

NOTICE



DCW LIMITED

Registered Office: Dhrangadhra - 363 315, Gujarat
Head Office: Nirmal, 3rd Floor, Nariman Point, Mumbai - 400 021
Tel. No.: 22871914, 22871916, 22020743, **Fax:** 22 2202 8838,
Website: www.dcwlimited.com
CIN No.: L24110GJ1939PLC000748 **Email:** legal@dcwlimited.com

NOTICE

NOTICE is hereby given that the Eighty First Annual General Meeting of DCW LIMITED will be held on Tuesday, December 29, 2020 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, 2020 together with the Reports of the Board of Directors and the Auditors thereon.

Item No. 2 – Re-appointment of a Director

To appoint Mr. Pramodkumar Shriyansprasad Jain (DIN: 00380458), 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 – Consideration and approval for offer and issuance of up to 10,000 (Ten Thousand) rated/ unrated, listed/ unlisted, secured optionally convertible debentures of a face value of ₹ 1,00,000/- (Rupees One Lakh only) each, of an aggregate nominal value of up to ₹ 100,00,00,000 (Rupees One Hundred Crore)

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

“**RESOLVED THAT** pursuant to the provisions of section 42, section 62 and section 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements Regulations) 2015 as amended (the Listing Regulations) and pursuant to the memorandum of association and articles of association of the Company, the consent of the members of the Company be and is hereby accorded to the board of directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee thereof or the delegates of the board of directors for the time being exercising the powers conferred on the board of directors by this Resolution) to issue up to 10,000 (Ten Thousand) rated/ unrated, listed/ unlisted, secured optionally convertible debentures, of a face value of ₹ 1,00,000/- (Rupees One Lakh only) each of an aggregate nominal value of up to ₹ 100,00,00,000 (Rupees One Hundred Crore) (“OCDs”), for cash, at par on a private placement basis which OCDs may be converted, at the option of the holders of the OCDs, within a time frame of not exceeding ₹ 18 (Eighteen) months from the date of allotment, into fully paid up equity shares of the Company (ranking pari-passu in all respects with the existing shares of the Company) at a price of ₹ 18 (Rupees Eighteen) per share or which OCDs may be redeemed in such manner and upon such terms and conditions as may be negotiated, finalised and approved by the Board, in such manner and upon such terms and conditions as may be determined by the Board.”

“**RESOLVED FURTHER THAT** the Board be and are hereby authorised to do, from time to time, all such acts, deeds, matters and things as may be deemed necessary for pre and post issue and execute all such documents, undertaking as may be necessary for giving effect to the above Resolution.”

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Item No. 4 – Consideration and approval for offer and issuance of up to 50,000 (Fifty Thousand) rated/ unrated, listed/ unlisted, secured/unsecured redeemable non-convertible debentures of a face value of ₹ 1,00,000/- (Rupees One Lakh only) each, of an aggregate nominal value of up to ₹ 500,00,00,000 (Rupees Five Hundred Crore)

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

“RESOLVED THAT pursuant to the provisions of section 42 and section 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to applicable Regulation, Rules and Guidelines prescribed by the Securities and Exchange Board of India (as applicable) and pursuant to the memorandum of association and articles of association of the Company, the consent of the members of the Company be and is hereby accorded to the board of directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee thereof or the delegates of the board of directors for the time being exercising the powers conferred on the board of directors by this Resolution) to issue up to 50,000 (Fifty Thousand) rated/ unrated, listed/ unlisted, secured/unsecured redeemable non convertible debentures, of a face value of ₹ 1,00,000/- (Rupees One Lakh only) each of an aggregate nominal value of up to ₹ 500,00,00,000 (Rupees Five Hundred Crore) (“Debentures”), in one or more tranches/ series/ issuance, for cash, at par on a private placement basis, in such manner and upon such terms and conditions as may be determined by the Board.”

“RESOLVED FURTHER THAT the Board be and are hereby authorised to do, from time to time, all such acts, deeds, matters and things as may be deemed necessary for pre and post issue and execute all such documents, undertaking as may be necessary for giving effect to the above Resolution.”

