

# Notice

**NOTICE** is hereby given that the **101<sup>st</sup> Annual General Meeting** of the Members of **THE DHARAMSI MORARJI CHEMICAL COMPANY LIMITED** (CIN: L24110MH1919PLC000564) will be held on **Wednesday, the 14<sup>th</sup> day of September, 2022** at **11.30 a.m. (IST) through Video Conferencing or Other Audio Visual Means** 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, 2022, 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, 2022, 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, 2022, 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, 2022, and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

**3.** To declare a final dividend on equity shares for the financial year ended March 31, 2022, and, in this regard, pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** final dividend at the rate of ₹ 1/- per equity share of the face value of ₹ 10/- each fully paid-up of the Company, be and is hereby declared for the financial year ended March 31, 2022, and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2022."

**4.** To appoint a Director in place of Shri Laxmikumar Narottam Goculdas (holding DIN: 00459347), who retires by rotation, and being eligible, offers himself for re-appointment and, in this regard, pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** Shri Laxmikumar Narottam Goculdas (holding DIN: 00459347), who retires by rotation and being eligible has offered himself for re-appointment be and is hereby re-appointed a Director of the Company."

**5.** To re-appoint statutory auditors and fix their remuneration and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies

Act, 2013, along with the relevant Rules made thereunder, and based on the recommendations of the audit committee and board of directors of the company, M/s. Rahul Gautam Divan & Associates, Chartered Accountants (ICAI Firm Registration No. 120294W), be and are hereby re-appointed as statutory auditors of the company, to hold office for a second term of five consecutive years from the conclusion of the 101<sup>st</sup> AGM until the conclusion of the 106<sup>th</sup> AGM, at a remuneration of ₹ 20.00 Lakhs (Rupees Twenty Lakhs Only) per annum plus payment of taxes as applicable and reimbursement of out of pocket expenses;

**RESOLVED FURTHER THAT** the board of directors of the company be and are hereby authorized to decide and/or alter the terms and conditions of the appointment including the remuneration as they may deem fit."

## **SPECIAL BUSINESS**

### **6. 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, 2023, 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 of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

### **7. Re-appointment of Shri Sanjeev Vishwanath Joshi as an Independent Director**

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

**"RESOLVED THAT,** pursuant to the provisions of sections 149, 152, and other applicable provisions of the Companies Act,

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2013 ("the Act") and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to re-appoint Shri Sanjeev V. Joshi (DIN : 00392020), as an Independent Director of the Company for second term of five consecutive years commencing with effect from February 14, 2023 to February 13, 2028 and that he shall not be liable to retire by rotation;

**RESOLVED FURTHER THAT** any Director and/or Company Secretary and/or Chief Finance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for re-appointment of Shri Sanjeev V. Joshi as an Independent Director of the Company."

### **8. Re-appointment of Shri Mukul Manoharlal Taly as an Independent Director**

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

**"RESOLVED THAT**, pursuant to the provisions of sections 149, 152, and other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to re-appoint Shri Mukul M. Taly (DIN : 01334360), as an Independent Director of the Company for second term of five consecutive years commencing with effect from February 14, 2023 to February 13, 2028 and that he shall not be liable to retire by rotation;

**RESOLVED FURTHER THAT** any Director and/or Company Secretary and/or Chief Finance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for re-appointment of Shri Mukul M. Taly as an Independent Director of the Company."

### **9. Change of Name of the Company from "The Dharamsi Morarji Chemical Company Limited" to "DMCC Speciality Chemicals Limited" and consequential amendment to the Memorandum of Association and Articles of Association of the Company**

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

#### **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)  
Date: August 12, 2022

**"RESOLVED THAT** pursuant to the provisions of section 13 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable law(s), rule(s), regulation(s), guideline(s) or provision(s) and subject to the approval of Stock Exchange(s) under Securities Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015, as amended, Registrar of Companies (ROC) or any other approval(s) as may be necessary for the Company in this regard, the consent of the members of the Company be and is hereby accorded to change the name of the Company from **"The Dharamsi Morarji Chemical Company Limited"** to **"DMCC Speciality Chemicals Limited"**;

