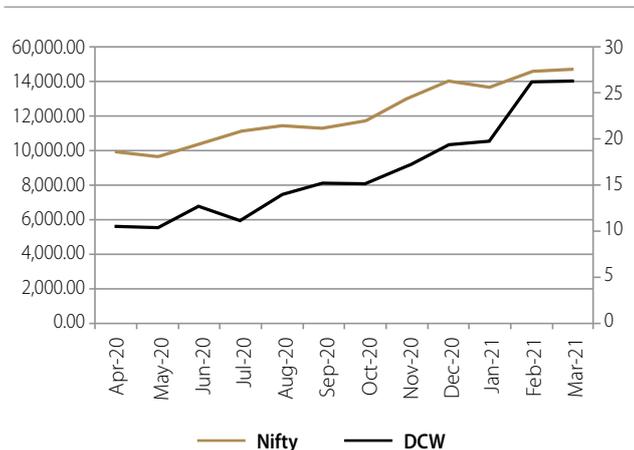
High / Low During each month in last Financial year :

Month / Year	NSE		BSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2020	11.10	07.30	12.20	07.30
May, 2020	11.30	09.25	11.33	09.28
June, 2020	14.20	10.20	14.24	10.19
July, 2020	13.85	10.60	13.89	09.50
August, 2020	16.50	10.85	16.45	10.74
September, 2020	16.35	12.65	16.75	12.73
October, 2020	16.25	13.60	16.25	13.75
November, 2020	17.90	13.75	17.90	13.66
December, 2020	21.65	16.80	21.70	16.86
January, 2021	23.10	18.35	24.60	18.40
February, 2021	27.80	19.25	28.30	19.40
March, 2021	33.10	24.80	33.10	24.75

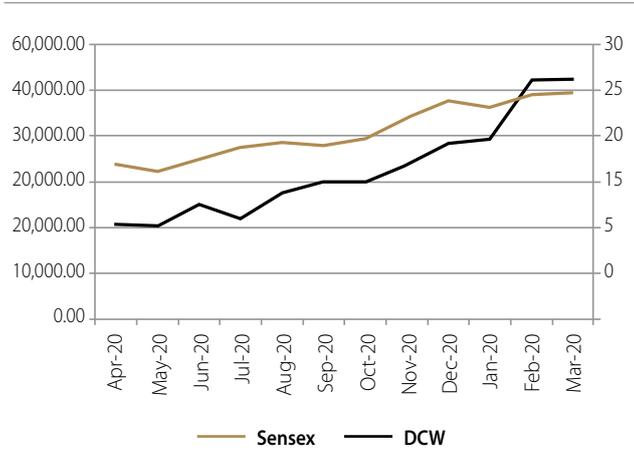
SHARE PRICE PERFORMANCE IN COMPARISON TO BROAD BASED INDICES

NSE Nifty and BSE Sensex based on share price on March 31, 2021

DCW Limited Share Price versus BSE Sensex



DCW Limited Share Price versus NIFTY



Registrar and Share Transfer Agents:

The Company has appointed Bigshare Services Pvt. Ltd., having Registered Office at E-3 Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Mumbai - 400072 and other office at 1st floor, Bharat Tinworks Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai - 400 059 as Registrars and Share Transfer Agents of the Company.

The Company's shares are traded in the Stock Exchanges compulsorily under demat mode.

Share Transfer System:

Transfers in physical form are registered by the Registrar and Share Transfer Agent immediately on receipt of completed documents and certificates are issued within stipulated time. As per directives issued by SEBI, it is compulsory to trade in the Company's equity shares in dematerialized form. With effect from April 1, 2019, transfer of shares in physical form has ceased. Shareholders who had lodged their request for transfer prior to March 31, 2019 and, have received the same under objection can relodge the transfer request after rectification of the documents. Request for transmission of shares and dematerialization of shares will continue to be accepted.

All requests for dematerialisation of shares are processed and the confirmation is given to respective Depositories i.e., National Securities Depository Limited and Central Depository Services (India) Limited, generally within 21 days.

The Company obtains half-yearly certificate from a Company Secretary in Practice to the effect that all certificates have been issued within the period of thirty days of the date of lodgement of the transfer, sub division, consolidation and renewal as required under Regulation 40(9) of SEBI (LODR) Regulations, 2015 and files a copy of the said certificate with the concerned Stock Exchanges.

Distribution of Shareholding as on 31.03.2021 :-

Range	No. of Shareholders	% of Shareholders	Total No. of Shares held	% of Total Capital
1 – 5000	57524	95.6597	36133514	13.8426
5001 – 10000	1345	2.2367	10549920	4.0416
10001 – 20000	612	1.0177	9130351	3.4978
20001 – 30000	237	0.3941	5974668	2.2889
30001 – 40000	85	0.1414	2992085	1.1463
40001 – 50000	58	0.0965	2747086	1.0524
50001 – 100000	109	0.1813	8371499	3.2071
100001 – above	164	0.2727	185131248	70.9233
Total	60134	100.00	261030371	100.00

SHAREHOLDING PATTERN OF DCW LTD AS ON 31/03/2021

Category	Number of Shares	% of Holding
A. PROMOTER AND PROMOTER GROUP		
Individuals/Hindu undivided Family	64098427	24.56
Bodies Corporate	57947740	22.20
Total A	122046167	46.76
B. PUBLIC		
I Institution		
Mutual Funds	11005	0.00
Venture Capital Funds	0	0
Alternate Investment Funds	0	0
Foreign Venture Capital Investors	0	0
Foreign Portfolio Investors	15596586	5.98
Financial Institutions/ Banks	44515	0.02
Insurance Companies	0	0
Provident Funds/ Pension Funds	0	0
Any Other (FI'S)	11500	0.00
Sub-Total B(I)	15663606	6.00
II Central Government/ State Government(s)/ President of India	0	0
Sub-Total B(II)	0	0
III. Non-institutions		
Individuals-		
i. Individual shareholders holding nominal share capital up to ₹ 2 lakhs.	63935813	24.49
Individuals –		
ii. Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs.	35394367	13.56
NBFCs registered with RBI	11800	0
Other (Bodies Corporate, Clearing Members, HUF, NRI)	23978618	9.19
Sub-Total B(III)	123320598	47.24
Total Public Shareholding B=(B)(I)+(B)(II)+(B)(III)	138984204	53.24
Total (A+B)	261030371	100.00

Dematerialisation of Shares and Liquidity

25,89,29,641 Equity Shares of the Company's held by 57258 Shareholders comprising 99.20% of the paid up Share Capital have been dematerialized up to March 31, 2021. Trading in equity shares of the Company is permitted only in dematerialized form as per notification issued by SEBI.

To enable us to serve our shareholders better, we have requested to the Members whose shares are in physical mode to dematerialize such shares and to update their bank accounts and e-mail ids with their respective DPs.

Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity as on March 31, 2021

The Company does not have any outstanding GDRs/ ADRs/ Warrants as on March 31, 2021. However the Company has allotted 6,000 rated, unlisted, secured, Optionally Convertible Debentures (OCDs) having face value of ₹ 1,00,000/- each on March 05, 2021 which shall be converted within a period of 18 months from the date of allotment.

The said OCDs, after such conversion, will not have any impact on the equity as of March 31, 2021.

Disclosure of commodity price risk or foreign exchange risk and hedging activities.

The Company is exposed to commodity price on coal. To overcome commodity Risk, Company generally

enters into Supply Agreement for supply of coal over a period of 6-9 months wherein commodity price risk is to Supplier's account. The Company also is exposed to Foreign Exchange risk on import of raw material like VCM, Coal etc. Company does hedging transactions generally by way of Forward Contract/derivatives on actual user basis.

Plant Location :

Soda Ash Division	Dhrangadhra – 363 315,Gujarat
Caustic Soda Division PVC Division CPVC Division SIOF Division	Arumuganeri P.O., Sahupuram – 628 202, Tamil Nadu.
Salt Works	Kuda, Gujarat and Arumuganeri P.O., Sahupuram – 628 202, Tamil Nadu

Address for correspondence:

Head Office DCW Limited, Nirmal, 3 rd floor, Nariman Point, Mumbai - 400 021 Ph: +91-22-2287 1914 Fax: +91-22-2202 8838 Email: legal@dcw ltd.com	Registrar and Transfer Agent Bigshare Services Private Limited 1 st Floor, Bharat Tinworks Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai - 400 059. Tel.: 91- 22 – 62638200 / 62638236 Fax.: 91-22-62638299 Email: investor@bigshareonline.com
Investors' complaints may be addressed to: Mr. Dilip Darji General Manager (Legal) & Company Secretary DCW Limited Nirmal, 3 rd Floor,, Nariman Point, Mumbai – 400 021 Ph: +91-22-2287 1914 Fax: +91-22-2202 8838 Email: legal@dcw ltd.com Debenture Trustee Catalyst Trusteeship Limited (Erstwhile GDA Trusteeship Limited) Windsor, 6 th Floor, Office No. 604, C.S.T. Road, Kalina, Santacruz (East), Mumbai - 400098 Ph: 022-49220509 Fax: 022-49220505 Vistra ITCL (India) Limited IL & FS Financial Centre Plot No. C - 22, G Block, Bandra Kurla Complex, Bandra East, Mumbai - 400051 Ph: 022 26593358	Nodal Officer: IEPF Contact Details Mr. Pramod Kumar Jain Chairman & Managing Director Deputy Nodal Officer: Mr. Dilip Darji General Manager (Legal) & Company Secretary DCW Limited Nirmal, 3 rd floor, Nariman Point, Mumbai – 400 021 Ph: +91-22-2287 1914 Fax: +91-22-2202 8838 Email: legal@dcw ltd.com

Designated e-mail id for investor services

To serve the investors better and as required under Regulation 46(2)(j) of the Listing Regulations, the Company has a dedicated e-mail address for investor complaints: legal@dcwlt.com which is continuously monitored by the Company's Compliance Officer.

For queries on Annual Report: legal@dcwlt.com

For queries in respect of shares in physical mode: investor@bigshareonline.com.

Nomination Facility

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

Members holding shares in electronic form may obtain Nomination forms from their respective DPs.

Members holding shares in single name are especially advised to make nomination in respect of their shareholding in the Company and for cancellation and variation of nomination, if they are desirous of doing so.

Change in Particulars

Members are advised to ensure that details with regard to their address, bank details, email ids, nomination and power of attorney are updated regularly with the RTA/DP.

Updation of bank details for remittance of dividend/cash benefits in electronic form

SEBI vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 ("Circular") to all listed companies requires them to update bank details of their shareholders holding shares in demat mode and/or physical form, to enable usage of the electronic mode of remittance i.e., National Automated Clearing House ("NACH") and National Electronic Fund Transfer ("NEFT"), for distributing dividends and other cash benefits to the shareholders.

The Circular further states that in cases where either the bank details such as Magnetic Ink Character Recognition ("MICR") and Indian Financial System Code ("IFSC"), amongst others, that are required for making electronic payment are not available or the electronic payment instructions have failed or have been rejected by the Bank, the Companies or its RTA may use physical payment instruments for making cash payments to the investors. Companies shall mandatorily print the bank account details of the investors on such payment instruments.

Regulation 12 of the Listing Regulations allows the Company to pay dividend by cheque or 'payable at par' warrants, where payment by electronic mode is not possible.

Shareholders may kindly note that payment of dividend and other cash benefits through electronic mode has many advantages like prompt credit, elimination of fraudulent encashment/delay in transit and more.

They are requested to opt for any of the above mentioned electronic modes of payment of dividend and other cash benefits and update their bank details:

In case of holdings in dematerialised form - By contacting their DP and giving suitable instructions to update the bank details in their demat account. In case of holdings in physical form - By informing the Company's RTA i.e. Bigshare Services Private Limited through a signed request letter with details such as their Folio No(s), Name and Branch of the Bank in which they wish to receive the dividend, the Bank Account type, Bank Account Number allotted by their banks after implementation of Core Banking Solutions ("CBS") the 9 digit MICR Code Number and the 11 digit IFS Code. This letter should be supported by a cancelled cheque bearing the name of the first shareholder.

Reconciliation of Share Capital Audit Report

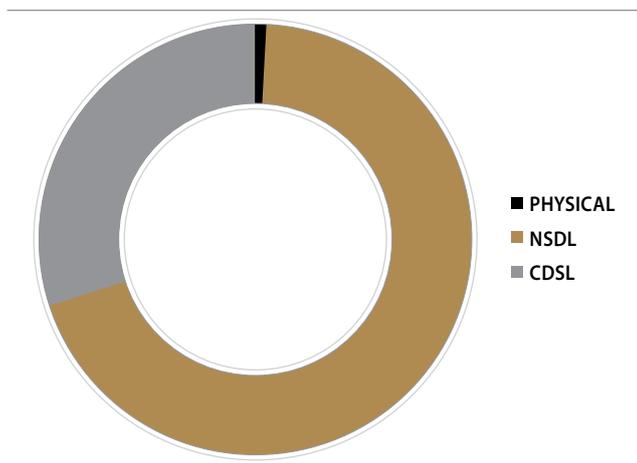
As stipulated by SEBI, a qualified Practicing Company Secretary carries out an audit to reconcile the total admitted capital with NSDL, CDSL & the Physical Shares and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the Company's shares are listed. The audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialised form (held with NSDL and CDSL) and total number of shares in physical form.

Bifurcation of 26,10,30,371 Equity Shares in physical and Electronic mode as on March 31, 2021 is given below:

Bifurcation of the Equity Shares

Category	No. of Shareholders	No. of shares	Percentage %
PHYSICAL	2,876	21,00,730	0.80
NSDL	27,879	180,76,24,22	69.25
CDSL	29,379	18,07,62,422	29.95
TOTAL	60,134	26,10,30,371	100.00

Bifurcation of the category of shares in physical and Electronic mode as on March 31, 2020



CREDIT RATING:

India Rating & Research Private Limited has assigned the below credit ratings for the financial facilities of the Company:

Financial Facilities	Rating/Outlook
Proposed non-convertible debentures (NCDs)	IND BBB/ Positive
Proposed optionally convertible debentures (OCDs)	IND BBB/ Positive
Term loan	IND BBB/ Positive
NCD	IND BBB/ Positive
Fund-based working capital limits	IND BBB/ Positive/IND A3+
Non-fund-based working capital limits	IND A3+

16. DISCLOSURES IN RELATION TO SEXUAL HARASSMENT AT WORKPLACE

The disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are given as under:

- a. Number of complaints filed during the financial year- Nil
- b. Number of complaints disposed of during the financial year- Nil
- c. Number of complaints pending as on end of the financial year- Nil

17. OTHER DISCLOSURES

1. Disclosures on materially Significant Related Party Transaction that may have potential Conflicts with the interests of Listed Entity at large:

During the year, there were no materially significant Related Party Transactions that may have potential conflict with the interest of the Company at large. Suitable Disclosures as required by the Indian Accounting Standard (IndAS-24) has been made in the notes to the Financial Statements.

2. Web-link where policy on dealing with related party transactions is disclosed at <http://www.dcwlimited.com/pdf/policy/policy.zip>
3. The Company does not have any material subsidiary as defined under the Listing Regulations.
4. The Company has complied with the requirements of Schedule V of the Listing Regulations.
5. Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:

F.Y. 2020-21

No penalties have been imposed or strictures passed against the Company by the stock exchanges, the Securities and Exchange Board of India or any statutory authority on any matter related to capital markets during the F.Y. 2020-21. However SEBI vide letter bearing Reference number SEBI/HO/CFD/DIL1/OW/14251/P/2020 dated September 03, 2020 has issued warning letter to the Company and its Company Secretary and advised them to be more careful in the future.

F.Y. 2019-20

Pursuant to Regulation 163 (2) of SEBI (ICDR) 2018 - The issuer shall place a copy of certificate of its Statutory Auditors before the General Meeting of the shareholders considering the proposed preferential issue, certifying that the issue has being made in accordance with the requirements of these regulations. The Company did not place such certificate before the shareholders in the General Meeting held on July 29, 2019 for considering the proposed preferential issue. However, the Company had placed the Auditor's Certificate before the shareholders of the Company at its Extra Ordinary General Meeting ("EOGM") held on February 27, 2020 which has been duly adopted/ratified by the shareholders of the Company in the said Meeting.

F.Y. 2018-19

During the year, NSE and BSE imposed a fine of ₹ 5,000 each/- for non-compliance of the requirement of Regulation 33 of the Listing Regulations. The same has been paid by the Company.

6. Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof:

During the financial year, there was no instance, where the board had not accepted any recommendation of any committee of the board which is mandatorily required.

- 7 Vigil Mechanism / Whistle Blower Policy:
In terms of the provisions of Section 177(9) & (10) of the Companies Act, 2013, the Company has established a Vigil Mechanism for its Directors and Employees to report genuine concerns about

unethical behaviour of suspected fraud or violation of the Company's Code of Conduct by Directors/ Employees. The Audit Committee oversees the Vigil Mechanism. Vigil Mechanism has been disclosed by the Company on its website. It is affirmed that no personnel has been denied access to the Audit Committee during the Financial Year 2020-21.

8. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):-

During the year, the Company has not raised any fund through preferential allotment or qualified institutions placement of Equity Shares. However, the Company has issued Optionally Convertible Debentures and Non-Convertible Debentures, as detailed in the Boards' Report.

9. Details of compliance with Mandatory requirements and adoption of non-mandatory requirements:

During the Financial Year 2020-21, the Company has complied with all the mandatory requirements as specified in the Listing Regulations.

10. The Company is in compliance with the Corporate Governance requirements specified in Regulations 17 to 27 and clause (b) to (i) of sub regulation (2) of 46 of the Listing Regulations as applicable with regard to Corporate Governance.

11. The Company has issued formal appointment letters to all Independent Directors and the appointments of Independent Directors are in compliance with Regulation 25(1) and (2) of the Listing Regulations.

12. Management Discussion and Analysis is annexed to the Board's Report to the Members and forms part of the Annual Report.

13. **Total fees paid to statutory auditors**

Details of total fees for all services paid or payable by the Company during the Financial Year 2020-21, to the Statutory Auditor and all entities in the network firm/ network entity of which the statutory auditor is a part is as under:

- (i) Audit Fees ₹ 15 lakhs
- (ii) Tax Audit fees ₹ 5 lakhs
- (iii) Fees for Other Services (including limited reviews) ₹ 10.15 lakhs

14. DISCRETIONARY REQUIREMENTS

The Company has adopted the below specified non-mandatory requirements in terms of Regulations 27(1) of SEBI (LODR) Regulations, 2015

i. The Board

At present, there is no separate office in the Company for use of Chairperson nor any expenditure reimbursed in performance of his duty.

ii. Shareholders Rights

Half yearly financial results including summary of the significant events are presently not being sent to shareholders of the Company.

iii. Audit Qualifications

During the year under review, the Statutory Auditors' Report and Secretarial Auditor's Report contains the remarks as detailed in their respective reports which forms part of Annual Report.

The Company continues to adopt best practices to ensure a regime of financial statements with unmodified audit opinion.

iv. Reporting of Internal Auditors

The Company has appointed M/s. PKF Sridhar and Santhanam LLP, Chartered Accountants, as Internal Auditors to do Internal Audit of its Head Office, Works and other offices of the Company. Internal Auditor reports directly to the Audit Committee of the Board.

18. DETAILS OF CORPORATE POLICIES/ CODES

Particulars	Web Links
Corporate Social Responsibility and Sustainability Policy	http://www.dcwLtd.com/pdf/policy/policy.zip
Policy on determination of Material Subsidiaries	http://www.dcwLtd.com/pdf/policy/policy.zip
Vigil Mechanism Policy	http://www.dcwLtd.com/pdf/policy/policy.zip
Code of Conduct	http://www.dcwLtd.com/pdf/policy/policy.zip
Related Party Transaction Policy	http://www.dcwLtd.com/pdf/policy/policy.zip
Familiarization programme of Independent Directors	http://www.dcwLtd.com/pdf/policy/policy.zip
Nomination & Remuneration Policy	http://www.dcwLtd.com/pdf/policy/policy.zip

DECLARATION ON COMPLIANCE WITH THE COMPANY'S CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

I, hereby, confirm and declare that in terms of Regulation 26(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the "Code of Conduct for the Board of Directors and the Senior Management Personnel", for the Financial Year 2020-21.

Sd/-

Amitabh Gupta

Chief Executive Officer

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE REPORT

To
The Members of
DCW Limited
DHRANGADHRA GJ 363315

We have examined the compliance of conditions of Corporate Governance by **DCW Limited** for the year ended on **March 31, 2021**

We certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 and clause (b) and (i) of Regulation 46 and Para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

Managements Responsibility

The Compliance of conditions of Corporate Governance is responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring Compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Opinion

Based on our examination of the relevant records and according to the information and explanations provided to us and the representation provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clause (b) and (i) of Regulation 46 and Para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2021.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restriction on Use

The certification is addressed to and provided to the members of the Company solely for the purpose to enable the Company to comply with requirement of aforesaid Regulations, and should not be used by any other person for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **S. K. Jain & Co**

Sd/-

Dr. S. K. JAIN

Practicing Company Secretary

FCS No.:1473

C P No.: 3076

UDIN: F001473C000349117

Place : Mumbai
Date : May 21, 2021

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(PURSUANT TO REGULATION 34(3) AND SCHEDULE V PARA C CLAUSE (10)(I) OF
THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)

To
 The Members of
DCW Limited
 DHRANGADHRA GJ 363315

I have examined the relevant Registers, Records, Forms, Returns and disclosures received from the Directors of **DCW Limited**, having **CIN L24110GJ1939PLC000748** and having registered office at **DHRANGADHRA GUJRAT 363315** (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment
1	Mr. Pramodkumar Shriyansprasad Jain	00380458	01/04/1969*
2	Mr. Bakul Premchand Jain	00380256	27/07/2011*
3	Mr. Vivek Shashichand Jain	00502027	01/03/2014
4	Mr. Mudit Sharadkumar Jain	00647298	06/08/2012
5	Mr. Salil Kapoor	02256540	23/10/2013
6	Mr. Mahesh Vennelkanti	03633359	28/06/2019
7	Mrs. Sujata Rangnekar Santosh	06425371	31/10/2012
8	Mr. Krishnamoorthy Krishnan	08129657	22/05/2018

* The above date of appointment of Mr. Pramod Kumar Jain and Mr. Bakul Jain are as per master data of the Company maintained on MCA portal. However as per Corporate Governance Report of the Company available on BSE and NSE portal, the actual date of appointment of Mr. Pramod Kumar Jain and Mr. Bakul Jain are 01/04/1992 and 01/11/1996 respectively.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company..