Item No. 5 – Ratification of Remuneration of the Cost Auditors for the Financial Year ending March 31, 2021

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 July 6, 2020, to conduct the audit of the cost records of the Company for the Financial Year ending on March 31, 2021 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: November 27, 2020

Place: Mumbai

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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, 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 VC/OAVM.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 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 Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.dcwlimited.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.nsdl.com.
6. The AGM of the Company is being held through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 (“Act”) read with MCA Circular No. 14/2020 dated April 08, 2020, MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)
7. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (‘Act’) with respect to Item No. 3 to 5 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

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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@dcwltd.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 and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 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 2019-20 will also be available on the Company's website www.dcwlimited.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 Wednesday, December 23, 2020 to Tuesday, September 29, 2020, (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. /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 dematerialised 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.
29. 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 desiring any information as regards the Accounts are requested to write to the Company at an earlier date through email on legal@dcwltd.com. The same will be replied by the Company suitably.
21. 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.

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- 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 Fund Members who have not yet encashed their dividend warrants for the Financial Year ended on 31st March, 2013 and onwards are advised to make their claims without any further delay and the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company (www.dcwlimited.com) and also on the website of the Ministry of Corporate Affairs.

Accordingly, the Company has transferred all the unclaimed dividends declared till the year 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 Tuesday, December 22, 2020 ('Cut- Off Date') shall be eligible to cast their vote by remote e-voting.
 - g. The remote e-voting period commences on Saturday, December 26, 2020 at 9:00 a.m. (IST) and ends on Monday, December 28, 2020 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 Monday, December 28, 2020.

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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., December 22, 2020 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 48 hours of conclusion of the Meeting 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 NSDL, 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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

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4. Your User ID details are given below :

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

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - 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:

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- 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.
- 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.

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Details on Step 2 is given below:

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

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to skjaincs1944@gmail.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in
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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@dcwltd.com and dilip@dcwltd.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@dcwltd.com.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

3. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
4. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.

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5. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
6. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/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 EGM/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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.

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

ITEM NO. 3

The Company has received the approval from the shareholders in the Extra Ordinary General Meeting (EOGM) of the Company held on February 27, 2020 for issue of up to 10,000 (Ten Thousand) rated/ unrated, listed/ unlisted, secured optionally-convertible debentures of a face value of ₹ 1,00,000/- (Rupees One Lakh only) each of an aggregate nominal value of up to ₹ 100,00,00,000 (Rupees One Hundred Crore only) (“OCDs”) to Kotak Special Situations Fund and/or its affiliates (“OCD Holder(s)”), at par, for cash, on a private placement basis (“Issue”).

The Company had submitted an application for in-principal approval for the aforesaid preferential allotment with National Stock Exchange of India Ltd (“NSE”) and BSE Limited (“BSE”).

However, due to administrative issues and Covid-19 pandemic situation the Company was not able to complete the aforesaid transaction. Therefore, the Company proposes to supersede the earlier resolution passed on February 27, 2020 in this regard and to re-consider the proposal to issue up to 10,000 (Ten Thousand) rated/ unrated, listed/ unlisted, secured optionally-convertible debentures of a face value of ₹ 1,00,000/- (Rupees One Lakh only) each of an aggregate nominal value of up to ₹ 100,00,00,000 (Rupees One Hundred Crore only) (“OCDs”) to Kotak Special Situations Fund, a Category II Alternate Investment Fund registered under the SEBI (Alternative Investment Funds) Regulations, 2012, acting through its investment manager, Kotak Investment Advisors Limited (“Proposed OCD Holder(s)”/ “Proposed OCD Allottee”), at par, for cash, on a private placement basis (“Issue”).

The OCD Holders shall be entitled to require the Company to convert the OCDs held by such holders into fully- paid-up equity shares of the Company (which shall rank pari-passu in all respects with the existing equity shares of the Company) at a conversion price of ₹ 18 (Rupees Eighteen) per share. This conversion price is higher than the minimum price prescribed in accordance with Regulation 164 and Regulation 165 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date for the computation of the aforesaid price being November 27, 2020 (viz. 30 days prior to the date of the Annual General Meeting of the shareholders).

Members are requested to note that pursuant to section 42 and section 62 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, a company is not entitled to make a private placement of the OCDs unless the proposed offer of the OCDs has been previously approved by the shareholders of the company, by a special resolution.

