

# Notice

**NOTICE** is hereby given that the **102<sup>nd</sup> Annual General Meeting** of the Members of **DMCC Speciality Chemicals Limited** (Formerly known as “The Dharamsi Morarji Chemical Company Limited”) (CIN: L24110MH1919PLC000564) will be held on **Tuesday, the 12<sup>th</sup> day of September 2023 at 11:30 a.m.** (IST) through Video Conferencing or Other Audio Visual Means (VC/OAVM) to transact the following business.

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Board of Directors and the Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2023, and the report of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2023, and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

3. To appoint a Director in place of Ms. Mitika Laxmikumar Goculdas (DIN: 02879174), who retires by rotation, and being eligible, offers herself for re-appointment and, in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Ms. Mitika Laxmikumar Goculdas (DIN: 02879174), who retires by rotation and being eligible, has offered herself for re-appointment be and is hereby re-appointed as a Director of the Company.”

## SPECIAL BUSINESS:

4. **Ratification of Cost Auditor’s Remuneration**

To consider and, if thought fit, to pass with or without modification(s), the 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 (the Act) and the Companies (Audit and Auditors)

Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as amended from time to time, the remuneration payable (as recommended by the Audit Committee and approved by the Board of Directors of the Company), to CMA Shri S. S. Dongare holding ICWA Registration Number 12521, appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024, amounting to ₹ 66,000/- (Rupees Sixty-Six Thousand Only) as also the payment of taxes as applicable and reimbursement of actual out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified;

**RESOLVED FURTHER THAT** the Board of Directors or Key Managerial Personnel(s) of the Company be and is hereby severally authorised to do all such acts and take such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

5. **Continuation of directorship of Shri Madhu Thakorlal Ankleshwaria (DIN: 02753794), as an Independent Director of the Company.**

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

“**RESOLVED THAT**, pursuant to the provisions of the Companies Act, 2013 and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) consent of the Members of the Company be and is hereby accorded for the continuation of directorship of Shri Madhu Thakorlal Ankleshwaria (DIN: 02753794), as an Independent Director of the Company who shall attain the age of 75 years on August 23, 2024, during his second term as an Independent Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors or Key Managerial Personnel(s) of the Company be and is hereby severally authorised to do all such acts and take such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

By Order of the Board of Directors,

### Registered Office:

Prospect Chambers,  
317/321, Dr. Dadabhoy Naoroji Road, Fort, Mumbai 400 001.  
CIN: L24110MH1919PLC000564  
Website: [www.dmcc.com](http://www.dmcc.com)  
e-mail: [investor@dmcc.com](mailto:investor@dmcc.com)

Place: Mumbai

Date: August 09, 2023

**Omkar Mhamunkar**  
Company Secretary

# Notes:

1. The Ministry of Corporate Affairs (“MCA”) vide General Circular Nos. 14/2020 dated April 08, 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 08, 2021, 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022, (collectively the ‘MCA Circulars’), and Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (collectively “SEBI Circulars”), have permitted companies to conduct the Annual General Meeting (“AGM”/“Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In compliance with the aforesaid MCA and SEBI Circulars, applicable provisions of the Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) the 102<sup>nd</sup> AGM of the Company is being convened and conducted through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories unless any member has requested for the physical copy of the same in accordance with the aforesaid MCA circulars and circular issued by SEBI dated January 05, 2023 (as amended if any). Members may note that the Notice and Annual Report will also be available on the Company’s website at [www.dmcc.com](http://www.dmcc.com), website of Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of Link Intime India Private Limited (“LIPL”/“RTA”) at <https://instavote.linkintime.co.in>
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**  
**SINCE THIS AGM IS BEING HELD THROUGH VC/OAVM, PURSUANT TO MCA CIRCULARS, PHYSICAL ATTENDANCE OF THE MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM. HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.**
4. Institutional/Corporate Members (i.e. other than individuals/HUF, NRI etc.) are required to send a duly certified scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting, pursuant to Section 113 of the Act. The said Resolution/Authorisation shall be sent to the Scrutiniser by email through its registered email address to [skjandassociates@gmail.com](mailto:skjandassociates@gmail.com) with a copy marked to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) and [investor@dmcc.com](mailto:investor@dmcc.com). Such Corporate Members are requested to refer ‘General Guidelines for Members provided in this notice, for more information.
5. The attendance of the Members at the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
7. In compliance with the provisions of Sections 108 and other applicable provisions of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is offering only e-voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of LIPL for facilitating e-voting to enable the Members to cast their votes electronically as well as for e-voting during the AGM. Resolution(s) passed by Members through e-voting are deemed to have been passed as if they have been passed at the AGM.
8. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated May 05, 2020, the matters of Special Business as appearing at Item Nos. 4 and 5 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
9. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 4 and 5 of the Notice. Pursuant to the Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings, brief profile and other details about Directors seeking appointment/re-appointment/regularisation are provided in the “Annexure I” to this Notice.
10. **The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.** The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 (one thousand only) 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.