For **S. K. Jain & Co**

Sd/-

Dr. S. K. JAIN

Practicing Company Secretary

FCS No. 1473

C P No.: 3076

UDIN: F001473C000348811

Place: Mumbai
 Date : May 21, 2021

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POSITIVE TRANSFORMATION

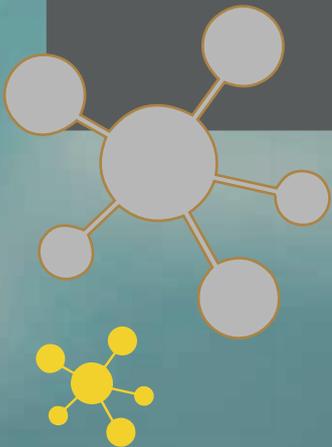
Becoming a strong engine for
Value Creation.





STATUTORY REPORTS

BUSINESS RESPONSIBILITY REPORT



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Business Responsibility Report

INTRODUCTION:

At DCW Limited, sustainability is viewed as environmental and social responsibility, which allows the Company to deliver on stakeholder expectations. We continue to communicate our obligations and performance to all our stakeholders through our Business Responsibility Report (BRR).

We believe in maintaining the legacy of responsible business and keeping the community as one of the prominent purposes of our existence. Over the decades, we have remained focussed on the efficient deployment of resources – people, processes, and materials for the production of our products. As a responsible corporate citizen, we continue to actively engage with all our stakeholders to drive the growth for all.

This report conforms to the Business Responsibility Reporting (BRR) requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015) and the National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs (MCA), Government of India.

SECTION A: General Information about the Company:

1	Corporate Identity Number (CIN)	L24110GJ1939PLC000748
2	Name of the Company	DCW Limited
3	Registered address	Dhrangadhra - 363315, Gujarat
4	Website	www.dcwlimited.com
5	E-mail id	legal@dcwlimited.com
6	Financial Year reported	April 1, 2020, to March 31, 2021
7	Sector(s) that the Company is engaged in (industrial activity code- wise)	Inorganic / Petro Chemicals

Caustic Soda	20122
Soda Ash	20122
PVC Resin	21131
C-PVC	21131
SIOP	20114

8 List three key products/services that the Company manufactures/ provides (as in balance sheet)

Caustic Soda	20122
Soda Ash	20122
PVC Resin	21131
C-PVC	21131
SIOP	20114

9 Total number of locations where the Company undertakes a business activity
 a. Number of International Locations (Provide details of major 5)
 b. Number of National Locations

Not Applicable

The Head Office of the Company is situated at:
 3rd Floor, Nirmal Building, Nariman Point,
 Mumbai – 400021

The Branch Office of the Company is situated at:
 Indra Palace, 1st Floor, H-Block, Connaught Circus,
 New Delhi - 110 001

The Manufacturing Plants of the Company are located at:

- Sahupuram, Tamilnadu, India
- Dhrangadhra, Gujarat, India

10 Markets served by the Company-Local/State/National/ International	The Company serves Local/State/National and International markets.
--	--

SECTION B: Financial Details of the Company as on March 31, 2021

1 Paid-up Capital (₹)	52,20,60,742
2 Total Turnover (₹ in Lakhs)	146426.17
3 Total profit/(loss) after taxes (₹ in Lakhs)	379.31
4 Total Spending on Corporate Social Responsibility (CSR) as a percentage of profit after tax (%)	Since the average net profit of the Company for the last three financial years is negative, the Company is not required to spend any amount for the CSR Activity. However, owing to business responsibility, the Company has voluntarily spent ₹ 63.77/- Lakhs for the CSR Activities.
5 List of activities in which Corporate Social Responsibility (CSR) expenditures have been incurred	For detail refer CSR Report annexed to the Board's Report.

SECTION C: Other Details

1 Does the Company have any subsidiary company/ companies?	No
2 Do the subsidiary company/ companies participate in the BR initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	Not Applicable
3 Do any other entity/entities (e.g. suppliers, distributors, etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30- 60%, more than 60%]	In most of the cases, BR initiatives are carried out by the Company directly. All the stakeholders who have formal business arrangements with the Company, including the Government, our customers, our suppliers, our distributors, our contractors and others are indirectly participating in the BR initiatives. However, it is difficult to establish the extent to which their support facilitates our BR initiatives. Further, we do not mandate our stakeholders to participate in the Company's BR initiatives; however, the Company encourages its stakeholders to undertake sustainability and CSR initiatives.

SECTION D: BR Information

1. Details of Director/Directors responsible for BR

a) Details of the Director/Director responsible for the implementation of the BR policy/policies

1	DIN Number	00380458
2	Name	Pramodkumar Shriyansprasad Jain
3	Designation	Chairman and Managing Director

b) Details of the BR head

1	DIN Number (if applicable)	00380458
2	Name	Pramodkumar Shriyansprasad Jain
3	Designation	Chairman and Managing Director
4	Telephone number	022-22871914
5	e-mail id	legal@dcwltd.com

2. Principle-wise (as per NVGs) BR Policy/policies

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business ('NVGs') released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These are briefly as under:

-
- P1 Businesses should conduct and govern themselves with Ethics, Transparency and Accountability
 - P2 Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle
 - P3 Businesses should promote the well-being of all employees
 - P4 Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised
 - P5 Businesses should respect and promote human rights
 - P6 Businesses should respect, protect and make efforts to restore the environment
 - P7 Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner
 - P8 Businesses should support inclusive growth and equitable development
 - P9 Businesses should engage with and provide value to their customers and consumers in a responsible manner
-

(a) Details of compliance as per principles by NVGs (reply in y/n)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have a policy/policies for	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy been formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	Does the policy conform to any national/ international standards? If yes, specify? (50 words)	All the policies of the Company have been formulated conforming to applicable statutes/guidelines/ rules/policies etc. issued by the Government of India. These policies were formulated, keeping in view industry practices and standards.								
4.	Has the Board approved the policy? If yes, has it been signed by MD/Owner/CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5.	Does the Company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy	Y	Y	Y	Y	Y	Y	Y	Y	Y
6.	Indicate the link for the policy to be viewed online	Wherever applicable, the policies of your Company is available on the Company's website at the link: http://www.dcwLtd.com/pdf/policy/policy.zip								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8.	Does the Company have an in- house structure to implement the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9.	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10.	Has the Company carried out an independent audit/ evaluation of the working of this policy by an internal and external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y

(b) If the answer to the question at serial number 1 against any principle is 'No', please explain why. – Not Applicable

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The Company has not understood the Principles									
2	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3	The Company does not have financial or manpower resources available for the task									Not Applicable
4	It is planned to be done within the next six months									
5	It is planned to be done within the next year									
6	Any other reason (please specify)									

3. Governance related to BR

1	Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within three months, 3-6 months, annually, more than one year	The BR performance of the Company under various principles is assessed at least once a year at various Board and Committee Meetings.
2	Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently is it published?	Yes, The Company publishes a Business Responsibility Report in the Annual Report. The hyperlink to view the Annual Report is http://www.dcwLtd.com/annualreports.php .

SECTION E: Principle-Wise Performance

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

1. Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs / Others?

The Company adheres to the highest level of ethical business practices as articulated by its Code of Conduct to achieve its objectives with integrity. The policy relating to ethics, bribery and corruption is duly covered under the Code of Conduct of the Company. This policy is applicable to Directors and Officers.

Furthermore, the Company also encourages all its stakeholders including suppliers and contractors, service providers and their employees to adhere to this policy.

The Company has also adopted a Whistle Blower Policy to provide the employees of the Company a mechanism to raise concern with respect to any unlawful or unethical activity, fraud or violation of law.

2. How many stakeholder complaints have been received in the past financial year, and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

During the last financial year, no complaints were received from any of the Company's stakeholders on ethics, transparency and accountability.

Principle 2: Businesses should provide goods and services that are safe and contribute throughout their life cycle

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

The Company is engaged in the business of manufacturing:

1) Soda Ash:

Soda Ash, also known as sodium carbonate, is a white, anhydrous, powdered or granular substance with the chemical formula Na₂CO₃. Soda Ash is an essential raw material used in the manufacturing of glass, detergent chemicals, and other industrial products. Multiple factors currently drive the global Soda Ash market. The primary driver is the thriving construction and automobile market, which increases the demand for Soda Ash in the manufacture of flat glass. Another major factor is the demand for soaps and detergents, especially in developing nations, due to the rising standard of living and hygiene consciousness. The use of Soda Ash has witnessed a boost in demand owing to use in waste-water treatment by the governments of several countries in the past few years. Rising application of Soda Ash in dyes, detergents, fertilisers, and colouring agents is anticipated to drive the next leg of growth for Soda Ash.

Moreover, government initiatives such as the promotion of small and medium scale Sodium Bicarbonate and the Ammonia processing industries near Soda Ash manufacturing units would further contribute to the growth of the Soda Ash demand in the country. India already has the advantage in terms of production of Soda Ash, owing to the abundance of raw material for the production of Soda Ash. These factors are expected to contribute to the growth of the Soda Ash market in the country.

2) Caustic Soda

Caustic Soda (sodium hydroxide) is a versatile alkaline chemical. Its main applications are in the manufacture of pulp and paper, alumina, soap and detergents, petroleum products, and chemical production. Other applications include water treatment, food, textiles, metal processing, mining, glass making, and others. Key growth drivers for the Caustic Soda market are its use in the production of alumina, the pulp and paper, and industry and the textile industry. These sectors contribute to the largest market share of the Caustic Soda consumption market and hence directly affect the production market. The continued demand for alumina, paper, and textiles due to the increasing population, growth in the automobile and construction industry, and improving economic scenario will pose as growth drivers for the Caustic Soda market.

With the general increase in awareness for water conservations, waste management, and the general scare of running out of potable water, the Caustic Soda is also expected to see a growth in the water purification and waste management Industry. Moreover, expanding textile, paper, and metallurgical applications is further expected to propel the Indian Caustic Soda market in the coming years.

3) PVC

PVC is strong and lightweight, durable to weathering, rotting, chemical corrosion and abrasion, versatile, and easy to use, as it can be cut, shaped, welded, and joined in any style. Such characteristics make it an ideal option for many applications, such as pipes, windows, flooring, and roofing. Global demand for PVC has seen a steady increase over the last decade, and energy efficiency drives promise to push demand even higher. The demand for PVC is highest in Asia, where more than 65% of global PVC demand stems from, with China driving the majority of the demand. In developed countries such as Japan, the demand has largely stabilised, but the growing economies

and large populations of developing countries such as India and China have huge consumption potential.

The surge in the demand for pipes in the irrigation sector, building sector, and construction sector has been the major demand driver for the India PVC market. Furthermore, the increased focus of the Government on rural water management and agriculture irrigation has supported the demand growth for PVC in India.

The product's thermoplastic characteristics allow it to be recycled, thus making it environment-friendly as compared to other plastics. Growing awareness among people regarding plastic recycling and government initiatives for promoting sustainable manufacturing practices will create lucrative opportunities for the overall industry growth

4) C-PVC

C-PVC is a speciality polymer made by chlorination of PVC. C-PVC is inherently inert to acids, bases, salts, and aliphatic hydrocarbons, all of which tend to eat away the metals. It is this inherent chemical resistance, coupled with its temperature and pressure resistance, that enables its use in a variety of industrial and commercial applications. C-PVC is used in a variety of industries, including construction, chemical, electrical & electronics, healthcare, and material handling equipment. Never-ending and ever-growing demand for safe and reliable pipe & fitting solutions in commercial and residential buildings will be a major factor boosting product demand in the coming years.

5) SIOP

Synthetic red iron oxide have become increasingly important due to their pure hue, consistent properties, and tinting strength. Single-component forms are mainly produced with red, yellow, orange and black colours. Their composition corresponds to that of minerals hematite, goethite, lepidocrocite, and magnetite.

The building materials industry is the biggest user of Iron Oxide Pigments. Uses include colouring concrete and mortar because of their good dispersability and good tinting strength. They are extensively used in the manufacture of Paving Blocks, Chequered Tiles, Designer Tiles, Stamped Concrete etc.

Paints industry is the second largest user of Iron Oxide Pigments. Most paint applications require use of micronized and dispersible grades of pigments to

get optimum colouring effects and maintain paint film strength.

Pigments are also used in Plastics needing high purity, tinting strength, high heat resistance and good dispersibility.

2. For each such product, provide the following details in respect of resource use (energy, water, raw material, etc.) per unit of product (optional):

(a) Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain?

Being a manufacturer company, there is a need for resources – energy, water, raw materials etc. in our operations. We, therefore, recognise the impact of our operations on the environment and adopt various strategies to minimise our resources use in all our processes.

(b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

The Company has taken appropriate measures to cut down wastage of energy, materials and consumption in all phases of its operations. The Company aims to source and make use of quality raw materials considered safe for usage.

3. Does the Company have procedures in place for sustainable sourcing (including transportation)?

(a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

Yes, the Company has enforced standard operating procedures for sourcing quality material, which results in cost- effective deliveries.

4. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?

(a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

Yes, the Company engages regional and local suppliers for sourcing any products and services. Sharing more business opportunities with them has led to an improvement in their capacities. Over the years, the Company has promoted local contractors and service providers and provides them with opportunities. Additionally, the Company has also promoted skills

and livelihood development in the neighbouring community through various training and community development programmes.

5. Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%)? Also, provide details thereof, in about 50 words or so.

Yes, the Company have a mechanism to recycle products and waste. The products manufactured by the Company undergoes various processes, and it is ensured that scrap/ waste generation is minimum. The focus of the Company is to recycle waste/ scrap. The Company recycles materials wherever it is used within the Company and the scrap/ waste so generated cannot be recycled are sold to approved vendors for disposal as per the applicable guidelines. The Company also follows Waste Management Rules, as prescribed by the respective pollution control board where the units are located.

Principle 3: Businesses should promote the well-being of all employees (Details as on 31.03.2021)

- 1. Please indicate the total number of employees:**
1740 employees in DCW Limited as on March 31, 2021
- 2. Please indicate the total number of employees hired on a temporary/contractual/casual basis:**
69 contractual employees in DCW Limited as on March 31, 2021
- 3. Please indicate the number of permanent women employees:**
9 women employees in DCW Limited as on March 31, 2021
- 4. Please indicate the number of permanent employees with disabilities:**
3 permanent employees are with physical disabilities
- 5. Do you have an employee association that is recognised by management?**
Yes, 7 Unions at plant locations i.e. at 2 at Dharangadhra and 5 at Sahupuram
- 6. What percentage of your permanent employees are members of this recognised employee association?**
100% - Workmen Category at the Factory Sites
- 7. Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.**

No.	Category	Number of complaints filed during the financial year	Number of complaints pending as on the end of the financial year
1	Child labour/forced labour/ involuntary labour	Nil	Nil
2	Sexual harassment	Nil	Nil
3	Discriminatory employment	Nil	Nil

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?

- (a) Permanent Employees: 42.47%
- (b) Permanent Women Employees: 100%
- (c) Casual/Temporary/Contractual Employees: 22.58%
- (d) Employees with Disabilities: Nil

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised

1. Has the Company mapped its internal and external stakeholders?

Yes, the Company has mapped its internal and external stakeholders.

2. Out of the above, has the Company identified the disadvantaged, vulnerable & marginalised stakeholders?

Yes, the Company has identified and is responsible for the needs of all its stakeholders, especially those who are disadvantaged, vulnerable and marginalised. The Company conducts various CSR activities for these disadvantaged, vulnerable and marginalised stakeholders. Refer to the CSR section of the report for complete details.

3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalised stakeholders? If so, provide details thereof, in about 50 words or so.

Yes, the Company took the initiative towards the benefit of disadvantaged, vulnerable and marginalised stakeholders such as eradicating hunger, poverty and malnutrition, promoting preventive health care, promoting education including special education and employment enhancing vocation skills, ensuring environmental sustainability, ecological balance, agroforestry, conservation of natural resources, ecology balances, protection of natural

heritage, art and culture, measures of the benefit of the armed forces, training to promote rural sports etc. The Company's drive towards Corporate Social Responsibility is aimed towards making a purposeful change in the lives of its stakeholders.

Principle 5: Businesses should respect and promote human rights

1. Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/Others?

The Company does not have a specific policy only on human rights. However, aspects of the same have been covered in the Code of Conduct and The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, which cover only the Company.

2. How many stakeholder complaints have been received in the past financial year, and what per cent was satisfactorily resolved by the management?

During the year under review, the Company has not received any complaints from any stakeholders pertaining to human rights.

Principle 6: Business should respect, protect, and make efforts to restore the environment

1. Does the policy related to Environment Protection cover only the Company or extends to the Group/ Joint Ventures/ Suppliers/ Contractors/NGOs/ others?

The Company values the long term benefits adhering to environmental best practices and is committed to respect, protect and make efforts to restore the environment. The Company encourages to practice the environment health practices across the organisation and also to its contractors, suppliers and others. The Company also have in place the policy related to CSR.

2. Does the Company have strategies/ initiatives to address global environmental issues such as climate

change, global warming, etc.? Y/N. If yes, please give hyperlink for webpage etc.

Yes, the Company has proactively taken several initiatives to create a positive impact on the environment. Refer to the CSR section of the report for complete details.

3. Does the Company identify and assess potential environmental risks? Y/N

Yes, the Company identify and assess potential environmental risk.

4. Does the Company have any project related to the Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?

Yes, the manufacturing units at various locations do comply with the relevant guidelines of the respective Pollution Control Board, and the required compliance reports are filed regularly.

5. Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc.? Y/N. If yes, please give hyperlink for web page etc.

Yes, the Company has taken various initiatives towards energy efficiency and use of renewable energy. Refer to the CSR Section and Information on Conservation of Energy section of the Board's Report.

6. Are the Emissions/Waste generated by the Company within the permissible limits are given by CPCB/SPCB for the financial year being reported?

Yes, the emissions/waste generated by the Company is within the permissible limits given by CPCB/SPCB.

7. The number of show cause/legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on the end of Financial Year.

The Company has not received any show cause/legal notices from CPCB /SPCB in FY2020-21.

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

1. Is your Company a member of any trade and chamber or association? If Yes, name only those major ones that your business deals with:

Yes,

The Company is a member of AMAI, Delhi; FIEO; CAPEXIL; CHEMEXIL; Tamilnadu Chamber of Commerce & Industry, Madurai and Indian Chamber of Commerce & Industry, Thoothukudi.

2. Have you advocated/lobbied through the above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (dropdown: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

No

Principle 8: Businesses should support inclusive growth and equitable development

1. Does the Company have specified programmes/ initiatives/projects in pursuit of the policy related to Corporate Social Responsibility? If yes, details thereof.

Yes, the Company follows an integrated approach towards development programs and follows the policy of Sustainable Development, participatory approach. Social development is an essential aspect of the Company's operations and it has devised its crucial thrust areas in line with the requirements of Schedule VII to the Companies Act, 2013. The Corporate Social Responsibility (CSR) Committee formed by the Board of Directors of the Company oversees the implementation of various initiatives. The Company takes appropriate guidance from the Committee to undertake and discharge its social responsibilities. The details of the Company's CSR initiatives have been provided in the CSR Report.

2. Are the programmes/projects undertaken through in-house team / own foundation / external NGO / government structures / any other organisation?

The Company undertakes these projects directly or through Trust/NGOs (as and when required).

3. Have you done any impact assessment of your initiative?

Impact assessment is a critical element of all our projects, and all our initiatives are assessed against identified project deliverables. Impact Assessment is carried out by the Company/CSR Committee. Based on this, the Company appropriately intervenes to make social responsibility initiatives more effective.

4. What is your Company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken.

The Company has spent an amount of ₹ 63.77 lakhs in various CSR activities during the year 2020-21. The details of the amount incurred and areas covered are given in Annexure to the report on Corporate Social Responsibility forming part of the Board's Report.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

Yes, the community is our key stakeholder and we believe that the development of the community is only possible through engagement and partnership from all the stakeholders. The Company has a process of engaging with the local community to understand their concerns. The CSR interventions are carried out on a need-based approach, which is developed after consultations with the local community to ensure that they adopt the activities. The projects are also continuously monitored and evaluated to measure impact.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner

1. What percentage of customer complaints/consumer cases are pending as at the end of the financial year.

None, the Company is extremely responsive and perceptive towards the concerns of customers and consumers. These are taken up by the Company and resolved on an immediate basis.

2. Does the company display product information on the product label, over and above what is mandated

as per local laws? Yes/No/N.A. /Remarks (additional information)

Apart from the general information with regards to its product, the Company also provides information on its product as per customer specific, if required.

3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on the end of the financial year? If so, provide details thereof, in about 50 words or so.