The additional disclosures related to the issuance of the OCDs, are as follows:

1. Disclosures required in terms of Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014

Heading	Disclosure
Particulars of the offer including date of passing of Board resolution	Issuance of up to 10,000 (Ten Thousand) rated/ unrated, listed/ unlisted, secured optionally convertible debentures, of a face value of ₹ 100,000/- (Rupees One Lakh only) each, of an aggregate nominal value of up to ₹ 100,00,00,000 (Rupees One Hundred Crore) on a private placement basis Date of Board resolution: November 27, 2020
Kinds of securities offered	Rated/ Unrated, Listed/ Unlisted, Secured
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	The price for conversion of OCDs into Equity Share of the Company has been determined by pricing certificate issued by CS. Dr. S K. Jain, proprietor of M/s S. K. Jain & Co., Practicing Company Secretaries in accordance with the provisions of SEBI (ICDR) Regulations, 2018. The OCD Holder shall be entitled to require the Company to convert the OCDs held by such OCD Holder into fully-paid-up equity shares of the Company (which shall rank pari-passu in all respects with the existing equity shares of the Company) at a conversion price of ₹ 18 (Rupees Eighteen) per share. This conversion price is higher than the minimum price prescribed in accordance with Regulation 164 and Regulation 165 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date for the computation of the aforesaid price being November 27, 2020 (viz. 30 days prior to the date of the Annual General Meeting of the shareholders)

NOTICE

Heading	Disclosure
Name and address of valuer who performed valuation	Name: CS Dr. S K. Jain, proprietor of M/s S. K. Jain & Co., Practicing Company Secretaries Address: 11, Friend's Union Premises Co-operative Society Ltd, 2 nd Floor, 227, P.D' Mello Road, Beside Manama Hotel, Opp St. George Hospital, Mumbai-400 001.
Amount which the company intends to raise by way of such securities	Up to ₹ 100,00,00,000 (Rupees One Hundred Crore)
Material terms of raising such securities	(a) The OCD Holder shall be entitled to require the Company to convert the OCDs held by such OCD Holder into fully- paid-up equity shares of the Company (which shall rank pari-passu in all respects with the existing equity shares of the Company) at a conversion price of ₹ 18 (Rupees Eighteen) per share. This conversion price is higher than the minimum price prescribed in accordance with Regulation 164 and Regulation 165 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date for the computation of the aforesaid price being November 27, 2020 (viz. 30 days prior to the date of the Annual General Meeting of the shareholders). (b) Other terms and conditions on which the OCDs shall be issued (including in relation to coupon rate, redemption premium (if required to be redeemed), security structure etc.) shall be negotiated, finalised and approved by the board of directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee thereof or the delegates of the board of directors for the time being exercising the powers conferred on the board of directors by this Resolution) after discussions with the potential investors.
Proposed time schedule	As may be determined by the Board. However, the issuance and allotment of the OCDs shall in any event be concluded within 15 (Fifteen) days from the date of passing of this resolution. Provided that, if any approval or permission is required from any regulatory authority or the Central Government for the allotment is pending, the period of fifteen days shall be counted from the date of such approval or permission.
Purposes or objects of offer	The proceeds from the issuance of the OCDs shall be used by the Company towards repayment of its existing borrowings and transaction expenses.
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	There is no contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects.
Principle terms of assets charged as securities	The obligations of the Company in respect of the OCDs shall be secured by creation of the such security interests over such assets of the Company as may be determined by the Board based on discussions with the potential investors.

2. Disclosures required in terms of Rule 13 of Companies (Share Capital and Debentures) Rules, 2014

Heading	Disclosure
The Objects of the Issue	The proceeds from the issuance of the OCDs shall be used by the Company towards repayment of its existing borrowings and transaction expenses.
The total number of shares or other securities to be issued	Up to 10,000 (Ten Thousand) rated/unrated, listed/ unlisted, secured optionally convertible debentures