11. Members whose email addresses are not registered with the Company/DPs are requested to get their email addresses registered to their Depository Participant (“DP”) in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, in prescribed **Form No. ISR-1**, quoting their folio number and enclosing the self-attested supporting document.

**12. Norms for furnishing of PAN, KYC, Bank details and Nomination:**

SEBI vide circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16.03.2023 in supersession of SEBI circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021 has instructed to mandatorily furnish PAN, KYC details and Nomination by holders of physical securities. Accordingly, it is once again reiterated that all holders and claimants of physical securities shall furnish valid PAN, KYC details, email address, mobile number, Bank account details and nomination details immediately in the below mentioned forms to the RTA.

Sr. No.	Form	Purpose
1	Form ISR-1	To register/update PAN, KYC details
2	Form ISR-2	To Confirm Signature of securities holder by the Bank
3	Form ISR-3	Declaration Form for opting-out of Nomination
4	Form SH-13	Nomination Form
5	Form SH-14	Cancellation or Variation of Nomination (if any)

All above Forms [ISR-1, ISR-2, ISR-3, SH-13, SH-14] and the said SEBI circular are available on the Company’s website at [www.dmcc.com](http://www.dmcc.com) under Investor Section and also available on the website of RTA at <https://web.linkintime.co.in/KYC-downloads.html>

**Freezing of Folios without PAN, KYC details and Nomination.**

- a) The folios wherein any one of the cited document/details as in para above are not available on or after **October 01, 2023**, shall be frozen by the RTA as per the aforesaid SEBI circular.
  - b) The security holder(s) whose folio(s) have been frozen shall be eligible:
    - to lodge grievance or avail any service request from the RTA only after furnishing the complete documents/details as mentioned in para above.
    - for any payment including dividend, interest or redemption payment in respect of such frozen folios, only through electronic mode with effect from April 01, 2024. An intimation shall be sent by the Bank to the security holder that such payment is due and shall be made electronically only upon complying with all the requirements stated in para 4 in the aforesaid SEBI Circular.
  - c) Frozen folios shall be referred by the RTA/listed company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.
  - d) The RTA shall revert the frozen folios to normal status upon receipt of all the documents/details as in para above.
13. Regulation 40 of the Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies

to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed **Form No. ISR-4**, the format of which is available on the Company’s website at [www.dmcc.com](http://www.dmcc.com) and on the website of the RTA at <https://web.linkintime.co.in/KYC-downloads.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant. Members can contact the Company or Company’s RTA for assistance in this regard.

- 14. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their Depository Participant (DP) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form by furnishing KYC details in Form ISR-1. The said form and other relevant KYC Forms are available on the website of the Company at [www.dmcc.com](http://www.dmcc.com) and on the website of RTA at <https://web.linkintime.co.in/KYC-downloads.html>.
- 15. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their Depository Participant (“DP”) in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed **Form No. ISR-1**, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

16. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
17. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice or statement will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an e-mail to [investor@dmcc.com](mailto:investor@dmcc.com).
18. All documents referred to in the Notice and the statement pursuant to Section 102 of the Act shall also be available electronically for inspection without any fee by members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [investor@dmcc.com](mailto:investor@dmcc.com).
19. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.
20. The Register of Members and the Share Transfer Books of the Company shall remain closed from **Wednesday, September 06, 2023 to Tuesday, September 12, 2023, (both days inclusive)**. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the **cut-off date** i.e. **Tuesday, September 05, 2023**.
21. The Company has a designated email ID for Redressal of Shareholders'/Investors' Complaints/Grievances. Hence, please write to us at [investor@dmcc.com](mailto:investor@dmcc.com)

## 22. Unclaimed Deposits

Post-Merger of Borax Morarji Limited (BML) with your Company, the balance amount of unclaimed matured deposit of erstwhile BML, as on March 31, 2023, is ₹ 0.10 Lakhs. Deposit holders are requested to note that, deposits if not claimed for a period of 7 years from the date of maturity, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The Deposit holders whose unclaimed matured deposits have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 as available on [www.iepf.gov.in](http://www.iepf.gov.in). For details, please refer to the investor section on the Company's website at [www.dmcc.com](http://www.dmcc.com)

## 23. Unclaimed Shares

Pursuant to the requirement of Regulation 39(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (dealing with unclaimed shares in the physical form) and in accordance with the procedure laid down in Schedule VI of the said Listing Regulations, as on date 17909 Nos. of Equity shares are lying in the "Unclaimed Suspense A/C" maintained by the Company. The details of shares lying the same are provided in the website of the Company at [www.dmcc.com](http://www.dmcc.com) under Investor Section. Members are requested to claim the shares lying with the said Unclaimed Suspense Account by duly submitting ISR- 4 form with the RTA.

## 24. Suspense Escrow Demat Account

SEBI has vide its circular SBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/8 dated January 05, 2022, has mandated, in case the securities holder/claimant fails to submit the demat request within 120 days from date of issuance of Letter of confirmation, RTA/Issuer Company shall credit/transfer the securities to Suspense Escrow Demat Account opened with Depository Participant. Accordingly, as on date of this notice, 7 Nos. of Equity Shares are lying in Suspense Escrow Demat Account. The details of the same are provided in the website of the Company at [www.dmcc.com](http://www.dmcc.com) under Investor Section.

## 25. NRI Members are requested to:

- a. Change their residential status on return to India permanently.
  - b. Furnish particulars of bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code No., if not furnished earlier.
26. Members who have not encashed their dividend warrants or whose dividends are unclaimed are requested to lodge their claims with the RTA at the earliest.
  27. Members are requested to:
    - a) Quote DP ID and Client ID/Ledger Folio numbers in all their correspondence;
    - b) Approach the RTA for consolidation of multiple ledger folios into one.
  28. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their communications to [investor@dmcc.com](mailto:investor@dmcc.com) at least seven days before the date of the Annual General Meeting. The same will be suitably replied to by the Company.

## 29. VOTING THROUGH ELECTRONIC MEANS:

### I. The instructions for remote e-voting are as under:

- i. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations,



the Company provides to Members the facility of exercising their right to cast vote(s) before or at the AGM by electronic means and the business may be transacted, accordingly.

- ii. The facility of casting votes by the Members using an electronic voting system from a place other than the venue of the AGM (“remote e-voting”) and e-voting at the AGM is being provided by the Link Intime India Private Limited (“RTA”) or (“LIPL”).
- iii. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Company/ RTA/depositories **as on the record date (“Cut-off” Date), Tuesday, September 05, 2023** shall only be entitled to avail the facility of remote e-voting or e-voting at the AGM.
- iv. In this regard, the Member’s demat account/folio number as on the Cut-off Date shall be considered by the Company for participation in voting on resolutions placed by the Company on the e-voting system.
- v. **Members can opt for only one mode of voting i.e. either by remote e-voting or e-voting at the AGM.** Members attending the AGM, who have not cast their vote(s) earlier by remote e-voting shall be able to exercise their right at the Meeting through

e-voting at the AGM. Member(s) who have cast their vote(s) by remote e-voting prior to the AGM, may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote(s) again.

- vi. The e-voting period begins on **Saturday, September 09, 2023 at 9.00 a.m. (IST) and ends on Monday, September 11, 2023 at 5.00 p.m. (IST)** During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the **Cut-off Date** may cast their vote(s) electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- vii. A person who is a Member as on the Cut-off Date shall only be entitled for availing the facility of remote e-voting or e-voting at the Meeting. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.

