



DCW LIMITED

CIN: L24110GJ1939PLC000748

Registered Office: Dhrangadhra - 363 315, Gujarat

Head Office: Nirmal, 3rd Floor, Nariman Point, Mumbai - 400 021

Tel. No.: 022-22871914, 022-22871916, 022-22020743, **Fax:** 022-2202 8838

Website: www.dcwlimited.com, **Email:** investor.relations@dcwlimited.com

NOTICE OF POSTAL BALLOT

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

Dear Member(s),

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

In compliance with the above-mentioned provisions and aforesaid MCA Circulars, this Postal Ballot Notice ('Notice') is being sent by DCW Limited ('the Company') only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent ('RTA') / Depository Participants ('DPs'), as on **Friday, December 15, 2023** ("cut-off date"). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The process for registration of email address is appended in the Notes to this Notice.

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

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

Members desiring to exercise their vote through the remote e-voting facility arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting of votes not later than **5:00 p.m. (IST) on Wednesday, January 17, 2024.**

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

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company has appointed Mr. Shubh Karan Jain (Membership No.: FCS 1473, CP No. 3076) of M/s. S K Jain & Co, Practicing Company Secretaries, as the Scrutiniser for conducting the Postal Ballot/ e-voting process in a fair and transparent manner.

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

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

SPECIAL BUSINESS

1. Re-appointment of Mr. Ashish Jain as Sr. President of the Company along with the revision in remuneration

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations'), and as recommended by the Nomination & Remuneration Committee and approved by Audit Committee as well as the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Ashish Jain, as Sr. President of the Company and revision in his remuneration with effect from April 1, 2024, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions including payment of salary and other perquisites/benefits, as detailed below:

- (i) **Salary :** ₹ 13,50,000/- (Rupees Thirteen Lakh Fifty Thousand only) per month
- (ii) In addition to the Salary, as above, he shall also be entitled to other perquisites/benefits, as detailed below:
 - a) Leave Travel Allowance: ₹ 30,000/- per annum;
 - b) Reimbursement of Medical Expenses: ₹ 45,000/- per annum;
 - c) House Rent Allowance: ₹ 25,000/- per annum;
 - d) Use of Company's car with chauffeur for Company's work and personal use, with all costs in respect thereof for petrol, maintenance, insurance, etc. being met by the Company;
 - e) Bonus, Provident Fund, Superannuation, Annuity Fund and Gratuity as per the Rules/ Policy of the Company;
 - f) Leave/encashment of Leave as per the Rules/ Policy of the Company;
 - g) Reimbursement of up to Two Club Membership Fees, Credit Card(s) Annual Fees;
 - h) Mediclaim Insurance as per the Rules/ Policy of the Company;
 - i) Reimbursement of expenses incurred by him for the business of the Company; and
 - j) Other Allowances / benefits, perquisites as per the Rules/ Policy of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to approve the increments, from time to time not exceeding 25% p.a. of his last drawn annual remuneration after considering his contribution towards the growth of the Company.

RESOLVED FURTHER THAT Mr. Ashish Jain shall also be entitled to all the allowances, benefits and perquisites, as are provided to the senior executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as Board may decide from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

2. **Re-appointment of Mr. Saatvik Jain as President of the Company along with the revision in remuneration**

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

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations'), and as recommended by the Nomination & Remuneration Committee and approved by Audit Committee as well as the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Saatvik Jain, as President of the Company and revision in his remuneration with effect from March 1, 2024, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions including payment of salary and other perquisites/benefits, as detailed below:

- (i) **Salary** : ₹ 13,50,000/- (Rupees Thirteen Lakh Fifty Thousand only) per month
- (ii) In addition to the Salary, as above, he shall also be entitled to other perquisites/benefits, as detailed below:
 - a) Leave Travel Allowance: ₹ 30,000/- per annum;
 - b) Reimbursement of Medical Expenses: ₹ 45,000/- per annum;
 - c) House Rent Allowance: ₹ 25,000/- per annum;
 - d) Use of Company's car with chauffeur for Company's work and personal use, with all costs in respect thereof for petrol, maintenance, insurance, etc. being met by the Company;
 - e) Bonus, Provident Fund, Superannuation, Annuity Fund and Gratuity as per the Rules/ Policy of the Company;
 - f) Leave/encashment of Leave as per the Rules/ Policy of the Company;
 - g) Reimbursement of up to Two Club Membership Fees, Credit Card(s) Annual Fees;
 - h) Mediclaim Insurance as per the Rules/ Policy of the Company;
 - i) Reimbursement of expenses incurred by him for the business of the Company; and
 - j) Other Allowances / benefits, perquisites as per the Rules/ Policy of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to approve the increments, from time to time not exceeding 25% p.a. of his last drawn annual remuneration after considering his contribution towards the growth of the Company.