No, the Company understands that consumers are its most important stakeholders. It never indulges in any anti-competitive behaviour, and it remains committed to protecting the interest of all stakeholders in a legally compliant manner with high ethical standards. There is no anti-competitive, abuse of dominant position or unfair trade practices case pending against the Company

4. Did your Company carry out any consumer survey/ consumer satisfaction trends?

Feedback is a continuous process of our operations. The Company takes input from its customers regarding the product quality and for continual improvement and identify scope and future opportunities to increase customer value.

For and on behalf of the Board of Directors

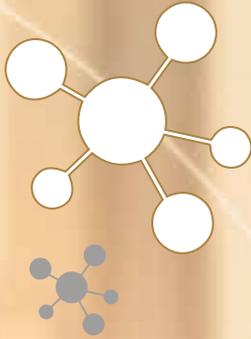
Sd/-

Pramodkumar Jain

Chairman & Managing Director

DIN: 00380458

Place: Mumbai
Date : May 21, 2021

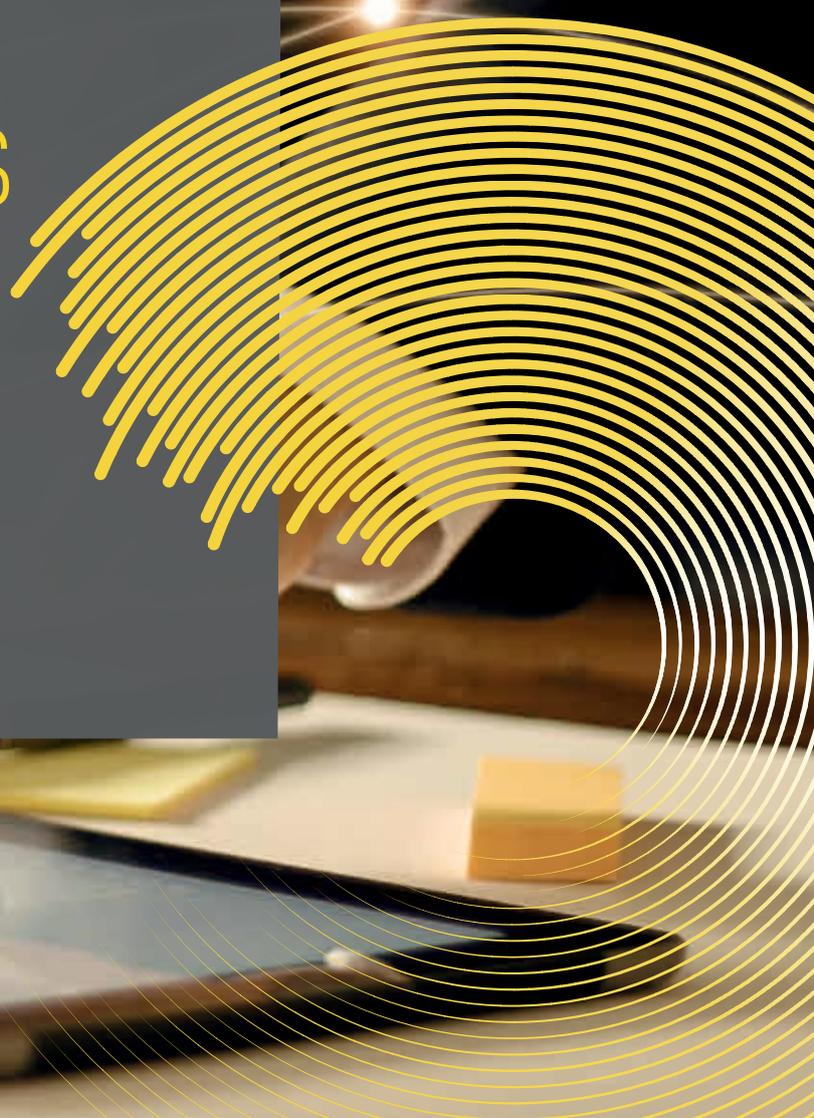


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FINANCIAL STATEMENTS



Independent Auditor's Report

The Members of DCW Limited

Report on the IND AS Financial Statements

1. Qualified Opinion

We have audited the accompanying IND AS financial statements of DCW Limited ("the Company"), which comprises the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (including other comprehensive income), Cash Flow Statement and Statement of Changes in Equity for the year ended on that date and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effect of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid IND AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the IND AS, of the state of affairs of the Company as at March 31, 2021, its profit, total comprehensive income, its cash flows and changes in equity for the year ended on that date.

2. Basis for Qualified Opinion

The company's trade receivables are subject to confirmation as at 31st March 2021, possible effect(s) of the same on assets, liabilities or profit, if any, is not ascertainable.

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the IND AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the IND AS financial statements.

Emphasis of Matter

2.1 We draw attention to Note No. 34 to the financial statements which describe the uncertainty related to the outcome of the petitions/appeals filed by the company in the matter of:

- electricity tax demand of ₹ 6429.26 lakhs on captive power generated and other matters during the period 2003 to 2019;
- custom duty demand of ₹ 3164.60 lakhs of coal imported and other matters by the company during 2011 and 2012; and
- Execution of assignment deeds of the lands at Sahapuram works in respect of which the state government has issued notice of repossession and demanded lease rent for the period occupied by the company. The land is treated as freehold.

No provision has been made for the aforesaid demands in view of the factors stated in the said note.

2.2 Effects of COVID-19: We draw attention to Note No.47, which describes the impact of the outbreak of coronavirus (COVID-19) on the business operations of the company. In view of highly uncertain economic environment, a definitive assessment of the impact on the subsequent periods is highly dependent upon circumstances as they evolve.

Our opinion is not modified in respect of these matters.

3. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the IND AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Independent Auditor's Report

The key audit matters identified in our audit are:

Sr. No.	Key Audit Matter	Response to Key Audit Matter
1.	<p>Estimation of Provision & Contingent Liabilities</p> <p>In the recognition and measurement of provisions, there is uncertainty about the timing or amount of the future expenditure required to settle the liability.</p> <p>In respect of contingent liabilities, there are estimates and assumptions made to determine the amount to be disclosed.</p> <p>As a result, there is a high degree of judgment required for the recognition and measurement of provisions and disclosure of contingent liabilities.</p>	<p>Internal enquiry:</p> <p>We enquired of the senior management, and inspected the minutes of the board where relevant, for claims arising and challenged whether provisions are required.</p> <p>Tests of details:</p> <p>In respect of significant claims, we checked the amount of claim, nature of issues involved, management submissions and corroborated the same with external evidence, where available.</p> <p>In case of disputed demands for income tax and other indirect taxes the orders passed against the company and the management views in respect of the legal position has been perused by the Tax Team and based on their views the provision for the same is not considered necessary and accordingly the same are included in the contingent Liability.</p>
2.	<p>Deferred Tax</p> <p>The deferred tax asset has been created based on the management judgment in regard to reversal of timing difference.</p> <p>As a result, there is a high degree of judgment required for the recognition and measurement.</p>	<p>Internal enquiry:</p> <p>We enquired of the senior management and Internal Tax team, where relevant, in respect of ascertainment of permanent and timing difference.</p> <p>Tests of details:</p> <p>The deferred tax asset has been created based on the management judgment in regard to reversal of timing difference, and the same has been verified with respect to estimated projections prepared by the management based on which reasonable certainty of tax benefits to be accrued has been ascertained and accordingly asset has been created.</p>

4. Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report, Management Discussion & Analysis Report, Business Responsibility Report and Corporate Governance Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

We have nothing to report in this regard.

5. Responsibilities of Management and Those Charged with Governance for the IND AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these IND AS financial statements that give a true and fair view of the financial position, the financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (IND AS) prescribed under section 133 of the Act.

Independent Auditor's Report

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the IND AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the IND AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

6. Auditor's Responsibilities for the Audit of the IND AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the IND AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these IND AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the IND AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the IND AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the IND AS financial statements, including the disclosures, and whether the IND AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the IND AS financial statements that, individually or in aggregate makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Independent Auditor's Report

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the IND AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication

Report on Other Legal and Regulatory Requirements

7. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
8. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit except for the effect of the matter described in the Basis for Qualified Opinion section of our report.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - c. The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid IND AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
- e. On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its IND AS financial statements – Refer Note No 34 of the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses – Refer Note No 38 (c) of the financial statements.
 - iii. There was no delay in transferring amounts, which were required to be transferred to the Investor Education and Protection Fund by the Company.

For CHHAJED & DOSHI
Chartered Accountants
[Firm Reg. No.101794W]

CA. Piyush Chhajed

Partner

M. No. 108090

UDIN: 21108090AAAAABH3150

Place: Mumbai
Date: 21st May 2021

Annexure “A” To Auditor’s Report

Annexure referred to in our report of even date to the members of DCW Limited on the accounts for the year ended 31st March 2021

- i.** (a) The Company has maintained proper records showing full particulars including quantitative details and situation in respect of material Fixed Assets.
- (b) As per company’s policy, the fixed assets of the company are to be verified at least once in three years. The fixed assets have been physically verified by the Management as per the company’s policy except for Furniture & fittings and vehicles, which have not been verified in last three years. In our opinion the frequency of verification is reasonable. As per the information given to us by the management, wherever material discrepancies were noticed as compared to book records the same have been appropriately dealt with in books of account.
- (c) In our opinion and according to the information and explanations given to us, the title deeds of immovable properties are held in the name of the company except in case of certain lands and buildings referred to in Note 2, 34 and 39.
- ii.** The inventories of finished goods (except goods lying with in-transit), stores, spare parts and raw materials have been physically verified by the management with the help of external agencies. The inventories lying with third party has not been physically verified and is subject to confirmation from the custodian of said inventories at the year end. In our opinion, the frequency of physical verification is reasonable except in case of inventories lying at third party locations. We have been informed by the management that the discrepancies noticed on verification between the physical inventories and the book inventories are not material considering the type of inventories, which is calculated on volumetric basis and therefore subject to measurement differences by different agencies and therefore no adjustments have been made in the books of account.
- iii.** According to the information and explanations given to us, the company has not granted any loans to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- iv.** The company has not granted any loans, guarantees or security and has not made investments to which the provisions of section 185 and 186 of the Companies Act, 2013 apply.
- v.** According to the information and explanations given to us and representation made by the management, the amounts received as business advances and remain unadjusted for more than 365 days and inter corporate deposits are not considered as deposits received from the public during the year by the company.
- vi.** The Central Government has prescribed maintenance of cost records under section 148(1) of the Companies Act, 2013 in respect of certain products manufactured by the Company. We have broadly reviewed the records maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 148(1) of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained.
- vii.** (a) According to the records maintained by the company, the company during the year has delayed in depositing with appropriate authorities undisputed statutory dues including provident fund, employees’ state insurance, income tax, Goods and Services Tax, Cess and other statutory dues with appropriate authorities.
- According to the information and explanations given to us, no undisputed amounts in respect of the aforesaid statutory dues were in arrears, as at 31st March, 2021, for a period of more than six months from the date they became payable.

Annexure “A” To Auditor’s Report

- (b) According to the information and explanations given to us and the records of the company, the dues of sales tax / value added tax / customs duty / service tax / excise duty / Cess, which have not been deposited on account of dispute, are as follows:

(Amount ₹ Lakhs)

Name of the Statute / Nature of Dues	Period	Supreme Court	High Court	Appellate Tribunal*	Appellate Authority**
Customs Act, 1962 (Custom Duty Including Penalty & Interest, wherever applicable)	1997 to 2020	-	95.79	7,442.18	-
Central Excise Act, 1944 (Excise Duty Including Penalty & Interest, wherever applicable)	1997 to 2015	-	78.11	405.61	-
Sales Tax legislations (sales tax, including penalty & interest wherever applicable)	1982 to 2017	-	2,745.49	104.49	1,544.24
Service Tax	2005 to 2015	-	-	39.17	-
Local cess, local cess surcharge [land revenue including penalty and interest wherever applicable]	1989 to 2019	3,167.61	5,502.96	7.45	341.26
Income Tax Act, 1961 (Income tax, including penalty & interest wherever applicable)	2012 to 2017	-	-	-	5,754.77

*Appellate Tribunal includes STAT, CESTAT & ITAT

** Appellate Authority includes Commissioner Appeals, Assistant Commissioner Appeals, Deputy Commissioner Appeals, Joint Commissioner Appeals and Deputy Commissioner Commercial Taxes Appeals

- viii.** On the basis of verification of records and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to Financial Institutions, Banks, government or dues to debenture holders.
- ix.** According to the information and explanations given to us and the records of the company, the company has not raised money by way of initial public offer or further public offer. The money raised by way of term loan and debt securities were applied for the purposes for which those were raised.
- x.** According to the information and explanations given to us and based on audit procedures performed and representations obtained from the management, we report that no fraud on the Company by its officers or employees or by the company has been noticed by the management or reported during the year under audit.
- xi.** According to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii.** The Company is not a Nidhi Company and hence clause (xii) of the order is not applicable.
- xiii.** According to the information and explanations given to us, all transactions with the related parties are in compliance with Section 177 and 188 of Act where applicable, and the details have been disclosed in the Financial Statements as required by the applicable Indian Accounting Standards.
- xiv.** The company has not made any private placement of shares during the year. Further the company has issued non-convertible debentures and optionally convertible debentures during the year. According to the information and explanations given to us and based on verification of records, the company has complied with the requirement of section 42 of the Companies Act, 2013 and the amount raised have been used for the purposes for which the funds were raised.
- xv.** According to the information and explanations given to us and based on verification of records, the company has not entered into any non-cash transactions with directors or persons connected with them as referred in section 192 of the Act.
- xvi.** According to the information and explanations given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For CHHAJED & DOSHI
Chartered Accountants
[Firm Reg. No.101794W]

CA. Piyush Chhajed
Partner

Place: Mumbai
Date: 21st May 2021

M. No. 108090
UDIN: 21108090AAAABH3150

Annexure “B” To Auditor’s Report

Annexure referred to in our report of even date to the members of DCW Limited on the accounts for the year ended 31st March 2021

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

1. Report on the Internal Financial Controls

We have audited the internal financial controls over financial reporting of DCW Limited as at 31st March, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

2. Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

3. Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

4. Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Annexure “B” To Auditor’s Report

5. Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

6. Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”.

For CHHAJED & DOSHI

Chartered Accountants
[Firm Reg. No.101794W]

CA. Piyush Chhajed

Partner

M. No. 108090

UDIN: 21108090AAAABH3150

Place: Mumbai

Date: 21st May 2021

Balance Sheet

as at 31st March, 2021

₹ in Lakhs			
Particulars	Note No	As at 31-Mar-2021	As at 31-Mar-2020
ASSETS			
1. Non-Current Assets			
a) Property, Plant & Equipment	2	140,691.76	146,698.85
b) Capital Work in Progress		381.10	1,246.75
c) Financial Assets			
i) Investments	3	0.86	0.86
ii) Loans	4	1,055.70	738.14
iii) Other Financial Assets	5	3,738.83	415.63
d) Income Tax Assets (Net)		137.85	146.66
e) Other Non-Current Assets	6	399.95	332.38
Total Non-Current Assets		146,406.05	149,579.27
2. Current Assets			
a) Inventories	7	16,908.77	17,701.59
b) Financial Assets			
i) Trade Receivables	8	9,519.96	7,267.51
ii) Cash & Cash Equivalents	9	5,000.50	870.01
iii) Bank Balances Other than above	10	7,244.88	4,146.98
iv) Loans	11	119.86	164.31
c) Other Current Assets	12	2,324.22	3,636.06
Total Current Assets		41,118.19	33,786.46
Total Assets		187,524.24	183,365.73
EQUITY & LIABILITIES			
A. Equity			
a) Equity Share Capital	13	5,220.61	5,220.61
b) Other Equity	14	63,498.94	62,560.43
Total Equity		68,719.55	67,781.04
B. Liabilities			
1. Non-Current Liabilities			
a) Financial Liabilities			
i) Borrowings	15	52,273.70	46,731.10
ii) Other Financial Liabilities	16	3,737.61	1,011.24
b) Provisions	17	1,532.37	1,366.41
c) Deferred Tax Liabilities (Net)	18	6,155.38	5,400.58
d) Other Non-Current Liabilities	19	979.49	1,048.76
Total Non Current Liabilities		64,678.55	55,558.09
2. Current Liabilities			
a) Financial Liabilities			
i) Borrowings	20	6,511.81	6,361.35
ii) Trade Payables	21		
Dues to Micro and Small Enterprises		796.58	692.24
Dues to Other than Micro and Small Enterprises		29,001.79	31,629.26
iii) Other Financial Liabilities	22	7,688.51	12,627.51
b) Provisions	23	559.40	471.76
c) Other Current Liabilities	24	9,568.05	8,244.48
d) Income Tax Liabilities (Net)		-	-
Total Current Liabilities		54,126.14	60,026.60
Total Equity & Liabilities		187,524.24	183,365.73
Significant Accounting Policies and Notes forming part of the Financial Statements	1 to 49		

As per our Report of even date attached.

For and on behalf of the Board

For **Chhaged & Doshi**
Chartered Accountants
FRN NO 101794W

Pramod Kumar Jain
Chairman & Managing Director
DIN 00380458

CA Piyush Chhaged
Partner
Membership No 108090

Bakul Jain
Managing Director
DIN 00380256

Vivek Jain
Managing Director
DIN 00502027

Mudit Jain
Managing Director
DIN 00647298

Place: Mumbai
Date : 21st May 2021

Amitabh Gupta
Chief Executive Officer

Vimal Jain
Chief Financial Officer

Dilip V Darji
GM (Legal) & Company Secretary
CS NO 22527

Statement of Profit & Loss

for the year ended 31st March, 2021

₹ in Lakhs

Particulars	Note No	For the year ended 31-Mar-2021	For the year ended 31-Mar-2020
1. REVENUE			
a) Revenue From Operations	25	146,426.17	127,727.68
b) Other Income	26	1,133.19	853.87
Total Income		147,559.36	128,581.55
2. EXPENSES			
a) Cost of Raw Materials Consumed	27	78,118.13	65,058.30
b) Purchases of Stock-in-Trade	28	150.03	70.20
c) Change in Inventories of Finished Goods, Stock-in-Trade and Work-in-Process	29	(2,658.92)	(1,531.96)
d) Employee Benefits Expense	30	13,312.97	12,251.93
e) Finance Costs	31	11,967.43	10,745.27
f) Depreciation Expenses	2	8,737.13	8,720.79
g) Other Expenses	32	36,565.08	37,232.86
Total Expenses		146,191.85	132,547.39
Profit / (Loss) Before Tax		1,367.51	(3,965.84)
TAX EXPENSES			
Current Tax		250.00	-
Deferred Tax	18	738.20	(1,289.68)
Total Tax Expenses		988.20	(1,289.68)
Profit / (Loss) After Tax		379.31	(2,676.16)
OTHER COMPREHENSIVE INCOME	33		
A. (i) Items that will not be reclassified to profit or loss		47.50	148.62
(ii) Tax on items that will not be reclassified to profit or loss		(16.60)	(52.02)
B. (i) Items that will be reclassified to profit or loss		-	-
(ii) Tax on items that will be reclassified to profit or loss		-	-
OTHER COMPREHENSIVE INCOME / (LOSS) FOR THE YEAR		30.90	96.60
TOTAL COMPREHENSIVE INCOME / (LOSS) FOR THE YEAR		410.21	(2,579.56)
Earnings Per Equity Share	41		
(1) Basic Earnings Per Share		0.15	(1.12)
(2) Diluted Earnings Per Share		0.15	(1.12)
(Face Value of Equity Share ₹ 2/- each)			
Significant Accounting Policies and Notes forming part of the Financial Statements	1 to 49		

As per our Report of even date attached.