#### Remote e-voting Instructions for shareholders:

As per the SEBI circular dated December 09, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**Shareholders are advised to update their mobile number and email id in their demat accounts to access e-voting facility.**

#### Login method for Individual shareholders holding securities in demat mode/physical mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ul style="list-style-type: none"> <li>• Existing IDeAS user can visit the e-Services website of NSDL viz... <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-voting period.</li> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>• Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-voting period.</li> </ul>

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	<ul style="list-style-type: none"> <li>• Existing user of 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 users to login Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>• After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider i.e. LINKINTIME for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.</li> <li>• If the user is not registered for Easi/Easiest, the option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>• Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, the user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.</li> </ul>
Individual Shareholders (holding securities in demat mode) & login <b>through their depository participants</b>	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility.</li> <li>• After Successful login you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e voting feature. Click on company name or e-voting service provider name i.e. LINKINTIME and you will be redirected to "Instavote" website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
Individual Shareholders holding securities in <b>Physical mode &amp; e-voting service Provider is LINKINTIME.</b>	<ol style="list-style-type: none"> <li>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a>.</li> <li>2. Click on "<b>Sign Up</b>" under '<b>SHARE HOLDER</b>' tab and register with your following details: <ol style="list-style-type: none"> <li>a) <b>User ID:</b> Shareholders/members holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.</li> <li>b) <b>PAN:</b> Enter your 10-digit Permanent Account Number (PAN). Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.</li> <li>c) <b>DOB/DOI:</b> Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format).</li> <li>d) <b>Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</li> </ol> <p><b>Note:</b></p> <ol style="list-style-type: none"> <li>i. Shareholders/Members holding shares in physical form but have not recorded '<b>c'and 'd'</b>', shall provide their folio number in 'd' above.</li> <li>ii. Shareholders holding shares in NSDL form, shall provide 'd' above.</li> </ol> </li> </ol>

Type of Shareholders	Login Method
	<ol style="list-style-type: none"> <li>3. Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter.)</li> <li>4. Click “confirm” (Your password is now generated).</li> <li>5. Click on ‘Login’ under ‘SHARE HOLDER’ tab.</li> <li>6. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</li> <li>7. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.</li> <li>8. E-voting page will appear.</li> <li>9. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour/Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).</li> <li>10. After selecting the desired option i.e. Favour/Against, click on ‘Submit’.</li> <li>11. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.</li> </ol>

#### Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian/Mutual Fund/Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian/Mutual Fund/Corporate Body’ login for the Scrutinizer to verify the same.

#### Process for those shareholders whose e-mail id’s are not registered with the depositories for procuring user id and password for e-voting for the resolutions set out in this notice:

**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), by email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) / [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in) with copy to [investor@dmcc.com](mailto:investor@dmcc.com).

**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), by email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) / [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in) with copy to [investor@dmcc.com](mailto:investor@dmcc.com).

#### HELPDESK

##### Helpdesk for Individual Shareholders holding securities in physical mode/Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: Tel: 022 – 4918 6000.

##### Helpdesk for Individual Shareholders holding securities in “Demat Mode”

In case shareholders/members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/CDSL, they may contact the respective helpdesk given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.

## PROCEDURE IN CASE OF FORGOT PASSWORD

### A. In case of Individual Shareholders holding securities in PHYSICAL MODE.

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHAREHOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his/her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

### B. In case of Individual Shareholders holding securities in demat mode with NSDL/CDSL have forgotten the password:

Shareholders who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password

option available at above mentioned depository/depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

## 30. General Guidelines for Shareholders:

- i. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- ii. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of this AGM Notice and holds shares as on the Cut-off Date may obtain the login id and password by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) / [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in) or call on 022 - 022-49186060.
- iii. In case of any query/grievance please refer to Frequently Asked Questions (‘FAQs’) and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in> or members may contact Mr. Rajeev Ranjan, AVP, Contact No.: 022-49186060 - e-voting, LINK INTIME at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in)

## 31. PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in/>

- Select the “Company” and ‘Event Date’ and register with your following details:

A. **Demat Account No. or Folio No.:** Enter your 16 digit Demat Account No. or Folio No.

Manner of holding shares	Your User ID
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID
For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID
For Members who holds shares in physical form	Folio Number registered with the Company

B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you), if applicable.