NOTICE

Heading	Disclosure
The price or price band at/ within which the allotment is proposed	<p>The OCDs are being issued at par.</p> <p>The OCD Holder shall be entitled to require the Company to convert the OCDs held by such OCD Holder into fully- paid-up equity shares of the Company (which shall rank pari-passu in all respects with the existing equity shares of the Company) at a conversion price of ₹ 18 (Rupees Eighteen) per share. This conversion price is higher than the minimum price prescribed in accordance with Regulation 164 and Regulation 165 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date for the computation of the aforesaid price being November 27, 2020 (viz. 30 days prior to the date of the Annual General Meeting of the shareholders)</p>
Basis on which the price has been arrived at along with report of the registered valuer	<p>The price for conversion of OCDs into Equity Share of the Company has been determined by pricing certificate issued by CS. Dr. S K. Jain, proprietor of M/s S. K. Jain & Co., Practicing Company Secretaries in accordance with the provisions of SEBI (ICDR) Regulations, 2018.</p> <p>The OCD Holder shall be entitled to require the Company to convert the OCDs held by such OCD Holder into fully- paid-up equity shares of the Company (which shall rank pari-passu in all respects with the existing equity shares of the Company) at a conversion price of ₹ 18 (Rupees Eighteen) per share. This conversion price is higher than the minimum price prescribed in accordance with Regulation 164 and Regulation 165 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date for the computation of the aforesaid price being November 27, 2020 (viz. 30 days prior to the date of the Annual General Meeting of the shareholders)</p>
Relevant date with reference to which the price has been arrived at	November 27, 2020
The class or classes of persons to whom the allotment is proposed to be made	Qualified Institutional Buyer
Intention of promoters, directors or key managerial personnel to subscribe to the offer	The promoters, directors or key managerial personnel of the Company are not subscribing any security(ies) in the current issue
The proposed time within which the allotment shall be completed	As may be determined by the Board. However, the OCDs shall be issued and allotted within 15 (Fifteen) days from the date of passing of this resolution; provided that, if any approval or permission is required from any regulatory authority or the Central Government for the allotment is pending, the period of fifteen days shall be counted from the date of such approval or permission.
The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	<p>Name: Kotak Special Situations Fund (“Allottee”), a Category II Alternate Investment Fund registered under the SEBI (Alternative Investment Funds) Regulations, 2012, acting through it investment manager, Kotak Investment Advisors Limited.</p> <p>Percentage of post preferential offer capital that may be held by Allottee upon the conversion of OCDs into equity shares will be upto 17.55 percent)</p>
The change in control, if any, in the company that would occur consequent to the preferential offer	Consequent to the preferential offer, there will be no change in control in the company.

NOTICE

Heading	Disclosure					
The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	During the year, the Company has not allotted any securities to any person(s) on preferential basis					
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable					
The pre issue and post issue shareholding pattern of the company	Sr. No.	Category	Pre-issue No. shares Held	Pre-issue percentage of shareholding	Post- issue No. shares held	Post-issue percentage of shareholding
	A. Promoters' holding					
	1.	Indian				
		Individual	64030766	24.53	64030766	20.23
		Bodies Corporate	57947740	22.20	57947740	18.30
		Sub-total	121978506	46.73	121978506	38.53
	2.	Foreign Promoters				
		Sub-total (A)	121978506	46.73	121978506	38.53
	B. Non-promoters' holding					
	1.	Institutional Investors	20321707	7.78	75877262	23.97
	2.	Non-Institutional Investors				
		Private corporate bodies	13692454	5.25	13692454	4.32
		Directors and relatives	-	-	-	-
		Indian public	97640549	37.41	97640549	30.84
		Others (including Non-resident Indians (NRIs))	7397155	2.83	7397155	2.34
		Sub-total (B)	139051865	53.27	194607420	61.47
		Grand Total	261030371	100.00	316585926	100.00

3. Disclosures required in terms of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

Heading	Disclosure
The Relevant date on the basis of which price of the equity shares to be allotted on conversion or exchange of convertible securities shall be calculated	November 27, 2020
The objects of the issue	The proceeds from the issuance of the OCDs shall be used by the Company towards repayment of its existing borrowings and transaction expenses