RESOLVED FURTHER THAT Mr. Saatvik Jain shall also be entitled to all the allowances, benefits and perquisites, as are provided to the senior executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as Board may decide from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

3. **Re-appointment of Mrs. Paulomi Jain as President of the Company along with the revision in remuneration**

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations'), and as recommended by the Nomination & Remuneration Committee and approved by Audit Committee as well as the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mrs. Paulomi Jain, as President of the Company and revision in her remuneration with effect from April 1, 2024, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions including payment of salary and other perquisites/benefits, as detailed below:

- (i) **Salary :** ₹ 13,50,000/- (Rupees Thirteen Lakh Fifty Thousand only) per month
- (ii) In addition to the Salary, as above, she shall also be entitled to other perquisites/benefits, as detailed below:
- a) Leave Travel Allowance: ₹ 30,000/- per annum;
 - b) Reimbursement of Medical Expenses: ₹ 45,000/- per annum;
 - c) House Rent Allowance: ₹ 25,000/- per annum;
 - d) Use of Company's car with chauffeur for Company's work and personal use, with all costs in respect thereof for petrol, maintenance, insurance, etc. being met by the Company;
 - e) Bonus, Provident Fund, Superannuation, Annuity Fund and Gratuity as per the Rules/ Policy of the Company;
 - f) Leave/encashment of Leave as per the Rules/ Policy of the Company;
 - g) Reimbursement of up to Two Club Membership Fees, Credit Card(s) Annual Fees;
 - h) Mediclaim Insurance as per the Rules/ Policy of the Company;
 - i) Reimbursement of expenses incurred by her for the business of the Company; and
 - j) Other Allowances / benefits, perquisites as per the Rules/ Policy of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to approve the increments, from time to time not exceeding 25% p.a. of her last drawn annual remuneration after considering her contribution towards the growth of the Company.

RESOLVED FURTHER THAT Mrs. Paulomi Jain shall also be entitled to all the allowances, benefits and perquisites, as are provided to the senior executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as Board may decide from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

By Order of the Board of Directors

Sd/-

Dilip Darji

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

Registered Office:

Dhrangadhra - 363 315, Gujarat

Email: investor.relations@dcwltd.com

CIN: L24110GJ1939PLC000748

Website: www.dcwltd.com

Date: November 8, 2023

Place: Mumbai

NOTES:-

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('the Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid resolutions and the reasons/rationale thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
2. In compliance with the MCA Circulars, the Notice of Postal Ballot which comprises of resolutions proposed for approval of the members and the explanatory statement thereto, is being sent only by email to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from M/s. Bigshare Services Pvt. Ltd, the Company's Registrar and Transfer Agent ('RTA') / Depositories as on Friday, December 15, 2023 ('Cut-Off date') and whose email addresses are registered with the Company/ RTA/Depository Participants (in case of electronic shareholding) or who will register their email address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date i.e. Friday, December 15, 2023.
3. The Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure and instructions with respect to remote e-voting are mentioned in Note No.12 of this Notice. A Member shall avail this facility as per the instructions provided herein.
4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only.

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

5. The remote e-voting shall commence on Tuesday, December 19, 2023 at 9:00 a.m. (IST) and shall end on Wednesday, January 17, 2024 at 5:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
6. A copy of this Postal Ballot Notice is also available on the website of the Company at www.dcw ltd.com, the relevant section of the website of BSE at www.bseindia.com and NSE at www.nseindia.com, on which the Equity Shares of the Company are listed and on the website of NSDL at www.evoting.nsd l.com.
7. The voting for this Postal Ballot cannot be exercised through proxy.
8. Members who wish to inspect the documents, if any, referred to in the Notice or Explanatory Statement may send their requests at investor.relations@dcw ltd.com from their registered email address mentioning their Name, Folio Number / DP ID & Client ID until the last date of remote e-voting period of this Postal Ballot i.e. Wednesday, January 17, 2024.
9. In the event the resolutions as set out in the Notice of Postal Ballot is assented to by the members with requisite majority, by means of Postal Ballot i.e. remote e-voting, the same shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e. Wednesday, January 17, 2024 and pursuant to Section 110(2) of the Act, it shall deemed to have been passed as Special Business at a General Meeting.
10. **Registration of email addresses permanently with the Company / DPs:**

In respect of shares held in demat form, Members who have not registered their email address are requested to register the same with their respective DP.