C. **Mobile No.:** Enter your mobile number.

D. **Email ID:** Enter your email id, as recorded with your DP/Company.

- Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).



Please refer the instructions for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/InstaMeet website.

### **Instructions for Shareholders/Members to Speak during the Annual General Meeting through InstaMeet:**

1. Members who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, e-mail address, mobile number at [investor@dmcc.com](mailto:investor@dmcc.com) on or before September 07, 2023.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Members will receive "speaking serial number" once they mark attendance for the Meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please quote your serial number and start your conversation with panelist(s) by switching on the video and audio of your device.
6. Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. The caption/subject of the email may please be mentioned as "Speaker for AGM\_<DP ID>\_<Client ID>". Those Members who have registered themselves as speaker will only be allowed to express their views/ask questions during the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
8. Members, who would like to ask questions, may send their questions atleast 7 days in advance mentioning their name demat account number/folio number, email ID, mobile number at [investor@dmcc.com](mailto:investor@dmcc.com). The same will be replied by the Company, suitably.
9. Members should be allowed to use camera and required to use internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance while speaking.

Members are requested to speak only when the moderator of the Meeting will announce the name and serial number for speaking.

### **Instructions for Shareholders/Members to Vote during the AGM through InstaMeet:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-voting "Cast your vote".
2. Enter your 16 digit Demat Account No./Folio No. and OTP (received on the registered mobile number/registered

email Id) received during registration for InstaMEET and click on 'Submit'.

3. After successful login, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

#### **Note:**

Shareholders/Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/Members who have voted through Remote e-voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.

Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/members have any queries regarding login/e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: Tel: 022-49186175.

### **Guidelines to attend the AGM Proceedings of Link Intime India Private Limited: InstaMEET**

- i. Please refer the following instructions for the software requirements and kindly ensure to install the same on the device which would be used to attend the AGM. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you below/ at InstaMeet website.
- ii. Guidelines for the registered speakers for speaking at the AGM through Link Intime India Private Limited's InstaMeet.
  - a) For a smooth experience of viewing the AGM proceedings through LIPL's InstaMEET, shareholders/members who are registered as speakers for the event

i.e. AGM are requested to download and install the Webex Meetings application in advance. Please download and install the Webex Meetings application by clicking on the link <https://www.webex.com/downloads.html/OR>

- b) If you do not want to download and install the Webex Meetings application, you may join the meeting through InstaMEET and follow the process mentioned as under:

**Step 1 Enter your First Name, Last Name and Email ID and click on Join Now**

1 (A) If you have already installed the Webex Meetings application on your device, join the meeting by clicking on Join Now

- 1 (B)
- If Webex Meetings application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.
  - Click on Run a temporary application, an exe file will be downloaded.
  - Click on this exe file to run the application and join the meeting by clicking on Join Now by filling your first name, last name and email address.

- iii. The following URLs need to be white-listed in your own laptop, desktop, tablet, smartphone etc. on the AGM date:

- a) <https://camonview.com>  
b) <https://instameet.linkintime.co.in>

- iv. Members are encouraged to join the Meeting through tablets/laptops connected through broadband for better experience.

- v. Members are required to use internet with a good speed preferably 2 MBPS download stream to avoid any disturbance during the Meeting.

- vi. Any internet outage or fluctuation in connectivity at your site may have an adverse impact on the audio/video quality during the meeting. LIPL or the Company shall not be responsible for the same.

- vii. In case the members have both the computer and telephone audio active or the speakers on members' computers or telephones are too close to each other or there are multiple computers with active audio in the same room, there will be instances of audio echo in the meeting.

- viii. In case two or more Members are joining the meeting through a Board Room/Common Location, proper arrangements of audio & video should be in place and Webex will be run on only one system.