NOTICE

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Maximum number of specified securities to be issued	Up to 10,000 (Ten Thousand) rated/unrated, listed/ unlisted, secured optionally convertible debentures																																																																																																						
Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer	The promoters, directors and key managerial personnel of the Company are not subscribing any security(ies) in the current issue																																																																																																						
Shareholding pattern of the issuer before and after the preferential issue	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Sr. No.</th> <th style="text-align: left;">Category</th> <th style="text-align: right;">Pre-issue No. shares Held</th> <th style="text-align: right;">Pre-issue percentage of shareholding</th> <th style="text-align: right;">Post- issue No. shares held</th> <th style="text-align: right;">Post-issue percentage of shareholding</th> </tr> </thead> <tbody> <tr> <td colspan="6">A. Promoters' holding</td> </tr> <tr> <td>1.</td> <td>Indian</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td>Individual</td> <td style="text-align: right;">64030766</td> <td style="text-align: right;">24.53</td> <td style="text-align: right;">64030766</td> <td style="text-align: right;">20.23</td> </tr> <tr> <td></td> <td>Bodies Corporate</td> <td style="text-align: right;">57947740</td> <td style="text-align: right;">22.20</td> <td style="text-align: right;">57947740</td> <td style="text-align: right;">18.30</td> </tr> <tr> <td></td> <td>Sub-total</td> <td style="text-align: right;">121978506</td> <td style="text-align: right;">46.73</td> <td style="text-align: right;">121978506</td> <td style="text-align: right;">38.53</td> </tr> <tr> <td>2.</td> <td>Foreign Promoters</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td>Sub-total (A)</td> <td style="text-align: right;">121978506</td> <td style="text-align: right;">46.73</td> <td style="text-align: right;">121978506</td> <td style="text-align: right;">38.53</td> </tr> <tr> <td colspan="6">B. Non-promoters' holding</td> </tr> <tr> <td>1.</td> <td>Institutional Investors</td> <td style="text-align: right;">20321707</td> <td style="text-align: right;">7.78</td> <td style="text-align: right;">75877262</td> <td style="text-align: right;">23.97</td> </tr> <tr> <td>2.</td> <td>Non-Institutional Investors</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td>Private corporate bodies</td> <td style="text-align: right;">13692454</td> <td style="text-align: right;">5.25</td> <td style="text-align: right;">13692454</td> <td style="text-align: right;">4.32</td> </tr> <tr> <td></td> <td>Directors and relatives</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> </tr> <tr> <td></td> <td>Indian public</td> <td style="text-align: right;">97640549</td> <td style="text-align: right;">37.41</td> <td style="text-align: right;">97640549</td> <td style="text-align: right;">30.84</td> </tr> <tr> <td></td> <td>Others (including Non- resident Indians (NRIs))</td> <td style="text-align: right;">7397155</td> <td style="text-align: right;">2.83</td> <td style="text-align: right;">7397155</td> <td style="text-align: right;">2.34</td> </tr> <tr> <td></td> <td>Sub-total (B)</td> <td style="text-align: right;">139051865</td> <td style="text-align: right;">53.27</td> <td style="text-align: right;">194607420</td> <td style="text-align: right;">61.47</td> </tr> <tr> <td></td> <td>Grand Total</td> <td style="text-align: right;">261030371</td> <td style="text-align: right;">100.00</td> <td style="text-align: right;">316585926</td> <td style="text-align: right;">100.00</td> </tr> </tbody> </table>	Sr. No.	Category	Pre-issue No. shares Held	Pre-issue percentage of shareholding	Post- issue No. shares held	Post-issue percentage of shareholding	A. Promoters' holding						1.	Indian						Individual	64030766	24.53	64030766	20.23		Bodies Corporate	57947740	22.20	57947740	18.30		Sub-total	121978506	46.73	121978506	38.53	2.	Foreign Promoters						Sub-total (A)	121978506	46.73	121978506	38.53	B. Non-promoters' holding						1.	Institutional Investors	20321707	7.78	75877262	23.97	2.	Non-Institutional Investors						Private corporate bodies	13692454	5.25	13692454	4.32		Directors and relatives	-	-	-	-		Indian public	97640549	37.41	97640549	30.84		Others (including Non- resident Indians (NRIs))	7397155	2.83	7397155	2.34		Sub-total (B)	139051865	53.27	194607420	61.47		Grand Total	261030371	100.00	316585926	100.00
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Time frame within which the preferential issue shall be completed	As may be determined by the Board. However, the OCDs shall be issued and allotted within 15 (Fifteen) days from the date of the Annual General Meeting ; provided that, if any approval or permission is required from any regulatory authority or the Central Government for the allotment is pending, the period of fifteen days shall be counted from the date of such approval or permission.																																																																																																						