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

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

12. E-Voting Instructions

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

How do I vote electronically using NSDL e-Voting system?





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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode may cast their vote by way of single login credential through their demat account maintained with Depositories and 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"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 20px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> </div>

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 EVoting 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 upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.com 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 e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- 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 127372 then user ID is 127372001***.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically 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 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.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Anubhav Saxena at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of 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 investor.relations@dcwlttd.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 investor.relations@dcwlttd.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT
[Pursuant to Sections 102 and 110 of the Companies Act, 2013]

Item No. 1

The Shareholders of the Company at the 79th Annual General Meeting of the Company held on September 27, 2018 had appointed Mr. Ashish Jain as a Sr. President of the Company for a period of five years w.e.f. April 1, 2019 till March 31, 2024.

Pursuant to the recommendation of the Nomination & Remuneration Committee, approval of the Audit Committee and the Board of Directors of the Company at their respective meetings held on November 8, 2023, Mr. Ashish Jain was re-appointed as Sr. President of the Company w.e.f. April 1, 2024, to hold office / place of profit in the Company, on such terms and conditions including remuneration, as mentioned in the resolution as set out under Item No.1, subject to approval of the Members of the Company.

Mr. Ashish Jain is M.B.A from New Port University and has an overall 28+ years of experience in the Industry. He drives and leads all aspects of the Company's Soda Ash business and is also actively involved in the overall management of the Company. He has joined the service of the Company as the Sr. President in the year 1995.

Further, pursuant to the provisions of section 2(76) of Companies Act, 2013 ('the Act') and Regulation 2(1)(zb) of the Listing Regulations, Mr. Ashish Jain is an immediate relative of the Director of the Company and hence, considered as a related party. In terms of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, any appointment to any office or place of profit in the Company, its Subsidiary Company or Associate Company at a monthly remuneration exceeding Rs. 2,50,000/- is subject to prior approval of the shareholders of the Company.

Information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of the Board and its Power) Rules, 2014:

Name of the Related Party and Nature of Relationship	Mr. Ashish Jain is son of Mr. Pramod Kumar Jain, Chairman & Managing Director of the Company.
Nature, Duration and Particular of the Contract	The said transaction is for appointment to office / place of profit in the Company. Duration of the contract shall be so long as he is in employment of the Company.
Material terms of Contract / Arrangement including Value	<p>(i) Salary : ₹ 13,50,000/- (Rupees Thirteen Lakh Fifty Thousand only) per month</p> <p>(ii) In addition to the Salary, as above, he shall also be entitled to other perquisites/benefits, as detailed below:</p> <p>a) Leave Travel Allowance: ₹ 30,000/- per annum;</p> <p>b) Reimbursement of Medical Expenses: ₹ 45,000/- per annum;</p> <p>c) House Rent Allowance: ₹ 25,000/- per annum;</p> <p>d) Use of Company's car with chauffeur for Company's work and personal use, with all costs in respect thereof for petrol, maintenance, insurance, etc. being met by the Company;</p> <p>e) Bonus, Provident Fund, Superannuation, Annuity Fund and Gratuity as per the Rules/ Policy of the Company;</p> <p>f) Leave/encashment of Leave as per the Rules/ Policy of the Company;</p> <p>g) Reimbursement of up to Two Club Membership Fees, Credit Card(s) Annual Fees;</p> <p>h) Mediclaim Insurance as per the Rules/ Policy of the Company;</p> <p>i) Reimbursement of expenses incurred by him for the business of the Company; and</p> <p>j) Other Allowances / benefits, perquisites as per the Rules/ Policy of the Company.</p> <p>(iii) Annual Increment not exceeding 25% p.a. of his last drawn annual remuneration.</p> <p>(iv) Mr. Ashish Jain, shall also be entitled to all the allowances, benefits and perquisites, as are provided to the senior executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as Board may decide from time to time.</p>
Any other information relevant or important for the Members to take the decision on the transaction	<p>Having regard to his knowledge and given his background, experience and contributions made by him during his tenure, it is recommended that continued association of Mr. Ashish Jain as Sr. President of the Company would be beneficial to the Company.</p> <p>The said transaction is in ordinary course of business and at arm's length basis.</p>

Mr. Ashish Jain is son of Mr. Pramod Kumar Jain, Chairman & Managing Director of the Company. Mr. Pramod Kumar Jain is therefore concerned or interested in the resolution set out in Item No. 1 of the notice. The relatives of Mr. Pramod Kumar Jain may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the Ordinary Resolution as set out at Item No. 1 of the Notice for approval by the members.