**RESOLVED FURTHER THAT** the new name of the Company be given effect from the date of issue of the fresh Certificate of Incorporation from the Registrar of Companies (ROC), consequent upon change of name of the Company and accordingly, the name **"The Dharamsi Morarji Chemical Company Limited"** wherever appearing in the Memorandum of Association and Articles of Association and other relevant documents etc. be deleted and be substituted by the new name **"DMCC Speciality Chemicals Limited"** in its place;

**RESOLVED FURTHER THAT** any Director and/or Company Secretary and/or Chief Finance Officer of the Company be and are hereby severally authorized, on behalf of the Company to perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing of all the e-forms and other documents with the statutory authorities, and to execute all such forms, papers, deeds, documents, instruments, writings as may be necessary including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the office of the ROC, other regulatory authorities and to file required documents and information to the Stock Exchanges and such other authority(s) as may be required from time to time and to do all such acts, deeds and things as may be required in this connection;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this regulation to any Committee of Directors of the Company or Officer(s) of the Company in order to give effect to this resolution."

By Order of the Board of Directors,

**Omkar Mhamunkar**  
Company Secretary

# Notes:

1. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, Circular No. 02/2021 dated January 13, 2021 and General Circular No. 02/2022 dated May 05, 2022 (collectively "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 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 (collectively "SEBI Circulars"), have permitted companies to conduct AGM through VC or other audio visual means, subject to compliance of various conditions mentioned therein. 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 101<sup>st</sup> AGM of the Company is being convened and conducted through VC. The registered office of the Company shall be deemed to be the venue for the AGM.

**2. 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.**

3. 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.

4. 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. 6 to 9 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.

5. 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. 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).

6. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 6 to 9 of the Notice along with a statement of setting out material facts concerning the business under Item No. 5 of the Notice is annexed hereto. 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 are provided in the "Annexure I" to this Notice.

**7. 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.

8. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC / OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting, are requested to send a certified copy of the Board Resolution / authorization letter to the Company or upload on the VC / OAVM portal / e-voting portal.

**9. ATTENTION SHAREHOLDER:** SEBI, vide the Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021, has mandated furnishing of PAN, Address with pin code, email address, mobile number, bank account details, specimen signature and nomination by holders of physical securities. Folios wherein any one of the cited documents/ details are not available on or after April 01, 2023, shall be frozen by the Registrar and Transfer Agent of the Company.

10. Regulation 40 of the SEBI 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

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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 ISR – 4**, the format of which is available on the Company at [www.dmcc.com](http://www.dmcc.com) and on the website of the Company's Registrar and Transfer Agents, Link Intime India Private Ltd. at <https://web.linkintime.co.in/client-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 Registrars and Transfer Agents, Link Intime India Private Limited ("RTA") for assistance in this regard.

**11.** 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 LinkIntime in case the shares are held by them in physical form.

Members holding shares in physical form who have not registered their email addresses with the Company can get their email addresses registered by clicking on the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) on the website [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the e-mail registration heading and update their details such as Name, Folio number, Certificate number, PAN, mobile number and email id by uploading scanned copy of share certificate (front and back) in pdf or jpeg format (upto 1MB).

Members holding shares in demat form are requested to update their email address with their respective DPs.

**12.** 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.

**13.** As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination

are requested to register the same by submitting **Form No. SH-13**. The said form can be downloaded from the Company's website at [www.dmcc.com](http://www.dmcc.com) and also available at RTA website at [www.linkintime.co.in](http://www.linkintime.co.in) under Resource Section>KYC. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to LinkIntime in case the shares are held in physical form. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in **Form ISR-3 or SH-14** as the case may be.

**14.** 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.

**15.** 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. A consolidated share certificate will be issued to such Members after making requisite changes. The consolidation will be processed in demat form.

**16.** Members, intending to require information about the Financial Statements or any other matter to be placed at the Meeting, are requested to inform the Company at least a week in advance of their intention to do so, so that the papers relating thereto may be made available, if the Chairman permits such information to be furnished.