NOTICE

Heading	Disclosure
Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue. Provided that, if there is any listed company, mutual fund, scheduled commercial bank, insurance company registered with the Insurance Regulatory and Development Authority of India in the chain of ownership of the proposed allottee, no further disclosure will be necessary.	<p>Kotak Investment Advisors Limited</p> <p>Kotak Investment Advisors Limited, is a subsidiary company of Kotak Mahindra Bank Limited being a company incorporated in India and registered with the Reserve Bank of India as a scheduled commercial bank, with corporate identification number U65990MH1994PLC077472 and having its registered office at 27 BKC, 7th Floor, Plot No. C-27, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051</p> <p>Kotak Mahindra Bank Limited is a listed entity registered on National Stock Exchange India Limited and BSE Limited.</p>
Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so;	<p>The Company agrees and undertakes that it shall re-compute the price of the OCDs in terms of the provision of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 where it is required to do so</p>
Undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.	<p>The Company agrees and undertakes that if the amount payable on account of the re-computation of price in terms of the applicable law is not paid within the time stipulated in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the OCDs shall continue to be locked- in till the time such amount is paid by the allottees.</p>

NOTICE

Heading	Disclosure
Disclosures specified in Schedule VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, if the issuer or any of its promoters or directors is a wilful defaulter	<p>Neither the Company's name nor any of its Promoter or Directors name is appearing in the list of wilful defaulters categorized by any Bank or Financial Institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.</p> <p>(a) Name of the person declared as a wilful defaulter: Not applicable</p> <p>(b) Name of the Bank declaring the person as a wilful defaulter: Not applicable</p> <p>(c) Year in which the person was declared as a wilful defaulter: Not applicable</p> <p>(d) Outstanding amount when the person was declared as a wilful defaulter: Not applicable</p> <p>(e) Steps taken, if any, by the person for removal of its name from the list of wilful defaulters: Not applicable</p> <p>(f) Other disclosures, as deemed fit by the issuer, in order to enable investors to take an informed decision: Not applicable</p> <p>(g) Any other disclosure as specified by the Board. Not applicable</p>
Where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed	Not Applicable
Placing of Statutory Auditors' Certificate	The issuance of the OCDs is being made in accordance with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and a copy of the certificate from M/s Chhajer & Doshi, Chartered Accountants (Firm Registration No. 101794WJ), the Statutory Auditor of the Company certifying that the preferential issue is being made in accordance with the requirements of the SEBI ICDR Regulations, as applicable shall be placed before the shareholders at the forthcoming Annual General Meeting of the Company and also shall be made available on the website of the Company (i.e. www.dcwlimited.com), to facilitate online inspection by the Members till the date of the General Meeting.

The Board recommends the Special Resolution as set out at Item No. 4 of the Notice for approval by the members.

None of the Directors and/or other Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the Resolution.

NOTICE

ITEM NO. 4

The Company has received the approval from the shareholders in the Extra Ordinary General Meeting (EOGM) of the Company held on February 27, 2020 for issue of 50,000 (Fifty Thousand) rated/ unrated, listed/ unlisted, secured/ unsecured, redeemable non-convertible debentures of a face value of ₹ 1,00,000/- (Rupees One Lakh only) each of an aggregate nominal value of up to ₹ 500,00,00,000 (Rupees Five Hundred Crore only) ("Debentures") to such investor(s) which are identified by the board of directors of the Company from time to time ("Investor"), in one or more tranches/ series/ issuance, at par, for cash, on a private placement basis ("Issue"). However, due to administrative issues and Covid-19 pandemic situation the Company was not able to complete the aforesaid transaction. Further, pursuant to rule 14 of the Companies (Prospectus of Securities Rules, 2014 and rule 13 of Companies (Share Capital and Debentures) Rules, 2014, the said approval of the shareholders is valid for a period of one year i.e. upto February 26, 2021.

Therefore, the Company proposes to supersede the earlier resolution passed on February 27, 2020 in this regard and to reconsider the proposal to issue of up to 50,000 (Fifty Thousand) rated/ unrated, listed/ unlisted, secured/ unsecured, redeemable non-convertible debentures of a face value of ₹ 1,00,000/- (Rupees One Lakh only) each of an aggregate nominal value of up to ₹ 500,00,00,000 (Rupees Five Hundred Crore only) ("Debentures") to such investor(s) which are identified by the board of directors of the Company from time to time ("Investor"), in one or more tranches/ series/ issuance, at par, for cash, on a private placement basis ("Issue").

Members are requested to note that pursuant to section 42 & 71 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company is not entitled to make a private placement of the Debentures unless the proposed offer of the Debentures has been previously approved by the shareholders of the company, by a special resolution.