Item No. 2

The Shareholders of the Company at the 79th Annual General Meeting of the Company held on September 27, 2018 had appointed Mr. Saatvik Jain as a President of the Company for a period of five years w.e.f. March 1, 2019 till February 29, 2024.

Pursuant to the recommendation of the Nomination & Remuneration Committee, approval of the Audit Committee and the Board of Directors of the Company at their respective meetings held on November 8, 2023, Mr. Saatvik Jain was re-appointed as President of the Company w.e.f. March 1, 2024, to hold office / place of profit in the Company, on such terms and conditions including remuneration, as mentioned in the resolution as set out under Item No.2, subject to approval of the Members of the Company.

Mr. Saatvik Jain holds Bachelor's Degree from Babson College, USA. He has an overall 13 years of experience in the Industry and is spearheading in the long-term growth strategy of the Company along with financial planning and cost cutting initiatives. He was also closely involved in the implementation of the C-PVC project. He has joined the service of the Company as the President in the year 2014.

Further, pursuant to the provisions of section 2(76) of Companies Act, 2013 ('the Act') and Regulation 2(1)(zb) of the Listing Regulations, Mr. Saatvik Jain is an immediate relative of the Director of the Company and hence, considered as a related party. In terms of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, any appointment to any office or place of profit in the Company, its Subsidiary Company or Associate Company at a monthly remuneration exceeding Rs. 2,50,000/- is subject to prior approval of the shareholders of the Company.

Information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of the Board and its Power) Rules, 2014:

Name of the Related Party and Nature of Relationship	Mr. Saatvik Jain is son of Mr. Vivek Jain, Managing Director of the Company.
Nature, Duration and Particular of the Contract	The said transaction is for appointment to office / place of profit in the Company. Duration of the contract shall be so long as he is in employment of the Company.
Material terms of Contract / Arrangement including Value	<p>(i) Salary : ₹ 13,50,000/- (Rupees Thirteen Lakh Fifty Thousand only) per month</p> <p>(ii) In addition to the Salary, as above, he shall also be entitled to other perquisites/benefits, as detailed below:</p> <p>a) Leave Travel Allowance: ₹ 30,000/- per annum;</p> <p>b) Reimbursement of Medical Expenses: ₹ 45,000/- per annum;</p> <p>c) House Rent Allowance: ₹ 25,000/- per annum;</p> <p>d) Use of Company's car with chauffeur for Company's work and personal use, with all costs in respect thereof for petrol, maintenance, insurance, etc. being met by the Company;</p> <p>e) Bonus, Provident Fund, Superannuation, Annuity Fund and Gratuity as per the Rules/ Policy of the Company;</p> <p>f) Leave/encashment of Leave as per the Rules/ Policy of the Company;</p> <p>g) Reimbursement of up to Two Club Membership Fees, Credit Card(s) Annual Fees;</p> <p>h) Mediclaim Insurance as per the Rules/ Policy of the Company;</p> <p>i) Reimbursement of expenses incurred by him for the business of the Company; and</p>

	<p>j) Other Allowances / benefits, perquisites as per the Rules/ Policy of the Company.</p> <p>(iii) Annual Increment not exceeding 25% p.a. of his last drawn annual remuneration.</p> <p>(iv) Mr. Saatvik Jain, shall also be entitled to all the allowances, benefits and perquisites, as are provided to the senior executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as Board may decide from time to time.</p>
Any other information relevant or important for the Members to take the decision on the transaction	<p>Having regard to his knowledge and given his background, experience and contributions made by him during his tenure, it is recommended that continued association of Mr. Saatvik Jain as President of the Company would be beneficial to the Company.</p> <p>The said transaction is in ordinary course of business and at arm's length basis.</p>

Mr. Saatvik Jain is son of Mr. Vivek Jain, Managing Director of the Company. Mr. Vivek Jain is therefore concerned or interested in the resolution set out in Item No. 2 of the notice. The relatives of Mr. Vivek Jain may be deemed to be interested in the resolution set out at Item No. 2 of the notice to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the Ordinary Resolution as set out at Item No. 2 of the Notice for approval by the members.