For and on behalf of the Board

For **Chhajer & Doshi**
Chartered Accountants
FRN NO 101794W

Pramod Kumar Jain
Chairman & Managing Director
DIN 00380458

CA Piyush Chhajer
Partner
Membership No 108090

Bakul Jain
Managing Director
DIN 00380256

Vivek Jain
Managing Director
DIN 00502027

Mudit Jain
Managing Director
DIN 00647298

Place: Mumbai
Date : 21st May 2021

Amitabh Gupta
Chief Executive Officer

Vimal Jain
Chief Financial Officer

Dilip V Darji
GM (Legal) & Company Secretary
CS NO 22527

Cash Flow Statement

for the year ended 31st March, 2021

₹ in lakhs

Particulars	31-Mar-2021	31-Mar-2020		
A. Cash flow from Operating Activities				
Net profit before tax	1,367.51	(3,965.84)		
Adjustments for : Non cash Items				
Depreciation and amortisation expense	8,737.13	8,720.79		
Unrealized Exchange Loss / (Gain)	11.28	1,123.91		
Finance Costs	11,967.43	10,745.27		
Interest income	(407.50)	(246.73)		
(Profit) / Loss on Sale of Asset (NET)	0.54	74.83		
Income Recognized Against Capital Grant	(69.28)	(69.28)		
Provisions made/(written back) during current year	253.60	253.02		
Unclaimed balances written back	14.72	20,507.92	(297.03)	20,304.78
Operating profit before working capital changes	21,875.43	16,338.94		
Adjustments for : Working Capital				
Trade receivables & other current assets	(896.16)	(2,064.65)		
Long term loans & advances	(385.13)	1,690.21		
Inventories	792.82	(5,470.31)		
Trade and other payables	384.45	(104.02)	7,791.59	1,946.84
Cash generation from operations	21,771.41	18,285.78		
Unrealized Exchange Loss / (Gain)	(11.28)	(1,123.91)		
Direct taxes paid (Net off Refund)	8.81	(209.39)		
Net cash flow from operating activities	21,768.94	16,952.48		
B. Cash flow from Investing Activities				
Purchase of fixed Assets	(1,787.51)	(1,574.55)		
Sale of Fixed Assets	16.09	19.88		
Fixed Deposit with Banks	(6,421.10)	(2,990.34)		
Interest income	407.50	246.73		
Net cash used in investing activities	(7,785.02)	(4,298.28)		
C. Cash flow from Financing Activities				
Proceeds from issue of share capital	-	7,207.73		
Proceeds from Long-Term Borrowings	46,697.00	20,358.00		
Repayment of Long Term Borrowings (term loans)	(43,454.82)	(19,798.06)		
Short Term Borrowings (Net)	150.46	(9,058.11)		
Unpaid Dividends transferred to Investor Education and Protection Fund	(11.35)	(10.56)		
Finance Costs	(13,212.81)	(10,577.23)		
Lease Liability paid	(21.91)	(21.32)		
Net cash used in financing activities	(9,853.43)	(11,899.55)		
Net increase / (Decrease) in Cash and Cash equivalents	4,130.49	754.65		
Opening Cash and Cash Equivalents	870.01	115.36		
Closing Cash and Cash Equivalents	5,000.50	870.01		
	4,130.49	754.65		

Cash Flow Statement

for the year ended 31st March, 2021

₹ in lakhs

Particulars	31-Mar-2021	31-Mar-2020
Breakup of Opening Cash and Cash Equivalents		
Balances with Banks		
In Current Accounts	320.94	87.70
In Fixed Deposit	524.33	-
Cash on Hand	24.74	27.66
Cash and Cash Equivalents	870.01	115.36
Breakup of Closing Cash and Cash Equivalents		
Balances with Banks		
In Current Accounts	3,930.46	320.94
In Fixed Deposits	1,053.00	524.33
Cash on Hand	17.04	24.74
Cash and Cash Equivalents	5,000.50	870.01

Notes:

- 1) The Cash Flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (IND AS) 7 on cash flow statement & presents cash flow by operating, investing & financing activities.
- 2) Figures in the Bracket are outflows / deductions.
- 3) Figures of the previous year have been regrouped / rearranged wherever necessary to make it comparable to the current presentation.
- 4) The Cash Credit facilities availed from bank are part of financing activity which do not form part of cash and cash equivalents for the cash flow statement purpose.

As per our Report of even date attached.

For and on behalf of the Board

For **Chhajed & Doshi**
Chartered Accountants
FRN NO 101794W

Pramod Kumar Jain
Chairman & Managing Director
DIN 00380458

CA Piyush Chhajed
Partner
Membership No 108090

Bakul Jain
Managing Director
DIN 00380256

Vivek Jain
Managing Director
DIN 00502027

Mudit Jain
Managing Director
DIN 00647298

Place: Mumbai
Date : 21st May 2021

Amitabh Gupta
Chief Executive Officer

Vimal Jain
Chief Financial Officer

Dilip V Darji
GM (Legal) & Company Secretary
CS NO 22527

Statement of Changes In Equity

for the year ended 31st March, 2021

₹ in Lakhs

A. Equity Share Capital

Particulars	Opening balance	Changes during the year	Closing balance
As at 31 st March 2021	5,220.61	-	5,220.61
As at 31 st March 2020	4,419.75	800.86	5,220.61

B. Other Equity

Particulars	Reserves and Surplus					Equity Component of Optionally Convertible Debentures	Other Comprehensive Income	Total
	Retained Earnings	General Reserve	Securities Premium	Capital Reserve	Capital Redemption Reserve			
Balance as at 1st April 2020	10,562.80	32,024.13	19,574.25	406.88	5.30	-	(12.93)	62,560.43
Profit for the year	379.31							379.31
Additions during the year (Refer Note 14)			-	-	-	528.30		528.30
Other comprehensive Income (Net of Tax)							30.90	30.90
Total comprehensive income for the year	10,942.11	32,024.13	19,574.25	406.88	5.30	528.30	17.97	63,498.94
Divided Paid (Including Dividend Distribution Tax)	-	-	-	-	-	-	-	-
Transfer to / from General Reserve	-	-	-	-	-	-	-	-
Balance as at 31st March 2021	10,942.11	32,024.13	19,574.25	406.88	5.30	528.30	17.97	63,498.94
Balance as at 1st April 2019	13,238.96	32,024.13	13,167.38	406.88	5.30	-	(109.53)	58,733.12
Profit for the year	(2,676.16)							(2,676.16)
Additions during the year	-	-	6,406.87	-	-	-	-	6,406.87
Other comprehensive Income (Net of Tax)							96.60	96.60
Total comprehensive income for the year	10,562.80	32,024.13	19,574.25	406.88	5.30		(12.93)	62,560.43
Divided Paid (Including Dividend Distribution Tax)	-	-	-	-	-	-	-	-
Transfer to / from General Reserve	-	-	-	-	-	-	-	-
Balance as at 31st March 2020	10,562.80	32,024.13	19,574.25	406.88	5.30		(12.93)	62,560.43

C. Nature of reserves

Securities Premium collected on issue of securities are accumulated as part of securities premium.

As per our Report of even date attached.

For and on behalf of the Board

For **Chhajer & Doshi**
Chartered Accountants
FRN NO 101794W

Pramod Kumar Jain
Chairman & Managing Director
DIN 00380458

CA Piyush Chhajer
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Managing Director
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Managing Director
DIN 00647298

Place: Mumbai
Date : 21st May 2021

Amitabh Gupta
Chief Executive Officer

Vimal Jain
Chief Financial Officer

Dilip V Darji
GM (Legal) & Company Secretary
CS NO 22527

Notes to the financial statements

for the year ended 31st March, 2021

Note “1”

I. COMPANY OVERVIEW

DCW Ltd (formally Dhrangadhra Chemical Works Limited), was incorporated in January 1939. The Registered Office of the Company is located at Dhrangadhra, Gujarat – 363315. Its shares are listed in Bombay Stock Exchange (BSE) and National Stock Exchange (NSE). It is one of the multi-product multi-location & heavy chemical manufacturing Company. DCW has two manufacturing units located at Dhrangadhra, Gujarat and at Sahapuram, Tamil Nadu.

II. BASIS FOR PREPARATION:

- a. The Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (Act) read with Rule 4A of Companies (Accounts) Second Amendment Rules, 2015, Companies (Indian Accounting Standards) Rules, 2015; and the other relevant provisions of the Act and Rules thereunder. The Financial Statements have been prepared under historical cost convention basis except for derivative financial instruments, certain financial assets and financial liabilities which have been measured at fair value at the end of each year reporting period, as stated in the accounting policies set out below.

The Company's presentation and functional currency is Indian Rupees (₹) and all values are rounded off to the nearest lakhs (INR 00,000), except when otherwise indicated.

b. Use of Judgement, Assumptions and Estimates

The preparation of the Company's financial statements requires management to make informed judgements, reasonable assumptions and estimates that affect the amounts reported in the financial statements and notes thereto. Uncertainty about these could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in the future periods. These assumptions and estimates are reviewed periodically based on the most recently available information. Revisions to accounting estimates are recognized prospectively in the Statement of Profit & Loss in the period in which the estimates are revised and in any future periods affected.

In the assessment of the Company, the most significant effects of use of judgments and/or estimates on the amounts recognized in the financial statements relate to the following areas:

- Financial instruments;
- Useful lives of property, plant & equipment;

- Valuation of inventories;
- Measurement of recoverable amounts of assets / cash-generating units;
- Assets and obligations relating to employee benefits;
- Evaluation of recoverability of deferred tax assets; and
- Provisions and Contingencies.
- Classification of lease as operating or financial lease
- Impairment of non-financial assets

c. Current and Non-Current Classification

Any asset or liability is classified as current if it satisfies any of the following conditions:

- The asset/liability is expected to be realized/settled in the company's normal operating cycle;
- The asset is intended for sale or consumption;
- The asset/liability is held primarily for the purpose of trading
- The asset/liability is expected to be realized / settled within twelve months after the reporting period;
- The asset is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date;
- In case of liability, the company doesn't have an unconditional right to defer the settlement of liability for at least twelve months after the reporting date.

All other assets and liabilities are classified as non current.

For the purpose of current/ non current classification of assets and liabilities, the company has ascertained its normal operating cycle as twelve months. This is based on the nature of services and the time between the acquisition of assets or inventories for processing and their realization in cash and cash equivalents.

III. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

A. Property, plant & equipment

- a) The cost of an item of property, plant and equipment is recognized as an asset only if it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably.

Notes to the financial statements

for the year ended 31st March, 2021

- b) An item of property, plant and equipment that qualifies as an asset is measured on initial recognition at cost. Following initial recognition, items of property, plant and equipment are carried at its cost less accumulated depreciation and accumulated impairment loss.

The company identifies and determines cost of each part of an item of property, plant and equipment separately, if the part has a cost which is significant to the total cost of that item of property, plant and equipment and has useful life that is materially different from that of the remaining item.

- c) Property, plant and equipment are stated at cost net of tax / duty credit availed, less accumulated depreciation and accumulated impairment loss, if any.
- d) The initial cost of an asset comprises its purchase price or construction cost (including import duties and non-refundable taxes), any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation (if any) and the applicable borrowing cost till the asset is ready for its intended use.
- e) Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.
- f) Items such as spare parts, stand-by equipment and servicing equipment that meet the definition of property plant and equipment are capitalized as property, plant and equipment. In other cases, the spare parts are inventorised on procurement and charged to Statement of Profit & Loss on issue/consumption.
- g) When significant parts of property, plant and equipment are required to be replaced at intervals, the company derecognises the replaced part and recognises the new part with its own associated useful life and it is depreciated accordingly. All other repair and maintenance cost are recognised in the Statement of Profit and Loss as and when incurred.
- h) An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds if any and the carrying amount of the asset) is included

in the Statement of Profit and Loss when the asset is derecognised.

- i) The company has elected to consider the carrying value of all its property, plant and equipment appearing in the financial statements prepared in accordance with Accounting Standards notified under the section 133 of the Companies Act 2013, revised together with Rule 7 of the Companies (Accounts) and used the same as deemed cost in the opening Ind As Balance Sheet prepared on 1st April, 2015.

B. Capital Work In Progress and Capital Advances

Cost of assets not ready for intended use, as on the balance sheet date, is shown as capital work in progress.

C. Depreciation

- a) Depreciation on property, plant and equipment is provided on the straight line basis, over the useful lives of assets (after retaining the residual value of up to 5%). Residual values of the fixed assets are held at 5% except that of Furniture and fixtures and Office equipment at Re. 1 as estimated by the Chartered Engineer & Valuer. The useful lives determined are in line with the useful lives as prescribed in the Schedule II of the Act except in case of following assets which are depreciated over their useful life as determined by a Chartered Engineer and Valuer.

Asset Description	Useful Life (Years)
Continuous Process Plant	20
Cogeneration Power Plant	25
Electrical Installation Other than in Cogen Power Plant	15
Salt Works	1
Cars & Two Wheelers	5
Re-membraning of Membrane cell elements	4
Recoating of Anode and Cathode membrane cell elements	8

- b) The residual values and useful lives of property, plant and equipment are reviewed at each financial year end and changes, if any, are accounted in the period in which the estimates are revised and in any future periods affected.
- c) Items of property, plant and equipment costing not more than ₹ 5,000 each are depreciated at 100 percent in the year in which they are capitalised.

Notes to the financial statements

for the year ended 31st March, 2021

- d) The Company depreciates components of the main asset that are significant in value and have different useful lives as compared to the main asset separately.
- e) The spare parts are depreciated over the estimated useful life based on internal technical assessment.
- f) Expenditure on major repairs and overhauls which qualify for recognition in the item of Property, Plant and Equipment and which result in additional useful life is depreciated over the extended useful life of the asset as determined by technical evaluation.
- g) Depreciation is charged on additions / deletions on pro-rata monthly basis including the month of addition / deletion.

D. Leases

The Company assesses whether a contract contains a lease, at the inception of the contract. A Contract is or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether (i) the contract involves the use of identified asset; (ii) the Company has substantially all of economic benefits from the use of asset through a period of lease and (iii) the Company has the right to direct the use of the asset.

The Company as Lessee

The Company recognises the right-of-use asset and lease liability at the commencement of date. The right of use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any

initial direct costs incurred and estimate of costs to dismantle and remove underlying asset or to restore the site on which it is located less any lease incentives received.

Certain lease arrangements include the option to extend or terminate the lease before the end of the lease term. The right-of-use asset and lease liabilities include these options when it is reasonably certain that option will be exercised.

The right-of-use asset is subsequently depreciated using the straight line method from commencement date to the earlier of the end of useful life of the right-of-use asset or the end of the lease term. In addition, the right-of-use asset is periodically reduced by impairment losses if any and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, company's incremental borrowing rate. Generally, the company uses its incremental borrowing rate as the discount rate.

The lease liability is subsequently measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the company's estimate of the amount expected to be payable under a residual value guarantee, or if company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Lease payments have been considered as financing activities in the Statement of Cash Flow.

Short-term leases and leases of low-value assets

The company has elected not to recognise right-of-use assets and lease liabilities for short term leases that have a lease term of 12 months. The company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

E. Investment Property

Investment properties are properties that are held to earn rentals and/or for capital appreciation (including property under construction for such purposes) and not occupied by the Company for its own use.

Investment properties are initially recognised at cost.

Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer applying a valuation model recommended by the International Valuation Standards Committee.

Investment properties are derecognised when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal.

Notes to the financial statements

for the year ended 31st March, 2021

The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the statement of profit and loss in the period of de-recognition.

F. Non-Current Assets Held For Sale

The Company classifies non-current assets held for sale if their carrying amounts will be recovered principally through a sale (rather than through continuing use of assets) and actions required to complete such sale indicate that it is unlikely that significant changes to the plan to sell will be withdrawn. Also, such assets are classified as held for sale only if the management expects that the sale is highly probable and is expected to complete the sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at lower of their carrying amount and fair value less costs to sell.

G. Inventories

Raw-materials, work-in-process, finished goods, packing materials, stores, spares, components, consumables and stock-in-trade are carried at lower of cost and net realizable value. However, materials and other items held for use in production of inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost. The comparison of cost and net realizable value is made on item-to-item basis.

Cost of inventories comprises all costs of purchases, duties, taxes (other than those subsequently recoverable from tax authorities) and all the other costs incurred in the normal course of business in bringing inventories to their present location, including appropriate overheads apportioned on a reasonable and consistent basis and is determined on the following basis:

- a) Raw materials and finished goods on weighted average basis.
- b) Work in process at raw material cost plus cost of conversion.
- c) Stores and spares on weighted average basis.

Customs duty on raw materials / finished goods lying in bonded warehouse is provided for at the applicable rates.

Obsolete, slow moving, surplus and defective stocks are identified and where necessary, provision is made for such stocks.

H. Revenue Recognition

Revenue is recognized when it's probable that economic benefits associated with a transaction will flow to the Company in the ordinary course of its activities and the amount of revenue can be measured reliably. Revenue is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and volume rebates allowed by the company.

Revenue is recognized upon transfer of control of promised products and services to customers in an amount that reflects the consideration expected to be received in exchange for those products or services.

Revenue includes only the gross inflows of economic benefits received and receivable by the company, on its own account. Amounts collected on behalf of third parties such as Goods & Service Tax (GST) are excluded from revenue.

Sale of goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, the company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold, revenue and the associated costs can be estimated reliably and it is probable that economic benefits associated with the transaction will flow to the company. Sale value of goods is measured at the fair value of the consideration received or receivable, net of returns and applicable trade discounts or rebates. It excludes Goods & Service Tax (GST)

Sale of scrap / wastages, salvages and sweepings are accounted for on delivery / realisation.

Sale of Services

Revenue from sale of services is recognized when the stage of completion can be measured reliably. Stage of completion is measured by the services performed till balance sheet date as percentage of total services contracted.

Other claims are booked when there is a reasonable certainty of recovery. Claims are reviewed on a periodic basis and if recovery becomes uncertain, provision is made in the accounts.

Interest Income

Interest income is recognised using Effective Interest Rate (EIR) method.

Notes to the financial statements

for the year ended 31st March, 2021

I. Employee Benefits

Short term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized as an expense at an undiscounted amount in the Statement of Profit & Loss for the year/period in which the related services are rendered.

Post employment Benefits:

The Company's post-employment benefit consists of provident fund, gratuity and superannuation fund. The Company also provides for leave encashment which is in the nature of long term benefit.

➤ **Defined Contribution Plans:**

Defined Contribution plans are Employee State Insurance Scheme and government administered Pension Fund Scheme for all applicable employees and Superannuation Fund Scheme for eligible employees.

The Superannuation Fund is a Defined Contribution Scheme managed by LIC and SBI Life Insurance Company and contributions made to these funds are charged to the Statement of Profit and Loss.

Recognition and Measurement of Defined Contribution Plans:

The company recognizes contribution payable to a defined contribution plan as an expense in Statement of profit and Loss when employee renders services to the Company during the reporting period. If the contributions payable for services received from employees before the reporting date exceeds the contributions already paid, the deficit payable is recognized as liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before reporting date, the excess is recognized as an asset to the extent that prepayment will lead to, for example, a reduction in future payments or cash refund.

➤ **Defined Benefit Plans:**

i. **Provident Fund scheme:**

The company makes specified monthly contributions towards Employee Provident Fund scheme to a separate trust administered by the company. The minimum interest payable by the trust to the beneficiaries is being notified by the government every year. The company has an obligation to make good the shortfall, if any, between the return on investments of the trust and the notified interest rate.

ii. **Gratuity Scheme:**

The Company operates defined benefit plan for Gratuity. The company contributes to a separate entity (a fund), towards meeting the Gratuity obligation. The Company has created an Employees Group Gratuity Fund which has taken a Group Gratuity Assurance Scheme with the Life Insurance Corporation of India.

Recognition and measurement of defined benefit plans:

The cost of providing such defined benefit is determined using the projected unit credit method of actuarial valuation made at the end of the year. The defined benefit obligations recognized in the balance sheet represent the present value of the defined benefit obligations as reduced by the fair value of plan assets, if applicable. Any defined benefit asset (negative defined benefit obligations resulting from this calculation) is recognized representing the present value of available refunds and reductions in future contributions to the plan.

Actuarial gains and losses are recognised in other comprehensive income for gratuity and recognised in the Statement of Profit & Loss for leave encashment.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to Statement of profit or loss in subsequent periods.

Past service costs are recognised in Statement of profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

Notes to the financial statements

for the year ended 31st March, 2021

J. Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences in relation to borrowings denominated in foreign currency to the extent regarded as an adjustment to the borrowing costs.

Exchange differences are regarded as an adjustment to borrowing costs for an amount equivalent to the extent to which an exchange loss does not exceed the difference between the cost of borrowing in functional currency when compared to the cost of borrowing in a foreign currency and the amount of gain in relation to any settlement or translation of a borrowing, to the extent of any unrealised loss in respect of the same borrowing, previously recognised as an adjustment to such borrowing cost.

Borrowing costs that are attributable to the acquisition or construction of qualifying assets (i.e. an asset that necessarily takes a substantial period of time to get ready for its intended use) are capitalized as a part of the cost of such assets till the month in which the asset is ready for use. All other borrowing costs are charged to the Statement of Profit & Loss.

K. Segment Accounting

The Managing Directors monitor the operating results of the business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements.

The Operating segments have been identified on the basis of the nature of products / services.

Segment revenue includes sales and other income directly identifiable with / allocable to the segment including inter-segment revenue.

Expenses that are directly identifiable with / allocable to segments are considered for determining the segment result. Expenses which relate to the Company as a whole and not allocable to segments are included under unallowable expenditure.

Income which relates to the Company as a whole and not allocable to segments is included in un-allocable income.

Segment result includes margins on inter-segment and sales which are reduced in arriving at the profit before tax of the Company.

Segment assets and liabilities include those directly identifiable with the respective segments. Un-allocable assets and liabilities represent the assets and liabilities that relate to the Company as a whole and not allocable to any segment.

Inter-Segment transfer pricing

Segment revenue resulting from transactions with other business segments is accounted for at actual cost incurred for producing the goods or at market prices of the products transferred as the case may be and as agreed to by the respective segments.

L. Foreign Currency Transactions

Monetary items:

Initial Recognition

On initial recognition, transactions in foreign currencies are entered into by the Company are recorded in the functional currency (i.e. Indian Rupees), by applying to the foreign currency amount, the spot exchange rate between the functional currency and foreign currency at the same date of transaction.

Measurement of foreign currency items at reporting date

Foreign currency monetary items of the company are translated at the closing rates.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit & Loss either as profit or loss on foreign currency transaction and translation or as borrowing costs to the extent regarded as an adjustment to borrowing costs.

Non – Monetary items:

Non-monetary items that are measured in terms of historical cost are recorded at the exchange rates at the dates of the initial transactions.

M. Provisions, Contingent Liabilities and Contingent Assets

- a) Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expenses relating to a provision are recognised in the Statement of Profit & Loss net of any reimbursement.

Notes to the financial statements for the year ended 31st March, 2021

- b) If the effect of time value of money is material, provisions are shown at present value of expenditure expected to be required to settle the obligation, by discounting using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.
- c) Contingent liabilities are possible obligations arising from past events and whose existence will only be confirmed by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, or present obligations where it is not probable that an outflow of resources will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability. Contingent liabilities are not recognized in the financial statements but are disclosed unless the possibility of an outflow of economic resources is considered remote.
- d) Show-cause notices issued by various Government Authorities are not considered as obligation. When the demand notices are raised against such show-cause notices and are disputed by the Company, these are classified as disputed obligations.
- e) Contingent Assets are not recognised but reviewed at each balance sheet date and disclosure is made in the Notes in respect of possible effects that arise from past events and whose existence is confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company and where inflow of economic benefit is probable.