The additional disclosures related to the issuance of the Debentures, are as follows:

Particulars of the offer including date of passing of Board resolution	Issuance of up to 50,000 (Fifty Thousand) rated/ unrated, listed/ unlisted, secured/unsecured non convertible debentures, of a face value of ₹ 1,00,000/- (Rupees One Lakh only) each, of an aggregate nominal value of up to ₹ 500,00,00,000 (Rupees Five Hundred Crore) on a private placement basis. Date of Board resolution: November 27, 2020.
Kinds of securities offered	Rated/ Unrated, Listed/ Unlisted, Secured/Unsecured
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Not applicable
Name and address of valuer who performed valuation	Not applicable
Amount which the company intends to raise by way of such securities	Up to ₹ 500,00,00,000 (Rupees Five Hundred Crore)
Material terms of raising such securities	The terms and conditions on which the Debentures shall be issued (including in relation to coupon rate, redemption premium, security structure etc.) shall be negotiated, finalised and approved by the board of directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee thereof or the delegates of the board of directors for the time being exercising the powers conferred on the board of directors by this Resolution) after discussions with the potential investors.
Proposed time schedule	As may be determined by the Board. However, the issuance and allotment of the Debentures shall in any event be concluded within 1 (One) year from the date of passing of this resolution
Purposes or objects of offer	The proceeds from the issuance shall be used by the Company towards repayment of its existing borrowings, to fund working capital of the Company or for such purposes or objects as may be determined by the Board for the business of the Company

NOTICE

Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects Not Applicable

Principle terms of assets charged as securities The obligations of the Company in respect of the Debentures may be secured by creation of the such security interests over such assets of the Company as may be determined by the Board based on discussions with the potential investors.

The Board recommends the Special Resolution as set out at Item No. 5 of the Notice for approval by the members.

None of the Directors and/or other Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the Resolution.

ITEM NO. 5

The Board, on the recommendations of the Audit Committee, has approved the re-appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2021, as per following details:

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, 2021 by passing an Ordinary Resolution as set out at Item No. 3 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 commends the Ordinary Resolution as set out at Item No. 3 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@dcwltd.com
CIN: L24110GJ1939PLC000748
Website: www.dcwltd.com

Date: November 27, 2020

Place: Mumbai

NOTICE

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. Pramodkumar Sriyansprasad Jain
Date of Birth	12-01-1938
Age	82 Years
DIN	00380458
Date of first appointment on the Board of the Company	01.04.1992
Qualification	B.A. (Hons.), Economics.
Experience and expertise	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 an overall 50 years of wide experience in the Industry. Under his leadership, the capacity of Soda Ash Plant at Dhrangadhra has been increased from 65000 TPA to 96000 TPA in the year 1992-93. Presently, he is also Chairman of the Board and oversees the entire operations of the Company
Terms and Conditions of Appointment/ Reappointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Pramodkumar Sriyansprasad Jain who was re-appointed as a Managing Director at the Extraordinary General Meeting held on February 27, 2020, is liable to retire by rotation
Remuneration last Drawn (including sitting fees, if any)	For remuneration please refer the Corporate Governance Report
Remuneration Proposed to be paid	As per the resolution at Item No. 2 of the Notice convening this Meeting read with explanatory statement thereto and the resolution at Item No. 3 passed by the shareholders at the Extraordinary General Meeting held on February 27, 2020 and existing terms and conditions
Number of Board Meeting attended during the year 2019-20	6
Directorship held in other Listed Companies (As on March 31, 2020)	Not Applicable
Directorship in other Companies (excluding foreign companies and Section 8 companies) (As on March 31, 2020)	<ul style="list-style-type: none">• Sahu Brothers Private Limited• Kishco Private Limited• Jain Sahu Brothers Properties Private Limited• Bhagwan Ram Investments & Leasing Private Limited• Vikrant Holdings and Trading Pvt Ltd
Chairmanship/ Membership of Committees of the Board of Directors of other listed companies as on March 31, 2020	Not Applicable

NOTICE

Name of Director	Mr. Pramodkumar Sriyansprasad Jain
Chairmanship/ Membership of Committees of the Board of Directors of other companies as on March 31, 2020	Not Applicable
Shareholding of Director in the Company (As on March 31, 2020)	40,96,500 Equity Shares
Relationship with other Director/ Key Managerial Personnel (“KMP”)	Related to Mr. Bakul Premchand Jain, Mr. Vivek Shashichand Jain and Mr. Mudit Sharadkumar Jain, Managing Directors

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

www.dickensonworld.com