- ix. Please note that Members connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience Audio/Visual loss due to fluctuation in their network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

- x. Members are encouraged to speak in the Meeting after un-muting themselves once their turn arrives as per the name announcement. Once the member has finished communicating, he/she should mute themselves immediately. (Mute your device if you're not speaking. Your microphone can pick up a lot of background noise, so muting allows others to easily hear others).

- xi. In case the Members have any queries or issues regarding login/e-voting, they can write an e-mail to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or call on 022 - 49186175/49186000, the InstaMeet support desk.

32. Shri Satish Kumar Jain, Practising Company Secretary (Membership No. FCS: 6398; CP No. 6632) has been

appointed as the Scrutinizer to scrutinize the remote e-voting and ensure that the voting process at the AGM is conducted in a fair and transparent manner and issue a report on the votes through remote e-voting and those cast at the AGM.

**33. Declaration of results on the resolutions**

- i. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutiniser shall make, not later than two working days from conclusion of the Meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against each resolution, invalid votes, if any, and whether the resolution(s) has/have been carried or not. This report shall be submitted to the Chairperson or a person authorised by him, in writing, who shall countersign the same.

- ii. The results shall be declared after the AGM of the Company and shall be deemed to be passed on the date of AGM. The results along with the Scrutiniser's Report shall be placed on the website of the Company [www.dmcc.com](http://www.dmcc.com) within two working days of passing of the resolutions at the AGM of the Company and shall be communicated to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), where the Company's equity shares are listed. RTA, who has provided the platform for facilitating remote e-voting, will also display these results on its website <https://instavote.linkintime.co.in>. The said results shall also be displayed at the registered office of the Company.

34. Members may note that the Notice will also be available on the Company's website [www.dmcc.com](http://www.dmcc.com), RTA's website <https://instavote.linkintime.co.in>; websites of the stock exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and The National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com).

35. Members are requested to kindly keep the Annual Report sent to their registered e-mail ID with them while attending the AGM through VC/OAVM.

36. The recorded transcript of the AGM, shall also be made available on the website of the Company at [www.dmcc.com](http://www.dmcc.com) under the tab of 'Investor'.

# Annexure I

## ADDITIONAL INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015 & SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS ABOUT DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT/REGULARISATION ARE AS UNDER:

Name of the Director	Ms. Mitika Laxmikumar Goculdas	Shri Madhu Thakorlal Ankleshwaria
Date of Birth	August 11, 1972	August 23, 1949
Director Identification Number (DIN)	02879174	02753794
Category and Designation	Non-Executive, Non Independent Director	Non-Executive, Independent Director
Date of first appointment on the Board	04-11-2011	30-07-2009
Brief Resume and nature of expertise in specific functional areas	Ms. Mitika Laxmikumar Goculdas, is an MBA (Finance) from Pennsylvania State University, USA. She has total work experience of more than 25 years including her stint as Vice President with Merrill Lynch, both in the USA and Dubai. She has experience in Finance, Industry, and International Trade.	Shri Madhu Tahkorlal Ankleshwaria is a, B.Com.(Hons), F.C.A. practicing Chartered Accountant for over three decades and was Head of the Department of "Accountancy" at N.M. College of Commerce & Economics, Mumbai. He has in depth knowledge in Finance and Accounting and has been practicing as a Chartered Accountant.
Terms & conditions of Appointment/reappointment	Terms and Conditions of appointment or reappointment are as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website at www.dmcc.com. Also please refer Explanatory Statement.	Terms and Conditions of appointment or reappointment are as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website at www.dmcc.com. Also please refer Explanatory Statement.
Details of remuneration sought to be paid	As per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. www.dmcc.com	As per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. www.dmcc.com
Remuneration last drawn for FY 2022-23	Sitting Fees: ₹ 2,50,000/- Commission: ₹ 4,93,000/-	Sitting Fees: ₹ 3,50,000/- Commission: ₹ 4,93,000/-
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Yes. Daughter of Chairman and cousin sister of Managing Director and Chief Executive Officer	No
Number of Board Meetings attended during the year FY 2022-23	5(Five)	5(Five)
Directorships held in other Companies, excluding foreign Companies as on March 31, 2023	<ul style="list-style-type: none"> <li>• Bombay Foods Private Limited</li> <li>• Natural Gas Company Private Limited</li> <li>• Gocul Gas Private Limited</li> <li>• L P Gas Transport and Bottling Company Private Limited</li> <li>• Kosan Industries Private Limited</li> <li>• L P Gas Equipments Private Limited</li> <li>• Autogas Conversion (India) Private Limited</li> <li>• B S and Services Gas Agencies Bhopal Private Limited</li> <li>• Phoenix Distributors Gas Agencies Bhopal Private Limited</li> <li>• Phoenix Distributors Private Limited</li> <li>• Jasraj Trading Company Private Limited</li> <li>• B S and Service Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Avik Pharmaceuticals Limited</li> </ul>