N. Fair Value measurement

- a) The Company measures financial instruments i.e. derivative contracts at fair value at each balance sheet date.
- b) Fair value is the price that would be received on selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Company has access at that date.
- c) While measuring the fair value of an asset or liability, the Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are

available to measure the fair value using observable market data as far as possible and minimising the use of unobservable inputs. Fair values are categorised into 3 levels as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices that are observable for the assets or liability, either directly (i.e. as prices for similar item) or indirectly (i.e. derived from prices)

Level 3: inputs that are not based on observable market data (unobservable inputs)

O. Financial Instruments

i. Financial Assets other than derivatives

All financial assets are recognised initially at fair values including transaction costs that are attributable to the acquisition of the financial asset.

A financial asset is measured (subsequent measurement) at the amortised cost if the asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and the contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Amortised cost is net of any write down for impairment loss (if any) using the effective interest rate (EIR) method taking into account any discount or premium and fees or costs that are an integral part of the EIR.

A financial asset is derecognised either partly or fully to the extent the rights to receive cash flows from the asset have expired and / or the control on the asset has been transferred to a third party. On de-recognition, any gains or losses are recognised in the Statement of Profit & Loss.

ii. Financial Liabilities other than derivatives

All financial liabilities are recognised initially at fair value net of transaction costs that are attributable to the respective liabilities.

After initial recognition, financial liabilities are subsequently measured at amortised cost using the effective interest rate method ("EIR"). Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an

Notes to the financial statements

for the year ended 31st March, 2021

integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit & Loss.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit & Loss.

iii. Derivative financial instruments

The Company uses derivative financial instruments, such as foreign exchange forward contracts to manage its exposure to foreign exchange risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value with the changes being recognised in the Statement of Profit & Loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

iv. Compound Financial Instrument

Compound financial instruments issued by the Company which can be converted into fixed number of equity shares at the option of the holders irrespective of changes in the fair value of the instrument are accounted by separately recognising the liability and the equity components. The liability component is initially recognised at the fair value of a comparable liability that does not have an equity conversion option. The equity component is initially recognised at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Subsequent to initial recognition, the liability component of the compound financial instrument is measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not remeasured subsequently.

v. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net

basis, or to realise the assets and settle the liabilities simultaneously.

P. Classification of Assets and Liabilities as Current and Non Current

All assets and liabilities are classified as current if they are expected to be realised / settled within twelve months after the reporting period. All other assets and liabilities are considered as non-current.

Q. Impairment

Non-financial Assets

At each Balance Sheet date, an assessment is made of whether there is any indication of impairment. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of the asset's or Cash-Generating Unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Financial Assets

The Company applies Expected Credit Loss ("ECL") model for measurement and recognition of impairment loss on the financial assets measured at amortised cost.

Loss allowances on trade receivables are measured following the 'simplified approach' at an amount equal to the lifetime ECL at each reporting date right from initial recognition. In respect of other financial assets measured at amortised cost, the loss allowance is measured at 12 months ECL for financial assets with low credit risk at the reporting date. Where there is a significant deterioration in the credit risk, the loss allowance is measured since initial recognition of the financial asset.

R. Taxes on Income

Current Tax

Income-tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, by the end of reporting period.

Notes to the financial statements

for the year ended 31st March, 2021

Deferred tax

Deferred tax (both assets and liabilities) is calculated using the balance sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. The amount of deferred tax assets is reviewed at each reporting date.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Current tax and Deferred Tax items are recognised in correlation to the underlying transaction either in the Statement of Profit & Loss, other comprehensive income or directly in equity.

S. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period, adjusted for the effect of all dilutive potential equity shares.

T. Cash and Cash equivalents

Cash and cash equivalents include cash at bank, cash, cheques and draft on hand. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

Cash Flows

Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

U. Government Grants

Government grants are recognized to the extent they are received in cash or kind.

When the grant relates to an expense item, the same is deducted in reporting the related expense in the Statement of Profit or Loss for which it is intended to compensate.

Government grants relating to property, plant and equipment are presented as deferred income and are credited to the Statement of Profit & Loss on a systematic basis over the useful life of the asset and in the proportions in which depreciation expense on the assets is recognised.

Grants related to income are deducted in reporting the related expense.

V. Significant Accounting Judgements, Estimates and Assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements, Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments however may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Notes to the financial statements

for the year ended 31st March, 2021

W. Impairment of non-financial assets

At each Balance Sheet date, an assessment is made of whether there is any indication of impairment. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of the assets or Cash-Generating Unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less cost of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Notes to the financial statements

for the year ended 31st March, 2021

NOTE “2” Property, Plant and Equipment

Description of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK			
	As At 1 st April 2020	Additions and other Transfers	Sales and other deductions	Deduction Written Off	Adjustments /IND AS Adjustments	As At 31 st March 2021	As At 1 st April 2020	For the Year	Dep. On Discarded/ Sold Assets	Dep. On Written Off	As at 31 st March 2021	As at 31 st March 2020
Land (Note-7)	20,303.24				1.54	20,304.78	-				20,304.78	20,303.24
Right of Use - Land (Note-8)	1,092.89	95.10	40.08			1,147.91	60.51	59.73	40.08	80.16	1,067.75	1,032.38
Buildings	37,406.29	121.20		2.33		37,525.16	5,927.72	1,322.70		0.74	7,249.68	31,478.57
Plant and Machinery	116,190.67	2,428.86	26.88			118,592.65	298,200.06	6,753.64	12.79		36,560.91	86,370.61
Wind Mill	9,710.68					9,710.68	2,507.35	502.20			3,009.55	7,203.33
Furniture & Fittings	74.68	0.47				75.15	64.02	2.64			66.66	10.66
Office Equipments	379.75	23.00		0.86		401.89	298.66	29.78		0.86	327.58	81.09
Vehicles	806.10	78.09	21.58			862.61	587.13	66.44	19.04		634.53	218.97
TOTAL	185,964.30	2,746.72	88.54	3.19	1.54	188,620.83	39,265.45	8,737.13	71.91	1.60	47,929.07	140,691.76
Previous Year	184,023.12	1,033.03	184.74	-	1,092.89	185,964.30	30,634.70	8,720.79	90.04	-	39,265.45	153,388.43

Notes :

- Building includes ₹ 4507.13 Lakhs being cost of Ownership flats and office accommodation in Co-operative societies and a Limited company against which the company holds shares of the face value of ₹ 0.77 Lakhs in Co-operative Societies and the Limited Company.
- Assignment deeds in respect of 9.13 acres of Land at Caustic Soda Division, transferred by Central Government to the State Government, are yet to be executed by the State Government in favour of the Company.
- The Company exercised the option to purchase 793.39 acres of land leased by the State government at Sahupuram Works. Assignment deeds in respect of the said land is yet to be executed by the State Government in favour of the Company. (Refer Note No 34 A (iv)).
- Encroachers have occupied some portion of the land belonging to the Company at Sahupuram. Efforts are being made to evict them.
- Various movable & immovable assets offered as security against borrowing is as mentioned in note 15 of this financial statement.
- Capital Work in Progress as at 31st March 2021 ₹ 381.10 Lakhs and as at 31st March 2020 ₹ 1246.75 Lakhs
- Considering the market condition, Management is of view that sale of agricultural land will take longer time than expected and hence has been transferred back to fixed assets from asset held for sale.
- The Company has adopted IND AS 116 'Leases' effective 1st April 2019 and applied the Standard to its leases, pursuant to which it has reclassified its leased asset as Right-of-Use Assets.
- Previous year figures have been regrouped / rearranged to match with the current year.

Notes to the financial statements

for the year ended 31st March, 2021

NOTE “3” Investments - Non Current

Investments in Equity Instruments :

Particulars	Face Value Per Unit	Long Term			
		31-Mar-21		31-Mar-20	
		Number	₹ in Lakhs	Number	₹ in Lakhs
TRADE INVESTMENTS					
UNQUOTED :					
Equity Shares in DCW Pigment Limited	10	8,600	0.86	8,600	0.86
Total A	10	8,600	0.86	8,600	0.86
NON-TRADE INVESTMENTS :					
UNQUOTED :					
Investment in Equity Shares of “The Dhrangadhra Peoples Co-operative Bank Limited”*	25	10	0.003	10	0.003
OTHER INVESTMENTS :					
Investment in Fixed Deposit					
Total B		-	0.00	-	0.00
Total Long Term Investment			0.86		0.86
* Figures Denote Amount in Rupees					
Other Disclosures :					
(I) Aggregate value of unquoted investments (Gross)			0.86		0.86
(II) Aggregate value of dimunition in value of investments			-		-

NOTE “4” Loans -Non Current

Particulars	₹ in Lakhs	
	As At 31-Mar-21	As At 31-Mar-20
(Unsecured, considered good)		
Security Deposits	1,055.70	738.14
TOTAL	1,055.70	738.14

NOTE “5” Other Financial Assets - Non Current

Particulars	₹ in Lakhs	
	As At 31-Mar-21	As At 31-Mar-20
Fixed Deposit with banks	3,738.83	415.63
TOTAL	3,738.83	415.63

Notes to the financial statements

for the year ended 31st March, 2021

NOTE “6” Other Assets - Non Current

Particulars	₹ in Lakhs	
	As At 31-Mar-21	As At 31-Mar-20
Capital Advances	251.81	175.31
VAT/Property Tax Refund Receivable	88.64	89.70
Prepaid expenses	59.50	67.37
TOTAL	399.95	332.38

NOTE “7” Inventories

Particulars	₹ in Lakhs	
	As At 31-Mar-21	As At 31-Mar-20
(As Certified by the Management)		
Raw materials	6,192.56	9,554.31
Work-in-process	72.94	99.80
Finished Goods	7,046.32	4,360.54
Stores, Spares and Fuel	3,309.27	3,458.40
Packing Materials	287.68	228.54
TOTAL	16,908.77	17,701.59

NOTE “8” Trade Receivables

Particulars	₹ in Lakhs	
	As At 31-Mar-21	As At 31-Mar-20
Secured, Considered Good	211.15	790.14
Unsecured, Considered good	9,308.81	6,477.38
Unsecured, Credit impaired	215.19	165.90
	9,735.15	7,433.41
Less: Allowance for Doubtful Debts / ECL	(215.19)	(165.90)
TOTAL	9,519.96	7,267.51

NOTE “9” Cash and Cash Equivalents

Particulars	₹ in Lakhs	
	As At 31-Mar-21	As At 31-Mar-20
Balances with Banks:		
In Current Accounts	3,930.46	320.94
Fixed Deposit with bank	1,053.00	524.33
Cash on Hand	17.04	24.74
TOTAL	5,000.50	870.01

Notes to the financial statements

for the year ended 31st March, 2021

NOTE “10” Other Bank Balances

Particulars	₹ in Lakhs	
	As At 31-Mar-21	As At 31-Mar-20
Fixed Deposits with Banks *	7,244.88	4,146.98
TOTAL	7,244.88	4,146.98

* Includes Fixed Deposits kept as Margin Money Deposit with banks

NOTE “11” Loans - Current

Particulars	₹ in Lakhs	
	As At 31-Mar-21	As At 31-Mar-20
(Unsecured, considered good)		
Staff Loans	119.86	164.31
TOTAL	119.86	164.31

NOTE “12” Other Assets - Current

Particulars	₹ in Lakhs	
	As At 31-Mar-21	As At 31-Mar-20
Advance Recoverable in Cash or in Kind or for Value to be Received	1,051.81	1,421.00
Prepaid Expenses	423.58	952.15
Asset held for sale	-	1.54
Statutory and Other Receivables (Net)	848.83	1,261.37
TOTAL	2,324.22	3,636.06

NOTE “13” Equity Share Capital

Particulars	₹ in Lakhs	
	As At 31-Mar-21	As At 31-Mar-20
Authorised Capital		
35,00,00,000 Equity Shares of ₹ 2/- each (2020: 32,50,00,000 Equity Shares @ ₹ 2/- each)	7,000.00	6,500.00
TOTAL	7,000.00	6,500.00
Issued, Subscribed and Fully paid up		
26,10,30,371 Equity Shares of ₹ 2/- each (2020: 26,10,30,371 shares of ₹ 2/- each)	5,220.61	5,220.61
Face value per share	2/-	2/-
TOTAL	5,220.61	5,220.61

- a) During the year 2015-16, 48,80,750 Equity Shares of ₹ 2/- each at a premium of ₹ 21/- per share were issued and allotted on preferential basis to promoters / promoters group and business associates including relatives of business associates of the company.
- b) 1,36,36,363; 37,03,704 and 13,06,000 Equity Shares were issued and allotted on preferential basis to the promoters on conversion of warrants during 2011-12, 2014-15 and 2015-16 respectively.

Notes to the financial statements

for the year ended 31st March, 2021

- c) During the year 2017-18, 13,06,000 Nos of Equity shares allotted on preferential basis to the promoters on conversion of warrants
- d) During the year 2019-20, 3,30,04,082 equity shares of ₹ 2/- each at a premium of ₹ 16/- per share were issued and allotted on preferential basis to promoters / promoter group and business associates including relatives of business associate and employees of the company.
- e) During the year 2019-20, 70,38,882 warrants of ₹ 2/- each at a premium of ₹ 16/- per share issued on preferential basis to promoters / promoter group and business associates including relatives of business associate and employees of the company and allotted equity shares on conversion of warrants.
- f) Reconciliation of number of equity shares at the beginning and end of the year

Particulars	As At 31-Mar-21	As At 31-Mar-20
	No of Shares	No of Shares
Equity Shares at the beginning of the year	261,030,371	220,987,407
Add: Shares issued on preferential basis	-	33,004,082
Add: Shares issued on conversion of warrants issued on preferential basis	-	7,038,882
Equity Shares at the end of the year	261,030,371	261,030,371

- g) Terms / Rights attached to Equity Shares

The Company has only one class of shares referred to as Equity Shares having a par value of ₹ 2/- per share. Each share holder of the Equity Share is entitled to one vote per share. The company declared and pays the dividend in Indian Rupees.

The final dividend proposed by Board of Directors is subject to the approval of the Shareholder in the ensuing Annual General Meeting.

- h) Name of Shareholders holding more than 5% Shares:

Name of Shareholder	As At 31-Mar-21	
	No of Shares	% Held
Sahu Brothers Pvt Ltd	52,459,860	20.10

Name of Shareholder	As At 31-Mar-20	
	No of Shares	% Held
Sahu Brothers Pvt Ltd	52,459,860	20.10

NOTE "14" Other Equity

Particulars	₹ in Lakhs	
	As At 31-Mar-21	As At 31-Mar-20
A. Retained Earnings		
Opening Balance	10,562.80	13,238.96
Profit / (Loss) For the Year	379.31	(2,676.16)
Closing Balance	10,942.11	10,562.80
B. General Reserve		
Opening Balance / Closing Balance	32,024.13	32,024.13
C. Capital Reserve		
Opening Balance / Closing Balance	406.88	406.88

Notes to the financial statements

for the year ended 31st March, 2021

Particulars	₹ in Lakhs	
	As At 31-Mar-21	As At 31-Mar-20
D. Capital Redemption Reserve		
Opening Balance / Closing Balance	5.30	5.30
E. Securities Premium		
Opening Balance	19,574.25	13,167.38
Addition During the Year	-	6,406.87
Closing Balance	19,574.25	19,574.25
F. Equity Component of Optionally Convertible Debentures		
Opening Balance	-	-
Addition During the Year (Refer Note below)	528.30	-
Closing Balance	528.30	-
G. Other Comprehensive Income		
Opening Balance	(12.93)	(109.53)
Additions During the Year	30.90	96.60
Closing Balance	17.97	(12.93)
TOTAL	63,498.94	62,560.43

Note:

The Company has issued Optionally convertible debentures ("OCD"). Such amounts received were classified as financial liability with reference to the terms and conditions attached with such debentures. Financial liability is recognised at fair value which represents the present value of all future cash receipts discounted using the prevailing market rate of interest for a similar instrument. The equity component is initially recognised at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component.

NOTE "15" Borrowings - Non Current

Sr No	Particulars	₹ In Lakhs			
		As At 31-Mar-21		As At 31-Mar-20	
		Non Current	Current Maturities	Non Current	Current Maturities
I	Debentures - Secured				
1	9.17% Optionally Convertible Debentures (6,000 Secured Optionally Convertible Debentures of ₹ 1,00,000/- each are redeemable / convertible in to Equity Shares upon 18 months at the option of Debenture holders)	5,382.91	-	-	-
2	11% Non Convertible Debentures (35,000 Secured Non Convertible Debentures of ₹ 1,00,000/- each are redeemable in 19 tranches last tranche falling due in March 2027)	33,425.35	-	-	-
3	Non Convertible Debentures NIL (P.Y.13,708) Secured Non Convertible Debentures of ₹ 1,00,000/- each	-	-	13,167.76	356.00
	Total Debentures	38,808.26	-	13,167.76	356.00

Notes to the financial statements

for the year ended 31st March, 2021

₹ In Lakhs

Sr No	Particulars	As At 31-Mar-21		As At 31-Mar-20	
		Non Current	Current Maturities	Non Current	Current Maturities
II	Term Loans - Secured				
A	From Banks				
1	Term Loan From Laxmi Vilas Bank	-	-	156.25	312.50
2	Term Loan From ICICI Bank Ltd	-	-	1,368.40	803.25
3	Term Loan from PNB	-	-	4,854.06	892.86
4	Term Loan from ICICI Bank	-	-	2,503.35	455.16
5	Car Loans from Bank	-	4.02	4.35	39.70
	(Repayable in monthly installments, last installment is due in Apr 2021)				
	Total A	-	4.02	8,886.41	2,503.47
B	From Institutions				
6	Term Loan from IREDA	718.57	729.56	1,448.13	729.56
	(Repayable in 44 equal quarterly installments, last installment falling due in June 2022)				
7	Term Loan from EXIM Bank	-	-	4,428.77	1,265.36
8	Term Loan from EXIM Bank	-	-	2,867.87	521.42
9	Term Loan from INDUSIND Bank	11,720.26	1,961.96	10,080.43	956.58
	(Repayable in 24 quarterly installments, last installment falling due in May 2026)				
10	City Union Bank	26.61	1.13	27.74	1.01
	(Repayable in 180 installments, last installment falling due in June 2033)				
	Total B	12,465.44	2,692.65	18,852.94	3,473.93
C	Term Loan from NBFC				
11	IFCI Limited	-	-	4,999.99	1,111.12
	Total C	-	-	4,999.99	1,111.12
D	Loan from Life Insurance Corporation of India				
12	Life Insurance Corporation of India	-	824.00	824.00	-
	(To be adjusted against maturity of LIC Keyman Insurance Policy during April / June, 2021)				
	Total D	-	824.00	824.00	-
	Total Term Loans	12,465.44	3,520.67	33,563.34	7,088.52
	Amount taken to current maturities of long term debts under other current liabilities (Note No 22)		3,520.67		7,444.52
13	Unsecured Loans from Others	1,000.00	-	-	-
	Total Borrowings	52,273.70	3,520.67	46,731.10	7,444.52

Notes to the financial statements

for the year ended 31st March, 2021

LOANS – Security : Banks/ Institutions

Term Loans from Banks and Institutions are secured by a pari-passu first charge by way of hypothecation of movable fixed assets of the Company, including movable machinery spares, stores and further secured by mortgage on all the immovable properties of the Company situated in the states of Tamilnadu and Gujarat on first pari passu charge basis and second charge on Current Assets. Except windmill assets.

Institutions (IREDA):

The term loans from Institutions are secured by first charge on moveable properties and assets pertaining to windmill assets in the state of Rajasthan on specific charge basis.

Non Convertible Debentures and Optionally Convertible Debentures:

The Non Convertible Debentures & Optionally Convertible Debentures issued are secured by a first Pari-Passu charge on Fixed Assets (Both immovable & movable) of the Company (Both present and future) situated in the states of Tamilnadu and Gujarat and further secured by a second Pari-Passu charge on the current assets of the company except windmill assets and are further secured by way of personal guarantee of promoters.