**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, will be made accessible for inspection through electronic mode.

**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 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)

## **21. Book Closure and Dividend**

A. The Register of Members and the Share Transfer Books of the Company will be closed from **Thursday, September 08, 2022** to **Wednesday, September 14, 2022** (both days inclusive) for the purpose of this AGM and for determining the entitlement of members to final dividend for the financial year ended March 31, 2022.

B. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made within statutory timeline of 30 days to those members whose names appear: -

a) as beneficial owners at the end of business hours on Wednesday, **September 07, 2022**, as per lists furnished by Central Depository Services (I) Limited and National Securities Depository Limited in respect of shares held in electronic form; and

b) on the Register of Members of the Company as on Wednesday **September 07, 2022**, after giving effect to valid transfers in respect of transfer requests lodged with Link Intime India Pvt. Ltd., Registrar and Share Transfer Agent (RTA) of the Company, on or before the close of business hours on Wednesday, **September 07, 2022**, in respect of shares held in physical form.

In case of remittance of dividend in electronic form, an intimation of the dividend payment would be sent to the members. In case of members who are not covered by NECS/electronic facility or failure to remit the dividend through electronic mode due to incorrect details, technical issue or otherwise, the dividend amount will be remitted by means of dividend warrants/demand drafts which will be posted to their respective registered address. Members holding shares in dematerialised form are requested to intimate particulars of bank mandates, nominations, power of attorney, e-mail address, contact numbers, change of address, etc. to their Depository Participant (DP). Members holding shares in physical form are requested to intimate these details to the RTA.

C. Members holding shares in physical/electronic form are required to submit their bank account details, if not already registered, as mandated by SEBI.

D. Further, to receive the dividend on time, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to send the following documents to our RTA – Link Intime India Private Limited at the earliest in such manner as to update the same in the folio before the record date for Dividend.

a) Form No. **ISR-1** duly filled and signed by the holders stating their name, folio number, complete address with pin code, and following details relating to the bank account in which the dividend is to be received:

- i. Name of Bank and Bank Branch;
- ii. Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions; and
- iii. 11-digit IFSC Code.
- iv. 9 digit MICR Code.

b) Original copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;

c) Self-attested copy of the PAN Card; and

d) Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective DPs.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.

E. Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends for 7 consecutive years are also liable to be transferred to the Demat account

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of the IEPF Authority. For details, please refer to the Board Report which is a part of this Annual Report, and the investor section on the Company's website [www.dmcc.com](http://www.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, 2022, is ₹ 0.20 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, the Company has transferred 18009 Nos. of Equity Shares which remained unclaimed to "The Dharamsi Morarji Chemical Company Limited Unclaimed Suspense A/C" (DP ID IN301330 Client ID 40638408) maintained with The Stock Holding Corporation of India

26. To Register e-mail address for all future correspondence and update the Bank Account details, members are requested to please follow the below Process:

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**Members Holding Shares in Physical** Members holding shares in physical mode, who have not registered/ updated their email addresses, PAN and Bank account details with the Company, are requested to register / update the same by clicking on [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html) (Recommended)

**OR**

Send a request to M/s. Link Intime India Private Limited at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in):

- i) To register e-mail address :** Please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN and AADHAR (self-attested scanned copy of both PAN card and Aadhar card)
- ii) To update bank account details :** Please send the following additional documents/information followed by the hard copies:
  - a) Name of the bank and branch address,
  - b) Type of bank account i.e., savings or current,
  - c) Bank account no. allotted after implementation of core banking solutions,
  - d) 9-digit MICR code no., and
  - e) 11-digit IFSC code
  - f) Original cancelled cheque bearing the name of the first shareholder, failing which a copy of the bank passbook / statement attested by bank.

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**Members Holding Shares in Demat** Please contact your DP and follow the process advised by your DP

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Limited (SHCIL). Members are requested to claim the shares lying with the said Unclaimed Suspense Account by duly **ISR- 4** form with the RTA.

### 24. TDS on Dividend

Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders effective April 01, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at the prescribed rates. For the prescribed rates for various categories, the members are requested to refer to the Finance Act, 2020 including amendments thereof and **Annexure II** of this Notice. In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential status, PAN, Category with their depository participants ('DPs') in case shares are held in Demat mode or in case shares are held in physical form, with the Company/ Registrars and Transfer Agents ('RTA') by sending documents/ following procedure given in **Annexure II** on or before **September 07, 2022**.