Item No. 3

The Shareholders of the Company at the 79th Annual General Meeting of the Company held on September 27, 2018 had appointed Mrs. Paulomi Jain as a President of the Company for a period of five years w.e.f. April 1, 2019 till March 31, 2024.

Pursuant to the recommendation of the Nomination & Remuneration Committee, approval of the Audit Committee and the Board of Directors of the Company at their respective meetings held on November 8, 2023, Mrs. Paulomi Jain was re-appointed as President of the Company w.e.f. April 1, 2024, to hold office / place of profit in the Company, on such terms and conditions including remuneration, as mentioned in the resolution as set out under Item No.3, subject to approval of the Members of the Company.

Mrs. Paulomi Jain holds B.A. Degree and has an overall 25+ years of experience in the Industry. She has joined the service of the Company as the President in the year 1996 and presently looks after the expansion and diversification programmes of the Company.

Further, pursuant to the provisions of section 2(76) of Companies Act, 2013 ('the Act') and Regulation 2(1)(zb) of the Listing Regulations, Mrs. Paulomi Jain is an immediate relative of the Director of the Company and hence, considered as a related party. In terms of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, any appointment to any office or place of profit in the Company, its Subsidiary Company or Associate Company at a monthly remuneration exceeding Rs. 2,50,000/- is subject to prior approval of the shareholders of the Company.

Information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of the Board and its Power) Rules, 2014:

Name of the Related Party and Nature of Relationship	Mrs. Paulomi Jain is wife of Mr. Bakul Jain, Managing Director of the Company.
Nature, Duration and Particular of the Contract	The said transaction is for appointment to office / place of profit in the Company. Duration of the contract shall be so long as she is in employment of the Company.
Material terms of Contract / Arrangement including Value	<p>(i) Salary : ₹ 13,50,000/- (Rupees Thirteen Lakh Fifty Thousand only) per month</p> <p>(ii) In addition to the Salary, as above, she shall also be entitled to other perquisites/benefits, as detailed below:</p> <p>a) Leave Travel Allowance: ₹ 30,000/- per annum;</p> <p>b) Reimbursement of Medical Expenses: ₹ 45,000/- per annum;</p> <p>c) House Rent Allowance: ₹ 25,000/- per annum;</p> <p>d) Use of Company's car with chauffeur for Company's work and personal use, with all costs in respect thereof for petrol, maintenance, insurance, etc. being met by the Company;</p>

	<p>e) Bonus, Provident Fund, Superannuation, Annuity Fund and Gratuity as per the Rules/ Policy of the Company;</p> <p>f) Leave/encashment of Leave as per the Rules/ Policy of the Company;</p> <p>g) Reimbursement of up to Two Club Membership Fees, Credit Card(s) Annual Fees;</p> <p>h) Mediclaim Insurance as per the Rules/ Policy of the Company;</p> <p>i) Reimbursement of expenses incurred by her for the business of the Company; and</p> <p>j) Other Allowances / benefits, perquisites as per the Rules/ Policy of the Company.</p> <p>(iii) Annual Increment not exceeding 25% p.a. of her last drawn annual remuneration.</p> <p>(iv) Mrs. Paulomi Jain, shall also be entitled to all the allowances, benefits and perquisites, as are provided to the senior executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as Board may decide from time to time.</p>
Any other information relevant or important for the Members to take the decision on the transaction	<p>Having regard to his knowledge and given her background, experience and contributions made by her during her tenure, it is recommended that continued association of Mrs. Paulomi Jain as President of the Company would be beneficial to the Company.</p> <p>The said transaction is in ordinary course of business and at arm's length basis.</p>

Mrs. Paulomi Jain is wife of Mr. Bakul Jain, Managing Director of the Company. Mr. Bakul Jain is therefore concerned or interested in the resolution set out in Item No. 3 of the notice. The relatives of Mr. Bakul Jain may be deemed to be interested in the resolution set out at Item No. 3 of the notice to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the Ordinary Resolution as set out at Item No. 3 of the Notice for approval by the members.

By Order of the Board of Directors

Sd/-

Dilip Darji

Sr. General Manager (Legal) & Company Secretary

Membership No. ACS-22527

Registered Office:

Dhrangadhra - 363 315, Gujarat

Email: investor.relations@dcwltd.com

CIN: L24110GJ1939PLC000748

Website: www.dcwltd.com

Date: November 8, 2023

Place: Mumbai