NOTE “16” Other Financial Liabilities - Non Current

Particulars	₹ in Lakhs	
	As At 31-Mar-21	As At 31-Mar-20
Trade and Other Deposits	3,642.00	1,000.00
Unsecured loans from Others	-	-
Lease Liability-ROU	95.61	11.24
TOTAL	3,737.61	1,011.24

NOTE “17” Provisions - Non Current

Particulars	₹ in Lakhs	
	As At 31-Mar-21	As At 31-Mar-20
Provision For Gratuity	758.56	463.41
Provision For Leave Encashment	773.81	903.00
TOTAL	1,532.37	1,366.41

NOTE “18” Deferred Tax Liabilities (Net)

In compliance of Ind AS 12 on “Income Taxes”, the item wise details of Deferred Tax Liabilities (Net) are as under:

Particulars	₹ in Lakhs			
	Opening Balance	Recognised in P&L	Recognised in OCI	Closing Balance
For The Year Ended 31st March 2021				
Deferred Tax Liabilities				
NCD Issue Expenses	64.38	426.71	-	491.09
Difference between accounting and tax depreciation	20,500.54	291.71	-	20,792.25
Total Deferred Tax Liabilities	20,564.92	718.42	-	21,283.34

Notes to the financial statements

for the year ended 31st March, 2021

₹ in Lakhs

Particulars	Opening Balance	Recognised in P&L	Recognised in OCI	Closing Balance
Deferred Tax Assets				
Expenses Allowed on Payment Basis	554.04	115.23	(16.60)	652.67
Unabsorbed Depreciation	12,936.72	106.48	-	13,043.20
Provision for Doubtful Debts	55.77	19.42	-	75.19
Unutilized Tax Credits	1,617.81	(260.91)		1,356.90
Total Deferred Tax Assets	15,164.34	(19.78)	(16.60)	15,127.96
Deferred Tax Liabilities (Net)	5,400.58	738.20	16.60	6,155.38
For The Year Ended 31st March 2020				
Deferred Tax Liabilities				
NCD Issue Expenses	-	64.38	-	64.38
Difference between accounting and tax depreciation	19,475.00	1,025.54	-	20,500.54
Total Deferred Tax Liabilities	19,475.00	1,089.92	-	20,564.92
Deferred Tax Assets				
Expenses Allowed on Payment Basis	590.34	15.72	(52.02)	554.04
Unabsorbed Depreciation	10,572.84	2,363.88	-	12,936.72
Provision for Doubtful Debts	55.77	-	-	55.77
Unutilized Tax Credits	1,617.81	-	-	1,617.81
Total Deferred Tax Assets	12,836.76	2,379.60	(52.02)	15,164.34
Deferred Tax Liabilities (Net)	6,638.24	(1,289.68)	52.02	5,400.58

Deferred Tax Asset on unabsorbed depreciation, unabsorbed business losses and other temporary differences available as per the Income Tax Act, 1961 has been recognized, since it is probable that taxable profit will be available to adjust them in the future years. Unabsorbed depreciation which forms major portion of the Deferred Tax Asset can be carried forward and set off against the profits for unlimited number of years under the Indian Income Tax Act, 1961 and profitability projections based on current margins show sufficient profits for set-off in future.

Reconciliation of effective tax rate as a numerical reconciliation between tax expense and the product of account profit multiplied by the applicable tax rate

Tax Expenses recognized in the Statement of Profit & Loss / Other Comprehensive Income (OCI) are as below:

Particulars	31-Mar-21	31-Mar-20
A. Current Tax Expense	250.00	-
B. Deferred Tax Expense / (Asset) relating to		
- Origination and reversal of temporary differences	738.20	(1,289.68)
- Origination and reversal of temporary differences	-	-
- Change in Tax Rates	-	-
- Recognition of previously unrecognized tax losses / (gains)	-	-
Total	738.20	(1,289.68)
Tax Expenses recognized in the Statement of Profit & Loss	988.20	(1,289.68)
Deferred Tax Liability / (Asset) relating to re-measurement of the defined benefit plan (gratuity) recognized in OCI	(16.60)	(52.02)

The effective tax rate for the year ended 31st March 2021 is 34.90%

Notes to the financial statements

for the year ended 31st March, 2021

NOTE “19” Other Liabilities - Non Current

Particulars	₹ in Lakhs	
	As At 31-Mar-21	As At 31-Mar-20
Capital Grants	979.49	1,048.76
TOTAL	979.49	1,048.76

NOTE “20” Borrowings - Current

Particulars	₹ in Lakhs	
	As At 31-Mar-21	As At 31-Mar-20
Demand Loans From Banks (Secured):		
Working Capital Loans*	2,876.81	1,965.80
Unsecured Loans:		
- From Related Parties	350.00	285.55
- Others	3,285.00	4,110.00
TOTAL	6,511.81	6,361.35

* Working capital loans from banks are secured by a first charge by way of hypothecation and/or pledge of current assets, namely, stocks of raw materials, semi-finished and finished goods, consumable stores and spares including machinery spares not capitalized, bills receivable and book debts and further secured by a second charge by way of hypothecation over all of moveable plant and machinery and by way of mortgage by deposit of title deeds over the immovable properties, both present and future, such mortgage to rank second to the mortgages created / to be created in favour of term lenders viz., Banks / Financial Institutions/ NBFC (except windmill assets).

NOTE “21” Trade Payables

Particulars	₹ in Lakhs	
	As At 31-Mar-21	As At 31-Mar-20
Dues to Micro and Small Enterprises (Refer Note Below)	796.58	692.24
Dues to Other than Micro and Small Enterprises *	29,001.79	31,629.26
TOTAL	29,798.37	32,321.49

* Includes Acceptance against Letter of credit ₹18,950.39 Lakhs (PY ₹20,039.93 Lakhs)

The details of amounts outstanding to Micro, Small and Medium Enterprises base on information available with the Company is as under:

Principal amount remaining due and unpaid	796.58	692.24
Interest due on above and the unpaid interest	290.46	252.19
Interest paid	-	-
Payment made beyond the appointed day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable in succeeding years	-	-

Notes to the financial statements

for the year ended 31st March, 2021

NOTE “22” Other Financial Liabilities - Current

Particulars	₹ in Lakhs	
	As At 31-Mar-21	As At 31-Mar-20
Current Maturities of Long-Term Borrowings		
Debentures	-	356.00
Term Loans:		
- From Banks	4.02	2,503.47
- From Financial Institutions	2,692.65	3,473.93
- From NBFC	-	1,111.12
- From LIC	824.00	-
Interest accrued but not due on borrowings	-	369.51
Unclaimed Dividends*	10.46	21.81
Employee Related Liabilities	1,746.88	1,272.85
Trade and Other Deposits	808.24	1,807.91
Creditors for Capital Goods	1,589.19	1,691.06
Lease Liability - ROU	13.07	19.85
TOTAL	7,688.51	12,627.51

* No amount were required to be transferred to the investor education protection fund.

NOTE “23” Provisions - Current

Particulars	₹ in Lakhs	
	As At 31-Mar-21	As At 31-Mar-20
Provision For Leave Encashment	509.40	421.76
Others	50.00	50.00
TOTAL	559.40	471.76

NOTE “24” Other Current Liabilities - Current

Particulars	₹ in Lakhs	
	As At 31-Mar-21	As At 31-Mar-20
Statutory Liabilities (Net)	1,346.02	710.48
Advance Received From Customers	6,000.48	5,489.41
Advance Received Against Asset for Sale	558.00	558.00
Interest Payable	1,594.27	1,417.32
Capital Grant	69.28	69.28
TOTAL	9,568.05	8,244.49

Notes to the financial statements

for the year ended 31st March, 2021

NOTE “25” Revenue from Operations

Particulars	₹ in Lakhs	
	For the year ended 31-Mar-21	For the year ended 31-Mar-20
Direct sales of manufactured products	121,902.75	96,125.97
Export sales of manufactured products	23,788.70	30,821.06
Sales of traded goods	179.06	68.33
Sale of Scrap and other materials	303.98	187.91
	146,174.49	127,203.27
Other Operating Income		
DEPB License Income	251.68	524.41
TOTAL	146,426.17	127,727.68

NOTE “26” Other Income

Particulars	₹ in Lakhs	
	For the year ended 31-Mar-21	For the year ended 31-Mar-20
Interest Income	407.50	246.73
Unclaimed balance written back	34.57	303.34
Insurance claims received	67.93	175.48
Misc. Non-operating Income	162.54	128.33
Exchange Difference Gain (Net)	460.65	-
TOTAL	1,133.19	853.87

NOTE “27” Cost of Raw Materials Consumed

Particulars	₹ in Lakhs	
	For the year ended 31-Mar-21	For the year ended 31-Mar-20
Opening stock in hand and in process	9,554.31	6,107.34
Add: Purchase of Raw materials	74,756.38	68,505.28
Less: Closing stock in hand and in process	6,192.56	9,554.31
TOTAL	78,118.13	65,058.30

NOTE “28” Purchase of Stock in Trade

Particulars	₹ in Lakhs	
	For the year ended 31-Mar-21	For the year ended 31-Mar-20
Purchase of Stock in Trade	150.03	70.20
TOTAL	150.03	70.20

Notes to the financial statements

for the year ended 31st March, 2021

NOTE “29” Changes in Inventories

Particulars	₹ in Lakhs	
	For the year ended 31-Mar-21	For the year ended 31-Mar-20
Closing stock of Finished Goods	(7,046.32)	(4,360.54)
Closing Stock of Work-in-process	(72.94)	(99.80)
	(7,119.26)	(4,460.34)
Opening Stock:		
Opening Stock of Finished Goods	4,360.54	2,432.72
Opening Stock of Work-in-process	99.80	495.67
	4,460.34	2,928.38
Net (Increase) / decrease in stock	(2,658.92)	(1,531.96)

NOTE “30” Employee Benefit Expense

Particulars	₹ in Lakhs	
	For the year ended 31-Mar-21	For the year ended 31-Mar-20
Salaries and wages	11,166.65	10,106.11
Contributions to provident and other funds	1,150.36	1,091.79
Staff Welfare Expenses	995.96	1,054.03
TOTAL	13,312.97	12,251.93

NOTE “31” Finance Costs

Particulars	₹ in Lakhs	
	For the year ended 31-Mar-21	For the year ended 31-Mar-20
Interest expense	11,258.70	10,038.37
Bank Charges	708.73	706.90
TOTAL	11,967.43	10,745.27

NOTE “32” Other Expenses

Particulars	₹ in Lakhs	
	For the year ended 31-Mar-21	For the year ended 31-Mar-20
Power and fuel	19,475.05	20,333.77
Packing charges	1,566.13	1,449.18
Operating and maintenance expenses	2,015.25	2,000.13
Rent	39.97	21.07
Repairs to building	758.60	694.52
Repairs to machinery	6,377.64	6,073.52
Repairs to other assets	479.61	494.96
Insurance	646.86	400.77
Rates and Taxes	185.34	137.72
Licence fees	93.79	93.80
TOTAL A	31,638.24	31,699.45

Notes to the financial statements

for the year ended 31st March, 2021

Particulars	₹ in Lakhs	
	For the year ended 31-Mar-21	For the year ended 31-Mar-20
Payments to auditors		
For Statutory Audit	15.00	15.00
For Tax Audit	5.00	5.00
For other services (including limited reviews)	10.15	8.87
Towards reimbursement of expenses	0.55	2.44
TOTAL B	30.70	31.31
Travelling expenses	38.16	136.57
Conveyance expenses	358.58	302.16
Advertisement expenses	7.95	7.63
Professional fees	625.31	587.46
Directors Sitting Fees	3.00	2.65
Loss on Assets Sold or Written off (Net)	0.54	74.83
Donations	3.03	3.98
Freight, Transportation, Loading and other Charges (Net)	2,290.32	1,351.71
Vehicle expenses	95.45	129.87
Exchange Difference Loss (Net)	-	1,944.00
Miscellaneous Expenses	1,473.82	961.25
TOTAL C	4,896.15	5,502.10
TOTAL (A+B+C)	36,565.09	37,232.86

NOTE “33” Other Comprehensive Income

Particulars	₹ in Lakhs	
	For the year ended 31-Mar-21	For the year ended 31-Mar-20
Items that will not be reclassified to profit or loss		
Remeasurement of Defined Benefit Plans	47.50	148.62
Income Tax on items that will not be reclassified to profit or loss		
Remeasurement of Defined Benefit Plans	(16.60)	(52.02)
TOTAL	30.90	96.60

Notes to the financial statements

for the year ended 31st March, 2021

NOTE “34” Contingent Liabilities and Commitments:

(A) Contingent Liabilities (to the extent not provided for)

		₹ in Lakhs	
	Particulars	As at 31-Mar-2021	As at 31-Mar-2020
a.	CONTINGENT LIABILITIES NOT PROVIDED FOR:		
1.	Disputed Sales Tax Demands *	4,594.74	4,901.95
2.	Disputed Excise / Service tax Demands	560.03	535.47
3.	Disputed Customs Demands @	7,631.24	7,026.16
4.	Income Tax Demands #	5,754.77	5,766.41
5.	Company's contribution to ESI not made pursuant to petitions for exemption pending before High Court	7.13	7.06
6.	Lease Rent, Local Cess, Octroi, and Interest on Octroi, Surcharge, Stamp Duty, Water and Electricity duty. \$	8,562.27	8,562.27
7.	Disputed Industrial relations matters	538.35	537.05
b.	CLAIMS NOT ACKNOWLEDGED AS DEBTS:	-	-
	TOTAL	27,648.53	27,336.37
c.	GUARANTEE AS A MEMBER OF THE ALKALI MFG. ASSN. (A Company Limited by Guarantee)	₹ 500	₹ 500

Note: The Company does not expect any outflow in respect of the above contingent liabilities.

*** Includes:**

- i) Sales Tax Assessments of Dhrangadhra Unit are pending for 1994-95, 1995-96, 1997-98, 2004-05 & 2005-06. In respect of Sahupuram Unit Central Sales Tax Assessments and Tamil Nadu General Sales tax / Vat assessment are completed up to 2017-18 and demand has been raised and the company has filed appeal against the demand with higher authority.
- ii) The Tamilnadu VAT Department had carried out a survey at Sahupuram Plant and raised demand of ₹ 2732.14 Lakhs observing the difference in amount in respect of export sales reported in VAT returns and audited accounts. The company has filed a writ petition before the Honourable Madras High Court challenging the observations made in the Survey report and the same is pending for hearing.

@ Includes:

- i) The Commissioners of Customs, Tuticorin and Kandla during the year issued Order rejecting the classification of coal imported by the company during the year 2011 and 2012 as Steam Coal and reclassified the same as Bituminous Coal and demanded differential duty of ₹ 1,311.31 lakhs along with applicable interest of ₹ 490.58 lakhs and imposed penalty of ₹ 1,309 lakhs. The Company has filed appeal with CESTAT against the said Orders. The appeal is pending before the CESTAT. The Company has been legally advised that it has a fair chance of winning the case before CESTAT. Accordingly no provision has been made in the accounts and has been disclosed as contingent liability.
- ii) In the matter of Export Duty on Upgraded Benefited Ilmenite classification dispute, the Company has given an undertaking to remit the disputed duty in case; the dispute is decided against the Company by the highest judicial forum. As at 31st March 2021 the duty liability is ₹ 3933.40 Lakhs (Previous year – ₹ 3,328.32 Lakhs). Since the company has got the favourable order from the adjudicating authority in some of the shipments made by the company, relating to the same period, the company is hopeful of getting favourable order for all the shipments where the duty has been demanded by the department.

Includes:

The Income Tax assessments were reopened for the assessment years 2012-13, 2013-14 & 2014-15, based on report by the Commercial Tax Enforcement Officials. The Assessing Officer has made addition for the difference of Export Sales reported in the VAT returns and the Audited Accounts. The company has submitted that the difference was due to Excise Duty and assessment hearings. The Assessing Officer overlooked these submissions and made additions of ₹ 5408.39 lakhs in the captioned assessment years.

Notes to the financial statements

for the year ended 31st March, 2021

The Company has filed an appeal before Commissioner of Income Tax (Appeals) against the orders passed by assessing officer.

\$ Includes:

- i) The Tamil Nadu Government vide Government order dated 23-09-1996 issued under TamilNadu Electricity (Taxation & Consumption) Act, 1961, exempted specified industries (including the industry in which the company operates) permanently from payment of Electricity Tax on consumption of power generated captively. The Supreme Court vide order dated 15th May, 2007 held that the withdrawal of the permanent exemption by the Act of 2003 was invalid. In November, 2007 the Tamilnadu government passed the Tamilnadu tax on consumption or Sale of Electricity (Amendment) Act, amending the Act of 2003 to invalidate the permanent exemption granted with retrospective effect. The writ petition filed by the company against this amendment has been dismissed by the Madras High Court. The SLP filed by the company against the High Court Order has been admitted by the Supreme Court.

The Electrical Inspectorate, Government of Tamil Nadu's vide letter dated 2nd September 2014 informed the Company that the electricity tax exemption would not be applicable to the Company and demanded Electricity Tax of ₹ 2026.72 lakhs and interest of ₹ 1541.98 lakhs for the period 2003 to 2012. The Company has filed writ petition before the Hon'ble High Court of Judicature at Madras and has also obtained interim stay of the said demand vide Order dated 22nd September, 2014 on payment of ₹ 640 lakhs towards pre-deposit.

The appeal filed before the Hon'ble Supreme Court and the writ petition filed before the Hon'ble Madras High Court are pending for adjudication.

The company has been legally advised and is hopeful of favourable outcome before the Supreme Court on the invalidity of and the retrospective application of the Amending Act of 2003 and in the writ petition filed before the Hon'ble Madras High Court. An amount of ₹ 422.69 lakhs has been provided on a prudent basis in the earlier financial year. No provision is considered necessary by the management for the balance electricity tax demand and has been disclosed as contingent liability.

The Tamilnadu Electricity Distribution Circle had raised the demand of ₹ 1,067 Lakhs for parallel operations charges for the period from May 2014 to November 2019. The Company has filed writ petition before the Hon'ble High Court, Madras, Madurai and has obtained the interim stay of the said demand.

- ii) In the matter of leasehold land in respect of the salt works at Kuda, Dhrangadhra, which is an "Operating Lease", the Honourable Supreme Court has admitted the SLP filed by the Company against the Order of the Gujarat High Court upholding that the lease of the aforesaid land is not permanent and hence is terminable. The Company is confident of succeeding in the Supreme Court.
- iii) In the matter of disputed demand of ₹ 498.94 lakhs consequent to revision in the lease rent rates fixed by the Tariff Authority for Major Ports (TAMP) from 2006 to 2016 in respect of the port lands taken on lease by the Company from the V. O. Chidambaranar Port Trust, the Company has obtained interim stay from the Honourable High Court of Judicature at Madras vide order dated 01.08.2014. The Company is confident of succeeding in this matter.
- iv) In the matter of lease rental on land admeasuring 793.39 acres at Sahupuram works, the assignment deeds in respect of which are yet to be executed by the State Government in favour of the Company. (Details refer note no.39)

(B) Commitments :

- i) Estimated amount of Contracts remaining to be executed on Capital Account and not provided for is ₹ 2,253.66 lakhs (31st March 2020: ₹ 786.67 lakhs).
- ii) In respect of land on lease, the future obligations towards lease rentals under the lease agreements as on 31st March, 2021 amount to ₹ 966.16 lakhs (31st March 2020: ₹ 1,003.32 lakhs)

Notes to the financial statements

for the year ended 31st March, 2021

- iii) The Company has given an undertaking for the purposes of obtaining 100% Export Oriented Unit status that it would achieve positive net foreign exchange earnings as prescribed in the EOU Scheme for a period of five years upto May 2020. The Company has filed application for extension of the said period by five more years till May 2025. The application is accepted by the department for a second block of 5 year period starting from 21.05.2020 to 20.05.2025. The Company is hopeful of achieving the said parameters and does not expect any liability on this account as on the Balance sheet date.

NOTE “35”

- a. Confirmation of balances from some of the Debtors and Creditors, have not been received. Statements of Account/balance confirmations, wherever received, have been reconciled and impact thereof, in any, has been dealt with to the extent agreed upon by the Company.
- b. In case of material lying with third party, movement of material is recorded and closing balances have been reconciled on the basis of periodical statements and / or subsequent movement of such material, as certified by the Management.
- c. In the opinion of the management, current assets, long term loans and advances and other non-current assets have a realizable value in ordinary course of business at least equal to the amounts at which they are stated in the balance sheet.

NOTE “36” Leases under IND AS 116:

₹ in Lakhs			
Sr. No.	Particulars	As at 31-Mar-2021	As at 31-Mar-2020
Details pertaining to Lease Arrangement considered as ROU			
1	Total Gross Lease liability	147.20	40.11
2	Total Discounted lease liability	108.68	31.09
3	Cash Outflow due to Lease Liability	21.91	25.91
4	Interest charged to Profit & Loss	4.41	4.59
5	Depreciation charged to Profit & Loss	59.72	60.51
6	Cancellations charged to Profit & Loss	-	-
7	Maturity Profile of Lease Liability		
	Less Than 3 Months	5.57	7.66
	3 to 12 Months	7.56	12.29
	1 to 5 years	88.95	2.82
	5 Years & Above	6.60	8.31
	Grand Total	108.68	31.09
Details pertaining to exemptions availed as Short Term Lease Arrangement and not considered above			
8	Charged to Profit & Loss during the year	39.97	21.07

Notes to the financial statements

for the year ended 31st March, 2021

NOTE “37” Related Party Disclosures as per IND-AS 24:

a. Relationships:

i) List of Related Parties where Control Exists:

Name of the related parties	Nature of relationship
Sahu Brothers Pvt. Ltd.	Entities in which key management personnel and/or their relatives have significant influence
Jain Sahu Brothers Properties Pvt. Ltd.	
Dhrangadhra Trading Company Pvt. Ltd.	
Kishco Pvt. Ltd.	
DCW Pigments Ltd.	
Florida Holdings & Trading Pvt. Ltd.	

ii) Key management personnel and their relatives:

Dr. Shashi Chand Jain	Chairman Emeritus
Mr. Pramod Kumar Jain	Chairman & Managing Director
Mr. Bakul Jain	Managing Director
Mr. Mudit Jain	Managing Director
Mr. Vivek Jain	Managing Director
Mr. Ashish Jain	Sr. President
Mrs. Paulomi Jain	President
Mrs. Malti Bhindi	President
Mr. Saatvik Jain	President
Mr. Vimal Jain	Chief Financial Officer
Mrs. Jigna Karnick *	Deputy Company Secretary
Mr. Dilip Darji **	General Manager (Legal) & Company Secretary
Mr. Amitabh Gupta ***	Chief Executive Officer
Mr. Sudarshan Ganapathy ***	Chief Operating Officer
Mrs. Meeta Jain	Relatives of Director
Ms. Namita Jain	Relatives of Director
Ms. Anushree Jain	Relatives of Director
Mrs. Manju Amitabh Gupta	Relative of Chief Executive Officer
Ms. Tavishi Gupta	Relatives of Chief Executive Officer
Mrs. Asita V Jain	Relatives of Chief Financial Officer
Mr. Devansh Jain	Relatives of Chief Financial Officer

* Resigned w.e.f. 31st May 2019

** Appointed w.e.f. 1st June 2019

*** Appointed w.e.f. 14th Nov 2019

Note:

Related party relationships on the basis of the requirements of Indian Accounting Standard (Ind AS) – 24 disclosed above is as identified by the company and relied upon by the auditors.