<b>Name of the Director</b>	<b>Ms. Mitika Laxmikumar Goculdas</b>	<b>Shri Madhu Thakorlal Ankleshwaria</b>
Memberships/Chairmanships of Audit and Stakeholders Relationship Committees of other Public Companies as on March 31, 2023	Nil	Chairman of Audit Committee in Avik Pharmaceuticals Limited
Name of the Listed Entities from which the Director has resigned in the past three years	Nil	Nil
Number of shares held as on March 31, 2023	Nil	Nil
Shareholding as Beneficial Owner as on March 31, 2023	Nil	225 Nos. of Equity Shares of ₹ 10/- each.

# Explanatory Statement Pursuant to the Provisions of Section 102 of the Companies Act, 2013

## Item No. 4

Pursuant to Section 148 of the Act, the Company is required to have the audit of its cost records conducted by a cost accountant in practice. On the recommendation of the Audit Committee of Directors, the Board of Directors has approved the re-appointment of CMA Shri. S. S. Dongare holding ICWA Registration No. 12521, as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2023-24, at a remuneration of ₹ 66,000/- (Rupees Sixty-Six thousand only) plus taxes and actual out-of-pocket expenses.

CMA Shri. S. S. Dongare has furnished a certificate regarding his eligibility for appointment as Cost Auditors of the Company. He has vast experience in the field of cost audit and has conducted the audit of the cost records of the Company for the previous year under the provisions of the Act.

The Board recommends the Resolutions at Item No. 4 for your approval as Ordinary Resolution.

None of the Directors, Key Managerial Personnel (KMP) of the Company or their respective relatives are concerned or interested (financially or otherwise) in this resolution.

## Item No. 5

In terms of the Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), no listed Company shall appoint or continue the appointment of a Non-executive director, who has attained the age of 75 years, unless a special resolution is passed to that effect.

Shri Madhu Thakorlal Ankleshwaria (DIN: 02753794), aged 74 years, is Non-Executive-Independent Director of the Company. He is serving his second term which will expire on September 16, 2024 and during the term he would be attaining the age of 75 years on August 23, 2024 and accordingly, he will be continuing his directorship for 25 days after attaining 75 years of his age.

Therefore, in view of Regulation 17(1A) of the Listing Regulations, for the continuation of Shri Madhu Thakorlal

Ankleshwaria as a Non-Executive-Independent Director beyond 75 years, consent of the Members would be required by way of a Special Resolution.

Shri Madhu Thakorlal Ankleshwaria has given a declaration to the Board that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Shri Madhu Thakorlal Ankleshwaria fulfils the conditions specified in the Act for his continuation as an Independent Director.

The Company has also received declaration from Shri Madhu Thakorlal Ankleshwaria that:

- a) He is not disqualified under section 164(1) and (2) of the Companies Act, 2013.
- b) He is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).
- c) He is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge his duties with an objective independent judgment and without any external influence.
- d) As required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, he is registered with Independent Directors Database maintained by the Indian Institute of Corporate Affairs.

The Nomination and Remuneration Committee has reviewed the provisions of the Listing Regulations and recommended continuation of term of Shri Madhu Thakorlal Ankleshwaria. The Board recommends the resolution for the approval of the Members.

Except Shri Madhu Thakorlal Ankleshwaria, none of the Directors and Key Managerial Personnel of the Company and/or their relatives is deemed to be concerned or interested (financially or otherwise) in the resolution.