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.

**27.** SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their DPs if not submitted earlier. Members holding shares in physical form are requested to submit their PAN to the RTA if not submitted earlier.

**28.** Members who have not encashed their dividend warrants are requested to lodge their claims with the RTA at the earliest.

**29.** In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

**30.** 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.

**31.** NRI Members are requested to inform the RTA immediately of: -

- a) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier; and
- b) Change in their residential status and address in India on their return to India for permanent settlement.

**32.** 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.

**33. 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 ("LIIPL")

- 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), Wednesday September 07, 2022** 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 **Sunday, September 11, 2022 at 9.00 a.m. and ends on Tuesday, September 13, 2022 at 5.00 p.m.** 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.

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### viii. The procedure for casting vote through remote e-voting module is as under:

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their respective demat account / website of Depositories / DPs in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider.

Accordingly, Members 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 NSDL	<b>1. User already registered for NSDL IDeAS facility</b>
	<b>i.</b> Please visit the e-Services website of NSDL at the URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> .
	<b>ii.</b> Once the home page of e-Services is launched, click on the ‘Beneficial Owner’ icon under ‘Login’ which is available under ‘IDeAS’ section.
	<b>iii.</b> On the new screen, please enter your User ID and Password.
	<b>iv.</b> After successful authentication, you will be able to see e-voting services. Click on ‘Access to e-voting’ under e-voting services.
	<b>v.</b> On the e-voting page, you will see Company’s name or e-voting service provider’s name. Click on Company name or that of the e-voting service provider.
	<b>vi.</b> You will be re-directed to e-voting service provider’s website for casting your vote during the remote e-voting period or for joining virtual Meeting and voting during the Meeting.
	<b>2. User not registered for NSDL IDeAS facility</b>
	<b>i.</b> Option to register is available at the link <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> .
	<b>ii.</b> Select ‘Register Online for IDeAS’ or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a> .
	<b>iii.</b> Visit the e-voting website of NSDL and follow the steps given in point 1 under this section.
	<b>3. Alternatively by directly accessing the e-voting</b>
<b>i.</b> Open web browser by typing the URL viz. <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a> .	
<b>ii.</b> Once the home page of e-voting system is launched, click on the icon ‘Login’ which is available under ‘Shareholder/Member’ section.	
<b>iii.</b> A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL starting with IN – DP ID and Client ID), password/OTP and a verification code as shown on the screen.	
<b>iv.</b> After successful authentication, you will be redirected to NSDL’s website wherein you can see e-voting page. Click on the Company’s name or e-voting service provider’s name and you will be redirected to e-voting service provider’s website for casting your vote during the remote e-voting period or for joining virtual Meeting and voting during the Meeting.	



<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<p><b>1. Existing users who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>Please visit the e-Services website of CSDL at the URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>, thereafter, please click on New System 'Myeasi'.</li> <li>On the new screen, please enter your User ID and Password for accessing Easi / Easiest.</li> <li>After successful login of Easi / Easiest you will also be able to see the e-voting menu. The menu will have links of e-voting service provider's i.e. Link Intime, NSDL, CDSL and KFinTech. Click on e-voting service provider's name to cast your vote.</li> </ol> <p><b>2. If the user is not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>An option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>Then visit the e-voting website of CSDL and follow the steps given in point 1 under this section.</li> </ol> <p><b>3. Alternatively by directly accessing the e-voting page</b></p> <ol style="list-style-type: none"> <li>You can directly access e-voting page by providing demat Account Number and PAN from the link <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>The system will authenticate your details by sending OTP on registered mobile and email ID as recorded in the demat Account.</li> </ol> <p>After successful authentication, you will enter the e-voting module of CDSL. Click on the e-voting link available against Company's name or e-voting service provider's name and you will be re-directed to the e-voting page of service provider to cast your vote.</p>
<b>Individual Shareholders (holding securities in demat mode) and login through their depository participants</b>	<ol style="list-style-type: none"> <li>Users can also login using the login credentials of their Demat Account through their Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>When you login, you will see e-Voting option. Once you click on the same, you will be redirected to NSDL/CDSL sites after successful authentication, wherein you can see e-Voting feature.</li> <li>Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining the virtual meeting and voting during the meeting.</li> </ol>