Notes to the financial statements

for the year ended 31st March, 2021

b. Disclosure of Transactions between the company and related parties and the status of outstanding balances as on 31st March 2021

₹ in Lakhs				
Particulars	Enterprise / Key Management	Relationship	31-Mar-2021	31-Mar-2020
Money received towards Share Capital	Dr. Shashi Chand Jain	Chairman Emeritus	-	840.00
	Mr. Mudit Jain	Managing Director	-	500.00
	Mr. Pramod Kumar Jain	Chairman & Managing Director	-	522.00
	Mrs. Meeta Jain	Relatives of Director	-	960.00
	Ms. Namita Jain	Relatives of Director	-	180.00
	Ms. Anushree Jain	Relatives of Director	-	90.00
	Mr. Amitabh Gupta	Chief Executive Officer	-	150.00
	Mrs. Manju Amitabh Gupta	Relative of Chief Executive Officer	-	150.00
	Ms. Tavishi Gupta and Mr. Amitabh Gupta	Relatives of Chief Executive Officer	-	50.00
	Mr. Sudarshan Ganapathy	Chief Operating Officer	-	100.00
	Mr. Vimal Jain	Chief Financial Officer	-	25.00
	Mrs. Asita V Jain	Relatives of Chief Financial Officer	-	20.00
	Mr. Devansh Jain	Relatives of Chief Financial Officer	-	5.00
Purchase of goods	M/s. Kishco Pvt. Ltd.	Entities in which key management personnel and / or their relatives have significant influence	0.21	0.87
Unsecured loan taken	Mr. Vivek Jain	Managing Director	260.00	2,572.20
	Mr. Bakul Jain	Managing Director	-	16.80
	M/s Kishco Pvt. Ltd.	Entities in which key management personnel & or their relatives have significant influence	500.00	-
Total			760.00	2,589.00
Unsecured Loan Repaid	Mr. Vivek Jain	Managing Director	340.00	4,578.25
	Mr. Pramod Kumar Jain	Chairman & Managing Director	-	500.00
	Mr. Mudit Jain	Managing Director	75.00	525.00
	Mr. Bakul Jain	Managing Director	30.55	500.00
	M/s Kishco Pvt. Ltd.	Entities in which key management personnel & or their relatives have significant influence	250.00	300.00
Total			695.55	6,403.25

Notes to the financial statements

for the year ended 31st March, 2021

₹ in Lakhs

Particulars	Enterprise / Key Management	Relationship	31-Mar-2021	31-Mar-2020
Unsecured Loan Balances as on 31 st March, 2021	Mr. Vivek Jain	Managing Director	100.00	180.00
	Mr. Mudit Jain	Managing Director	-	75.00
	Mr. Bakul Jain	Managing Director	-	30.55
	M/s Kishco Pvt. Ltd.	Entities in which key management personnel & or their relatives have significant influence	250.00	-
	Total		350.00	285.55
Interest Paid	Mr. Pramod Kumar Jain	Chairman & Managing Director	-	31.73
	Mr. Vivek Jain	Managing Director	23.56	186.75
	Mr. Mudit Jain	Managing Director	6.13	42.37
	Mr. Bakul Jain	Managing Director	-	31.73
	M/s Kishco Pvt. Ltd.	Entities in which key management personnel & or their relatives have significant influence	16.85	22.55
Total		46.54	315.13	
Remuneration paid to Key Management Personnel & their Relatives	Mr. Pramod Kumar Jain	Chairman & Managing Director	137.95	-
	Mr. Bakul Jain	Managing Director	137.95	-
	Mr. Vivek Jain	Managing Director	137.95	-
	Mr. Mudit Jain	Managing Director	137.95	-
	Mr. Ashish Jain	Senior President	134.19	-
	Mrs. Paulomi Jain	President	134.19	-
	Mrs. Malti Bhindi	President	134.19	-
	Mr. Saatvik Jain	President	134.19	-
	Mr. Vimal Jain	Chief Financial Officer	119.60	61.67
	Mrs. Jigna Karnick	Dy. Company Secretary	-	3.39
	Mr. Dilip Darji	General Manager (Legal) & Company Secretary	25.69	19.44
	Mr. Amitabh Gupta	Chief Executive Officer	92.39	34.95
	Mr. Sudarshan Ganapathy	Chief Operating Officer	133.32	25.01
Total		1,459.55	144.46	
Sitting Fees	Mr. Salil Kapoor	Independent Director	0.35	0.10
	Ms. Sujata Rangnekar	Independent Director	0.80	0.80
	Mr. K. Krishnamoorthy	Independent Director	0.95	1.00
	Mr. Mahesh Vennelkanti	Independent Director	0.90	0.75
Total		3.00	2.65	

Notes to the financial statements

for the year ended 31st March, 2021

NOTE “38” Financial Derivative Instruments:

- a. Derivative contracts entered into by the Company and outstanding as on 31st March, 2021 for Hedging currency and interest related risks.

Forward exchange contracts and options (being derivative instruments), which are not intended for trading or speculative purposes but for hedge purposes to establish the amount of reporting currency required or available at the settlement date of certain payables and receivables

Outstanding forward exchange contracts entered into by the company as on:

As on	Amount in USD \$	Amount in INR ₹	Buy / Sell	Cross Currency
31 st March 2021	80,76,200	59,40,17,512	Buy	NIL
31 st March 2020	NIL	NIL	NIL	NIL

- b. The Year End Foreign Currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

March '21		March '20	
Receivable / (Payable)	Receivable / (Payable) in Foreign Currency	Receivable / (Payable)	Receivable / (Payable) in Foreign Currency
₹	\$	₹	\$
29,34,65,756 (2,03,89,71,572)	USD 40,14,305 USD (2,78,91,000)	13,33,32,746 (243,90,27,951)	USD 17,66,231 USD (3,23,09,285)

- c. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

NOTE “39”

Land includes a land costing ₹ 3.91 lakhs (fair valued at ₹ 2380.20 lakhs on transition date) admeasuring 793.39 acres at Sahupuram Works, the assignment deeds in respect of which are yet to be executed by the State Government in favour of the Company.

The Company had remitted the above land cost as per State Government order in the year 1989. The assignment deed of the said land in favour of the Company was not executed by the State Government, demanding double the market value of the land and the State Government demanded lease rent from 1989. As the assignment deed of the land was not executed by the State Government, the Company filed writ petition before the Honourable Madras High Court which ordered the State Government to pass orders on merits on the application seeking the said assignment, filed by the Company and granted interim stay against collection of lease rent.

The State Government vide order dated 31st March 2017 has finally rejected the request for the assignment of land citing certain non-fulfilment of condition of original lease, and ordered to collect the arrears of lease rent from 1989 to till date with 12% interest amounting to ₹ 698.94 Lakhs and also issued orders to repossess the said land. The Company has filed writ petition against the said order before the Honourable Madras High Court which is pending for hearing.

The Company has been legally advised that it has a very good case on the above matter and hence the ownership of the land would eventually be transferred in the name of the Company as per Sec 53A of the Transfer of Property Act. The lease rent demanded has been disclosed under Contingent Liability and therefore the land is treated as “freehold”.

Notes to the financial statements

for the year ended 31st March, 2021

NOTE “40” Disclosure Pursuant to IND AS-19 “Employee Benefits”:

The Company has classified the various benefits provided to employees as under:

a. Defined Contribution Plans:

The Company has recognized the following amounts in the Statement of Profit & Loss which are included under contribution to Provident Fund and Other Funds:

Particulars	₹ in Lakhs	
	31-Mar-21	31-Mar-20
Provident Fund	557.99	523.04
Superannuation Fund	212.12	93.17
Employees’ Pension Scheme, 1995	224.66	230.05

The Rules of the Company’s Provident Fund administered by a Trust require that if the Board of Trustees are unable to pay interest of at the rate declared on Employees Provident Fund by the Government under the Employees Provident Fund Scheme, for the reason that the return on investment is less or for any other reason, then the deficiency shall be made good by the Company.

b. Defined Benefit Plans:

Particulars	₹ in Lakhs	
	Gratuity (Funded)	
	31-Mar-21	31-Mar-20
1 Change in Benefit Obligation		
Liability at the beginning of the year 1 st April, 2020	3896.54	3750.75
Interest cost	266.52	280.18
Current Service Cost	176.93	151.76
Past Service Cost	-	-
Benefit Paid	(106.16)	(116.47)
Actuarial (gain) / Loss on obligation	(46.06)	(169.69)
Liability at the end of the year	4187.77	3896.54
2 Changes in the Fair Value of Plan Assets		
Present Value of Plan Assets as at 1 st April, 2020	3433.13	3321.92
Expected Return on Plan Assets	234.83	248.15
Contributions by the Employer	-	0.61
Actuarial (Gain)/Loss	1.44	(21.07)
Employers’ Contributions		
Benefits Paid	(106.16)	(116.47)
Present Value of Planned Assets as at 31 st March, 2021	3563.24	3433.13
3 Amount Recognized in the Balance Sheet including a reconciliation of the Present Value of Defined Benefit Obligation and the Fair Value of Assets		
Present Value of Defined Benefit Obligation as at 31 st March, 2021	4187.77	3896.54
Fair Value of Plan Assets as at 31 st March, 2021	3563.24	3433.13
Net Liability recognized in the Balance Sheet as at 31 st March, 2021	624.53	463.41
As a matter of prudence the company has not withdrawn provisions of ₹ 134.03 Lakhs made on estimated basis during the quarterly closing of the books and accordingly the Net Liability in Balance sheet is ₹ 758.56 Lakhs (Note -17)		

Notes to the financial statements

for the year ended 31st March, 2021

		₹ in Lakhs	
Particulars		Gratuity (Funded)	
		31-Mar-21	31-Mar-20
4.	Expenses Recognized in the Statement of Profit and Loss		
A	Service Cost	176.93	151.76
B	Interest Cost	266.52	280.18
C	Past Service Cost	-	-
D	Expected Return on Plan Assets	(234.83)	(248.15)
E	Curtailement Cost/(Credit)	-	-
F	Settlement Cost/(Credit)	-	-
G	Net Actuarial (Gain)/Loss	-	-
	Total Expenses recognized in the Statement of Profit and Loss	208.62	183.79
5.	The Composition of Plan Assets : i.e. Percentage of each Category of Plan Assets to Total Fair Value of Plan Assets as at 31st March, 2021		
	Insurance Managed Funds	3563.24	3433.13
	Others	-	-
	Total	3563.24	3433.13
6.	Amount recognised in Other Comprehensive Income (OCI)		
	Actuarial Gains / (Losses) on Obligations for the period	46.07	169.69
	Re-measurement(Return on Plan Assets Excluding Interest Income)	1.43	(21.07)
	Change in Asset Ceiling	-	-
	Net (Income) / Expenses for the period recognized in OCI	47.50	148.62
7.	Actuarial Assumptions		
	Retirement age	58 & 60	58 & 60
	Discount rate	6.44%	6.84%
	Mortality	Indian Assured Lives Mortality (2006-2008) Ultimate	
	Withdrawal rate	3%	2%
	Salary escalation	4%	3%
	Other Details		
	No of active members	1740	1811
	Per month salary for active members	553.49	570.59
	Average expected future service - in years	10	11
	Projected benefit obligation (PBO)	4187.77	3896.54
	Weighted average duration of the PBO – in years		
	Projected benefits payable in future years from the date of reporting		
	1st following year	727.00	636.30
	Sum of years 2 to 5	1769.96	1623.78
	Sum of years 6 to 10	1976.84	1915.72

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for the year ended 31st March, 2021

Particulars	₹ in Lakhs	
	Gratuity (Funded)	
	31-Mar-21	31-Mar-20
Sensitivity analysis on PBO		
Delta effect of 1% increase in rate of discounting	(195.54)	(186.96)
Delta effect of 1% decrease in rate of discounting	217.04	207.42
Delta effect of 1% increase in rate of salary escalation	215.04	207.14
Delta effect of 1% decrease in rate of salary escalation	(196.94)	(190.06)
Delta effect of 1% increase in rate of attrition	31.48	50.19
Delta effect of 1% decrease in rate of attrition	(34.50)	(54.84)

NOTE NO. "41" Earning per share (EPS) as per IND AS – 33:

Particulars	31-Mar-21	31-Mar-20
Profit/ (Loss) after Tax before OCI (₹ in Lakhs)	379.31	(2,676.16)
No. of Equity shares of ₹ 2 each outstanding as on 31.3.2021	26,10,30,371	26,10,30,371
Weighted Average Number of Equity Shares Outstanding during the year		
For Basic and Diluted	26,10,30,371	23,82,90,796
EPS (₹)		
For Basic and Diluted	0.15	(1.12)

Note:

Optionally convertible debentures if converted into equity shares may not potentially dilute the earnings per share for the future period and therefore these are treated as anti-dilutive and excluded from the weighted average number of equity shares for the purpose of diluted earnings per share.

NOTE "42" Segment Information:

Particulars	₹ in Lakhs						
	Caustic	SIOP	PVC	CPVC	Soda Ash	Others	Total
Segment Revenue	35,570.97	5,977.31	70,815.87	14,857.25	17,869.53	1,335.24	1,46,426.17
	(46,752.96)	(3,963.70)	(45,409.88)	(10,294.88)	(19,826.49)	(1,479.77)	(1,27,727.68)
Segment Result	-1,355.09	-1,109.53	10,721.59	3,831.91	668.43	577.63	13,334.94
	(5,237.84)	(-2,239.98)	(-1,795.05)	(1,264.80)	(3,473.65)	(748.18)	(6,779.43)
Add: Unallocated Corporate Income							-
							-
Less: Finance charges							11,967.43
							(10,745.27)

Notes to the financial statements

for the year ended 31st March, 2021

₹ in Lakhs							
Particulars	Caustic	SIOP	PVC	CPVC	Soda Ash	Others	Total
Current Tax							250.00
							-
Deffered Tax							738.20
							(1,289.68)
Net Profit After Tax							379.31
							(-2,676.16)
Other information							
Segment Assets	52,928.72	39,209.27	19,241.91	27,884.88	31,402.84	16,718.78	1,87,386.39
	(53,018.71)	(40,765.77)	(16,713.58)	(29,437.24)	(30,148.20)	(15,226.37)	(1,85,309.87)
Add: Unallocated Corporate Assets							137.85
							(146.66)
Total							1,87,524.24
							(1,85,456.53)
Segment Liabilities	10,646.89	2,645.76	30,899.06	2,301.51	3,194.38	62,961.73	1,12,649.31
	(17,721.22)	(19,736.60)	(28,233.64)	(8,547.35)	(2,692.78)	(35,343.32)	(1,12,274.91)
Add: Unallocated Corporate liabilities							6,155.38
							(5,400.58)
Total							1,18,804.69
							(1,17,675.49)
Capital Expenditure							1,785.97
							(1,574.55)
Depreciation	2,928.83	2,094.56	696.82	1,684.17	829.61	503.14	8,737.13
	(2,953.54)	(2,093.14)	(699.98)	(1,685.74)	(785.23)	(503.15)	(8,720.79)

Note: The figures in bracket represents previous year amount.

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NOTE NO “43” Expenditure Incurred on Corporate Social Responsibility (CSR) Activities:

- a. Gross amount required to be spent during the year is ₹ NIL (P.Y. NIL)
 b. Amount spent during the year:

Sr. No.	Particulars	In Cash	Yet to be paid in cash	₹ in Lakhs	
				31-Mar2021	31-Mar-2020
1	Construction/acquisition of any asset	-	-	-	-
2	Other purposes other than above	63.77	-	63.77	61.33

NOTE “44” FAIR VALUE MEASUREMENTS:

The following disclosures are made as required by Ind AS -113 pertaining to Fair value measurement:

a. Accounting classification and fair values

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

Financial Liabilities	Carrying amount at Amortised Cost	Fair value	₹ in Lakhs
			Fair value measurement hierarchy level
As on 31st March.2021			
Fixed Rate Borrowings	38,808.26	-	Level 2
As on 31st March.2020			
Fixed Rate Borrowings	13,523.76	-	Level 2

b. Measurement of fair values:

The following tables shows the valuation techniques used in measuring Level 2 fair values.

Type	Valuation technique
Fixed Rate Borrowings	Discounted cash flows: The valuation model considers the present value of expected payment discounted using appropriate discounting rates.

c. Financial risk management

The Company has exposure to the Credit risk, Liquidity risk and Market risk arising from financial instruments.

Risk Management Framework: The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established the Risk Management Committee (RMC), which is responsible for developing and monitoring the Company's risk management policies.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits to control / monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

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The Audit Committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit Committee is assisted by internal audit. Internal audit undertakes reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is approved by the Board of Directors.

d. Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables.

Trade receivables: The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an on-going basis throughout each reporting period.

The following table provides information about the exposure to credit risk and measurement of loss allowance using Life time expected credit loss for trade receivables:

₹ in Lakhs					
Sundry Debtors	Upto 6 months	6 months to 1 year	1 year to 3 years	More than 3 years	Total
As at 31-Mar-21					
Gross Carrying Amount	8,894.25	113.42	451.68	275.80	9,735.15
Specific Provision / ECL					(215.19)
Carrying Amount					9,519.96
As at 31-Mar-20					
Gross Carrying Amount	6,470.62	330.45	356.35	275.99	7,433.41
Specific Provision / ECL					(165.90)
Carrying Amount	6,470.62	330.45	356.35	275.99	7,267.51

Cash and cash equivalents:

The Company held cash and cash equivalents of ₹ 5,000.50 as at 31st March 2021 (31st March 2020: ₹ 870.01 lakhs). The cash and cash equivalents are held with reputed banks.

Notes to the financial statements

for the year ended 31st March, 2021

e. Liquidity Risk:

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

₹ in Lakhs

Particulars	Carrying amount	Contractual cash flows				Total
		Up to 1 year	1-2 years	2-5 years	> 5 years	
As on 31-Mar-21						
Non-derivative financial liabilities						
Borrowings	62,306.18	10,032.48	13,514.70	32,066.67	6,692.33	62,306.18
Interest	1,594.27	1,594.27	-	-	-	1,594.27
Trade payables	29,798.37	29,798.37	-	-	-	29,798.37
As on 31-Mar-20						
Non-derivative financial liabilities						
Borrowings	60,536.97	13,805.87	13,877.39	29,873.73	2,979.98	60,536.97
Interest	1,786.83	1,786.83	-	-	-	1,786.83
Trade payables	32,321.49	32,321.49	-	-	-	32,321.49

f. Market Risk

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and commodity prices, will affect the Company's income or the value of its financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables, long term debt and commodity prices. The Company is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and commodity price risk.

Interest rate risk:

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates, in cases where the borrowings are measured at fair value through the Statement of profit and loss. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to Interest rate risk:

Company's interest rate risk arises from borrowings. The interest rate profile of the Company's interest-bearing long term financial instruments is as follows:

₹ in Lakhs

Particulars	31-Mar-21	31-Mar-20
Fixed-rate instruments		
Financial liabilities - measured at amortised cost	38,808.26	13,523.76
Variable-rate instruments		
Financial liabilities - measured at amortised cost	16,986.11	40,651.86
Total	55,794.37	54,175.62

Cash flow sensitivity analysis for variable-rate instruments: A reasonably possible decrease by 100 basis points in interest rates at the reporting date would have positive impact (before tax) by ₹ 557.94 lakhs and ₹ 541.76 lakhs for the outstanding balance as on 31.3.2021 and 31.3.2020 respectively. Similarly a reasonable possible increase by 100 basis points in interest rate would have negative impact (before tax) by same amounts.

Notes to the financial statements

for the year ended 31st March, 2021

Currency risk:

The Company is exposed to currency risk on account of its operating and financing activities. The functional currency of the Company is Indian Rupee.

To the extent the exposures on purchases and borrowings are not economically hedged by the foreign currency denominated receivables, the Company uses derivative instruments, like, foreign exchange forward contracts to mitigate the risk of changes in foreign currency exchange and principal only swap rates. Company does not use derivative financial instruments for trading or speculative purposes.

The Company evaluates exchange rate exposure arising from foreign currency transactions and the Company follows established risk management policies including the use of derivatives like foreign exchange forward contracts to hedge expos

Exposure to currency risk:

The currency profile of financial assets and financial liabilities as on 31st March, 2021 & 31st March, 2020 are as below:

Particulars	Total	INR	₹ in Lakhs
			Exposure to USD converted into INR
As on 31-Mar-21			
Financial Assets			
Cash and cash equivalents	5,000.50	5,000.50	-
Short-term loans and advances	119.86	119.86	-
Trade and other receivables	9,519.96	6,585.30	2,934.66
Other Non-current financial asset	4,795.39	4,795.39	-
Other Current financial asset	7,244.88	7,244.88	-
Exposure for assets (A)	26,680.59	23,745.93	2,934.66
As on 31-Mar-21			
Financial Liabilities			
Long term borrowings	52,273.70	52,273.70	-
Short term borrowings	6,511.81	6,511.81	-
Interest accrued	1,594.27	1,594.27	-
Trade and other payables	29,798.37	10,824.84	18,973.53
Other Current financial liabilities	6,094.24	6,094.24	-
Non-Current Financial Liabilities	3,737.61	3,737.61	-
Exposure for liabilities (B)	1,00,010.00	81,036.47	18,973.53
Net exposure (B-A)	73,329.41	57,290.54	16,038.87
As on 31-Mar-20			
Financial assets			
Cash and cash equivalents	345.68	345.68	-
Short-term loans and advances	1,585.31	1,386.94	198.36
Trade and other receivables	7,267.51	5,934.18	1,333.33
Other Non-current financial asset	828.70	828.70	-

Notes to the financial statements

for the year ended 31st March, 2021

₹ in Lakhs

Particulars	Total	INR	Exposure to USD converted into INR
Other Current financial asset	5,086.94	5,086.94	-
Exposure for assets (A)	15,114.14	13,582.45	1,531.69
As on 31-Mar-20			
Financial liabilities			
Long term borrowings	46,731.10	46,731.10	-
Short term borrowings	6,361.35	6,361.35	-
Interest accrued	1,786.83	1,786.83	-
Trade and other payables	32,321.49	11,257.67	21,063.82
Other Current financial liabilities	12,258.01	12,258.01	-
Non-Current Financial Liabilities	1,011.24	1,011.24	-
Exposure for liabilities (B)	1,00,470.01	79,406.19	21,063.82
Net exposure (B-A)	85,355.87	65,823.73	19,532.13

Sensitivity analysis:

A reasonably possible strengthening of the Indian Rupee against USD at March 31 by 4% would have positive impact (before tax) by ₹ 641.55 lakhs and ₹ 781.29 lakhs for the net outstanding balance as on 31.3.2021 and 31.3.2020 respectively. Similarly a reasonably possible weakening of the India Rupee against USD would have a negative impact (before tax) by same amounts.

Capital Management

For the purpose of the Company's capital management, capital includes issued capital, convertible instruments and reserves. The primary objective of the Company's Capital Management is to maximise shareholder value. The company manages its capital structure and makes adjustments, if any, required in the light of the current economic environment and other business requirements.

NOTE "45" Recent Accounting pronouncements:

As at the date of issue of financial statements, there are no new standards or amendments which have been notified by the MCA but not yet adopted by the Company. Hence the disclosure is not applicable.

NOTE "46"

In pursuance of Section 115BAA of the income tax act, 1961 notified by the Government of India through taxation Law (Amendment) Ordinance 2019, Company has an option of shifting to lower tax rate along with consequent reduction in certain tax incentives. The company is in process of evaluating the option and the impact, if any, thereof shall be taken at the time of exercising the option.

NOTE "47" Covid-19 Impact Analysis:

"The outbreak of corona virus (COVID-19) pandemic globally and in India is causing disturbance and slowdown of economic activity. The Company's operations and revenue during the current financial year were impacted due to COVID-19. The Company has taken into account the possible impact of COVID-19 in preparation of the audited financial statement, including its assessment of recoverable value of its assets based on internal and external information up to the date of approval of these audited financial statement and current indicators of future economic conditions."

Notes to the financial statements for the year ended 31st March, 2021

NOTE “48”

The financial statements were authorised for issue in accordance with the resolution passed by the Board of Directors on 21st May, 2021.

NOTE “49”

The figures of previous year have been rearranged & regrouped where ever necessary and / or practicable to make them comparable with those of the current year.

As per our Report of even date attached.

For and on behalf of the Board

For **Chhajed & Doshi**
Chartered Accountants
FRN NO 101794W

Pramod Kumar Jain
Chairman & Managing Director
DIN 00380458

CA Piyush Chhajed
Partner
Membership No 108090

Bakul Jain
Managing Director
DIN 00380256

Vivek Jain
Managing Director
DIN 00502027

Mudit Jain
Managing Director
DIN 00647298

Place: Mumbai
Date : 21st May 2021

Amitabh Gupta
Chief Executive Officer

Vimal Jain
Chief Financial Officer

Dilip V Darji
GM (Legal) & Company Secretary
CS NO 22527



POSITIVE TRANSFORMATION

Becoming a strong engine for
Value Creation.

NOTICE





DCW LIMITED

CIN No.: L24110GJ1939PLC000748

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, **Email:** legal@dcwlimited.com

NOTICE

NOTICE is hereby given that the Eighty Second (82nd) Annual General Meeting of DCW LIMITED will be held on Monday, September 27, 2021 at 12:00 noon IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

Ordinary Business:

Item No. 1 – Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the Reports of the Board of Directors and the Auditor's thereon.

Item No. 2 – Re-appointment of a Director

To appoint Mr. Vivek Shashichand Jain (DIN: 00502027), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

Special Business:

Item No. 3 – Re-appointment of Mr. Mahesh Vennelkanti (DIN: 03633359) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Rules") (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) thereof or supplement(s) thereto) ("Listing Regulations") and pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as "the Board"), Mr. Mahesh Vennelkanti (DIN: 03633359) who was appointed as an Independent Director of the Company for a period of 2 years w.e.f. June 28, 2019 and holds office up to June 27, 2021 and is eligible for re-appointment as an Independent Director of the Company and has submitted a Declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations alongwith his consent to such re-appointment, being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years with effect from June 28, 2021 up to June 27, 2026, on such terms and conditions including commission on profits, if any, as applicable to other Non-Executive Independent Directors of the Company.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and such other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder and based on the recommendation of the Nomination and Remuneration Committee, consent of the members of the Company be and is hereby accorded for the continuation of Directorship of Mr. Mahesh Vennelkanti (DIN: 03633359) as an Independent Director of the Company till the expiry of his term notwithstanding that he will be attaining age of Seventy Five (75) years during the second term of his re-appointment as an Independent Director.

RESOLVED FURTHER THAT anyone of the Directors or the Company Secretary of the Company be and is hereby authorised to do all such acts, matters, deeds and things as may be necessary, expedient or desirable to give effect to the above Resolution including filing of necessary forms/returns with the Registrar of Companies, Ministry of Corporate Affairs and/or other regulatory authorities from time to time."

Item No. 4 – Ratification of Remuneration of the Cost Auditors for the Financial Year ending March 31, 2022

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company be and is hereby accorded for payment of Remuneration as set out in the Explanatory Statement annexed hereto to M/s. Nanabhoy & Co. and M/s N. D. Birla & Co., Cost Auditors of the Company appointed by the Board of Directors at their meeting held on May 21, 2021, to conduct the audit of the cost records of the Company for the Financial Year ending on March 31, 2022 be and is hereby confirmed, approved and ratified.

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

By Order of the Board of Directors

Sd/-

Dilip Darji

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

Registered Office:

Dhrangadhra - 363 315, Gujarat
Email: legal@dcwltd.com
CIN: L24110GJ1939PLC000748
Website: www.dcwltd.com

Date: May 21, 2021

Place: Mumbai

NOTES:-

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, and all other relevant circulars issued from time to time (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as 'SEBI Circulars'), venue for physical attendance of the Members to the Annual General Meeting ("AGM") is not required as AGM be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
5. In line with the MCA Circulars & SEBI Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.dcw ltd.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsd.com.
6. The AGM of the Company is being held through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with MCA Circulars & SEBI Circulars.
7. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('Act') with respect to Item No. 3 & 4 forms part of this Notice. Additional information, pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India in respect of the Director seeking reappointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as annexure to this Notice.
8. A Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/ herself and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
9. Institutional/Corporate Members (i.e. other than individuals / HUF, NRI, etc.) intending to send their authorized representative(s) to attend the Meeting through VC / OAVM, are requested to send a Certified True Copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to skjaincs1944@gmail.com with a copy marked to evoting@nsdl.co.in and to the Company at legal@dcw ltd.com.
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. Relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection electronically up to the date of AGM. Members seeking to inspect such documents can send an email to legal@dcw ltd.com. The relevant Registers maintained under the Act and required to be placed at AGM will be available electronically for inspection by the members during the AGM.

12. In compliance with the aforesaid MCA Circulars & SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.dcwLtd.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.
13. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 21, 2021 to Monday, September 27, 2021, (both days inclusive) for the purpose of the Meeting.
14. To support the "Green Initiative", Members who have not registered their e-mail addresses are requested to register the same with Bigshare Services Pvt. Ltd. /Depository Participant (DP) for receiving Annual Reports and other communications electronically from the Company in the future.
15. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
16. **Updation of Members' Details**
The format of the Register of Members prescribed by the Ministry of Corporate Affairs ('MCA') under the Act requires the Company/ RTA to record additional details of members including their Permanent Account Number ('PAN'), e-mail address, bank details for payment of dividend, etc. Further, the Securities and Exchange Board of India ('SEBI') has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their details to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their details to the Company's RTA.
17. During the Financial Year 2018-19, SEBI and MCA have mandated that existing Members of the Company who hold securities in physical form and intend to transfer their securities after April 1, 2019, can do so only in dematerialized form. Therefore, Members holding shares in physical form are requested to consider converting their shareholding to dematerialised form to eliminate all risks associated with physical shares for ease of portfolio management as well as for ease of transfer, if required. Shareholders can write to the Company at legal@dcwLtd.com or contact the Company's RTA - Bigshare Services Pvt. Ltd. at investor@bigshareonline.com ('RTA Email') and 022-62638200 ('RTA Number') for assistance in this regard.
18. As per the provisions of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's RTA by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective DPs.
19. Members holding shares in single name are especially advised to make nomination in respect of their shareholding in the Company and for cancellation and variation of nomination, if they are desirous of doing so.
20. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company's RTA the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
21. Non-Resident Indian members are requested to inform the Company's RTA/respective DPs, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
22. Members are requested to notify the Company/RTA of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
23. Pursuant to Sections 124 (5) of the Companies Act, 2013 the amount of dividend remaining unclaimed for a period of 7 years shall be transferred to the Investor Education Protection Fund. Pursuant to Section 124(6) of the Companies Act 2013, all shares in respect of which dividend has not been paid or claimed for 7 consecutive years or more shall be transferred by the Company in the name of Investor Education and Protection Members who have not yet encashed their dividend warrants for the Financial Year ended on March 31, 2014 and onwards are advised to make their claims in that regard with the Company or RTA without any further delay and the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company (www.dcwLtd.com) and also on the website of the Ministry of Corporate Affairs.

Accordingly, the Company has transferred all the unclaimed dividends declared till the year 2012-13 to the said Fund. Members who have not en-cashed their dividend warrants for the financial year ended March 31, 2013 onwards may claim for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in) alongwith requisite fee as decided by it from time to time. The Member/Claimant can file only one consolidated claim in a financial year as per IEPF Rules.

24. Process and manner of Voting through Electronic Means.

- a. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI Listing Regulations, each as amended from time to time and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility to its Members to cast their votes electronically on resolutions set forth in this Notice. The Company has engaged the services of National Securities Depository Limited ('NSDL') as the Agency to provide e-voting facility. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting') and the services will be provided by NSDL.
 - b. Instructions for remote e-voting (including process and manner of e-voting) are given herein below.
 - c. The Resolutions passed by remote e-voting shall be deemed to have been passed as if they have been passed at the AGM. The Notice of the AGM indicating the instructions of remote e-voting process can be downloaded from NSDL's website www.evoting.nsdl.com or the Company's website www.dcwlimited.com.
 - d. The facility for e-Voting shall be made available at the Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Meeting.
 - e. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again. Members can opt for only one mode of voting i.e. remote e-voting or voting at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting through physical voting at the meeting will not be considered.
 - f. Members holding shares in physical form or dematerialized form as on Monday, September 20, 2021 ('Cut- Off Date') shall be eligible to cast their vote by remote e-voting. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 20, 2021.
 - g. The remote e-voting period commences on Friday, September 24, 2021 at 9:00 a.m. (IST) and ends on Sunday, September 26, 2021 at 5:00 p.m. (IST). During this period, the members of the Company holding shares either in physical form or in dematerialized form as on the Cut-Off Date, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting after 5:00 p.m. (IST) on Sunday, September 26, 2021.
25. Any person(s) who acquires shares of the Company and becomes a Member(s) of the Company after dispatch of the Notice of AGM and holding shares as on the Cut-Off date i.e. Monday, September 20, 2021 may obtain the login ID and password by sending a request at 'evoting@nsdl.co.in' or 'admission@bigshareonline.com' However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and password for casting your vote. If you have forgotten your password, you can reset your password by using 'Forgot User Details/ Password' or 'Physical User Reset Password' option available on 'www.evoting.nsdl.com' or contact NSDL at the following Toll Free No.: 1800-222-990 or e-mail at 'evoting@nsdl.co.in'
26. Please note, only a person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date shall be entitled to avail the facility of voting, either through remote e-voting or voting at the AGM .
27. The Board of Directors has appointed M/s. S K Jain & Co, Practicing Company Secretaries, as Scrutinizer to scrutinize the remote e-voting process as well as voting at the Meeting in a fair and transparent manner.
28. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and shall within three days or two working days of conclusion of the Meeting whichever is earlier submit a consolidated Scrutinizer's Report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman in writing, who shall countersign the same.
29. The Chairman or any other person authorised by him in writing shall declare the result of voting forthwith.
30. The results declared along with Scrutinizer's Report, will be placed on the Company's website 'www.dcwlimited.com' and the website of

NSDL 'www.evoting.nsdl.com' immediately after the result is declared by Chairman or any other person authorized by the Chairman and the same shall simultaneously be communicated to BSE Limited and National Stock Exchange of India Limited where the Securities of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

31. In case of any grievances with respect to the facility for voting by electronic means, Members are requested to contact at evoting@nsdl.co.in (1800 222 990) or write to NSDL at National Securities Depository Limited, Trade World, 'A' wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.

32. E-Voting Instructions

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="850 785 1495 1225">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="850 1225 1495 1342">2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="850 1342 1495 1779">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

4. Your User ID details are given below:

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

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsd.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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to skjaincs1944@gmail.com with a copy marked to evoting@nsdl.co.in and to the Company at legal@dcwlt.com.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990/1800 22 44 30 or send a request to Ms. Sarita Mote at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to legal@dcwlt.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to legal@dcwlt.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

SUBMISSION OF QUESTIONS OR QUERIES PRIOR TO AGM/ REGISTRATION OF SPEAKERS:

Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company latest by Monday, September 20, 2021 through email on legal@dcwlttd.com. Such questions shall be taken up during the meeting or replied by the Company suitably.

Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/Folio no., No. of shares, PAN, mobile number at legal@dcwlttd.com on or before Monday, September 20, 2021. Those Members who have registered themselves as a speaker will only be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.

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

ITEM NO. 3

Mr. Mahesh Vennelkanti (DIN: 036333359) was appointed as a Non-Executive Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 for a term of two consecutive years commencing from June 28, 2019 to June 27, 2021 by the Members of the Company at its Annual General Meeting held on September 30, 2019 (“first term”).

Accordingly, pursuant to the provisions of Section 149 of the Companies Act, 2013 and rules made thereunder, the first term of Mr. Mahesh Vennelkanti (DIN: 036333359) as an Independent Director of the Company concluded on June 27, 2021.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“Listing Regulations”) inter alia prescribe that an Independent Director of a Company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board’s report. Further, Section 149(11) of the Act provides that an Independent Director may hold office for up to two consecutive terms.

Regulation 17(1A) of the Listing Regulations, inter-alia provides that a listed Company shall not appoint a person or continue the directorship of any person aged 75 years or more as a Non- Executive Director unless a special resolution is passed to that effect.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee (“NRC”), considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Mahesh Vennelkanti (DIN: 036333359) would be beneficial to the Company even after attaining the age of Seventy-Five (75) years and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint him as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company w.e.f. June 28, 2021.

Mr. Mahesh Vennelkanti (DIN: 036333359) is not disqualified from being appointed as a director in terms of Section 164 of the Act, and has given his consent to act as a Independent Director.

The Company has also received declaration from Mr. Mahesh Vennelkanti (DIN: 036333359) that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and Listing Regulations.

In the opinion of the Board, Mr. Mahesh Vennelkanti (DIN: 036333359) fulfils the conditions for appointment as an Independent Director of the Company as specified in the Act and the Listing Regulations. Mr. Mahesh Vennelkanti (DIN: 036333359) is independent of the Management.

Details of Mr. Mahesh Vennelkanti (DIN: 036333359) are provided in the “Annexure - I” to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and payment of commission, if any, as approved by the Members at the Extra Ordinary General Meeting held on December 19, 2013.

Copy of the draft Letter of Appointment setting out the terms and conditions of the appointment of Mr. Mahesh Vennelkanti (DIN: 036333359) as an Independent Director and all the relevant documents referred to in this Notice and Explanatory Statement, are available for inspection in physical or electronic form at the Registered office of the Company between 10.00 a.m. to 12.00 noon, on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the Annual General Meeting (AGM) and Copy thereof shall also be made available for inspection in physical or electronic form at the Head Office of the Company situated at Nirmal 3rd Floor, Nariman Point, Mumbai – 400 021.

Mr. Mahesh Vennelkanti (DIN: 036333359) is interested in the Resolution as set out at Item No. 3 of the Notice with regard to his re-appointment. Relatives of Mr. Mahesh Vennelkanti (DIN: 036333359) may be deemed to be interested in the Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. The Board recommends the Special Resolution as set out at Item No. 3 of the Notice for approval by the Members.

ITEM NO. 4

The Board, on the recommendations of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2022, as per following

Sr. No	Name of the Cost Auditor	Industry	Audit Fees (₹)
1	Nanabhoy & Company	Chemicals (Caustic Soda)	85,000/- (Rupees Eighty Five thousand only)
2	N. D. Birla & Company	Chemicals (Soda Ash)	65,000/- (Rupees Sixty Five thousand only)

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

Accordingly, ratification by the members is sought for the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2022 by passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

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

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for ratification by the members.

By Order of the Board of Directors

Sd/-

Dilip Darji

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

Registered Office:

Dhrangadhra - 363 315, Gujarat

Email: legal@dcwlimited.com

CIN: L24110GJ1939PLC000748

Website: www.dcwlimited.com

Date: May 21, 2021

Place: Mumbai

ANNEXURE – I

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

Name of Director	Mr. Vivek Shashichand Jain	Mr. Mahesh Vennelkanti
DIN	00502027	03633359
Brief Resume	Mr. Vivek Jain is in-charge of the PVC division of the Company. He is with the Company since 1984 and prior to his appointment as Managing Director in the year 2014, he was Sr. President of the Company. He has an overall 37 years of wide experience in the Industry. He was instrumental in the expansion of the PVC capacity. Under his leadership, the Company has set up Chlorinated Poly Vinyl Chloride Project in its Sahapuram Works.	Mr. Mahesh Vennelkanti has more than 40 years of experience in leading and shaping Indian and multinational organisations across situations as a growth leader, turnaround leader and in entrepreneurial ventures. He has served as a CEO and Managing Directors of various Indian and multinational organisations.
Date of Birth	28-05-1958	26-04-1947
Age	63 Years	74 Years
Date of first appointment on the Board of the Company	01-03-2014	28-06-2019
Qualification	MBA (Babsons College, USA) and MMS (Jamnalal Bajaj Institute of Management Studies, Mumbai)	Bachelor's degree in Technology
Experience	37 Years	43 Years
Expertise in specific functional area	Leadership qualities, strategic thinking, investor relations, industry knowledge and experience in overall general management including strategic planning and financial functions of the Company	Experience in leading and shaping Indian and multinational organisations
Terms and Conditions of Appointment/ Reappointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Vivek Shashichand Jain who was re-appointed as a Managing Director at the Extraordinary General Meeting (EGM) held on February 27, 2020, is liable to retire by rotation. The other terms and conditions are available in the Notice of EGM held on February 27, 2020	As per the resolution at Item No. 3 of the Notice convening this Meeting read with explanatory statement thereto. Mr. Mahesh Vennelkanti is proposed to be re-appointed as an Independent Director w.e.f. June 28, 2021 for a term of 5 years, not liable to retire by rotation
Remuneration last Drawn (including sitting fees, if any)	For remuneration please refer the Corporate Governance Report	For remuneration please refer the Corporate Governance Report
Remuneration Proposed to be paid	As per the Resolution at Item No. 5 passed by the shareholders at the EGM held on February 27, 2020 and existing terms and conditions	As per the Resolution at Item No. 3 of the Notice convening this Meeting read with explanatory statement thereto and existing terms and conditions
Number of Board Meeting attended during the year 2020-21	5	6
Directorship held in other Listed Companies (As on March 31, 2021)	Not Applicable	Not Applicable

Name of Director	Mr. Vivek Shashichand Jain	Mr. Mahesh Vennelkanti
Directorship in other Companies (excluding foreign companies and Section 8 companies) (As on March 31, 2021)	<ul style="list-style-type: none"> • Sahu Brothers Private Limited • Jain Sahu Brothers Properties Private Limited • DCW Pigments Limited 	Not Applicable
Chairmanship/ Membership of Committees of the Board of Directors of other listed companies as on March 31, 2021	Not Applicable	Not Applicable
Chairmanship/ Membership of Committees of the Board of Directors of other companies as on March 31, 2021	Not Applicable	Not Applicable
Shareholding of Director in the Company (As on March 31, 2021)	71,08,911 Equity Shares	Nil
Relationship with other Director/ Key Managerial Personnel ("KMP")	Mr. Vivek Shashichand Jain is not related with other Directors / KMPs in terms of provision of Section 2(77) of the Companies Act, 2013 read with rules thereunder.	Mr. Mahesh Vennelkanti is not related with other Directors / KMPs in terms of provision of Section 2(77) of the Companies Act, 2013 read with rules thereunder.

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



REGISTERED OFFICE

Dhrangadhra - 363 315,
Gujarat.

www.dcwlimited.com

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www.dickensonworld.com