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<b>Individual Shareholders holding securities in Physical mode and e-Voting Service Provider is LINKINTIME i.e. RTA.</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 'Sign Up' 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 <b>physical form</b> shall provide Event No + Folio Number registered with the Company.</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.  Shareholders holding shares in physical form but have not provided or updated the information at 'C' or 'D' with their RTA/ Company, should provide their Folio number in '<b>D</b>' above.</li></ol></li><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 '<b>SHARE HOLDER</b>' tab.</li><li>6. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '<b>Submit</b>'.</li><li>7. After successful login, you will be able to see the notification for e-voting. Select '<b>View</b>' icon.</li><li>8. E-voting page will appear on the screen.</li><li>9. Refer the Resolution description and cast your vote by selecting your desired option '<b>Favour / Against</b>' (If you wish to view the entire Resolution details, click on the '<b>View Resolution</b>' file link).</li><li>10. After selecting the desired option i.e. '<b>Favour/ Against</b>' click on '<b>Submit</b>'. 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><li>11. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, Members can login any number of times till you have voted on the resolution(s) for a particular "Event".</li></ol>
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- ix. If Individual Shareholders, holding securities in "**PHYSICAL MODE**", whose evoting service provider is **LINKINTIME** and who have "**FORGOTTEN**" their password, the follow the below steps:
- a. Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
  - b. Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
  - c. Shareholders/Members having valid email address, the Password will be sent to his/her registered e-mail address. Else, Shareholders/Members 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. )**

### Important Note :

- Shareholders/Members holding shares in physical form, the details can be used only for voting on the Resolutions contained in this Notice.
- It is strongly recommended not to share your Password with any other person and take utmost care to keep your password confidential.

- x. If Individual Shareholders holding securities in **dematerialised mode** are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password options available at the Depository's /DP's website.

**Important note:**

- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- During the voting period, Members can login any number of times till they have voted on the resolution(s) for a particular "Event".

**Helpdesk of Depositories "for Individual Shareholders holding securities in DEMAT"**

Shareholders/Members holding securities in **demat mode** may contact the respective helpdesk given below for any technical issues related to login through Depository i.e. NSDL/CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing 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> in or call at toll free nos.: 1800 1020 990 and 1800 22 44 30 NSDL
Individual Shareholders holding securities in demat mode with CDSL	Members facing 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 022 - 2305 8738 or 022 - 2305 8542/43.

**General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of Link in Time Pvt. Ltd. (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.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- 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 [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) / [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in) or call on 022 - 49186175 / 49186000.

**Helpdesk for Individual Shareholders holding securities in physical mode/Institutional shareholders and e-Voting service Provider is LINKINTIME.**

In case Shareholders/Members holding securities in physical mode/Institutional shareholders have any queries regarding

e-Voting, they may refer the **Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help Section** or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 - 4918 6000.

**II. Instructions for Members to Vote during the AGM through InstaMeet (VC/OAVM):**

Once the electronic voting is activated by the Scrutiniser during the Meeting, the Members who have not exercised their vote(s) through the remote e-voting can cast their vote(s) as under:

- On the Member's page/VC page, click on the link for e-voting "**Cast your vote**".
- Enter demat account no. / folio no. and **OTP** (One Time Password), received on the registered mobile number/ registered e-mail ID, during registration for InstaMeet and click on '**Submit**'.
- After successful login, see "Resolution Description" and against the same the options "**Favour/ Against**" for voting.
- Cast 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'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

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- vi. After selecting the appropriate option i.e. Favour/ Against as desired, 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.
- vii. Once the vote is confirmed on the resolution, any modification or change is not allowed subsequently.

### Notes:

Members who will be present in the AGM through InstaMeet facility and have not cast their vote(s) 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.

Members who have voted through remote e-voting prior to the AGM will be eligible to attend/ participate in the Meeting through InstaMeet. However, they will not be eligible to vote again during the Meeting.

In case the members have any queries or issues regarding e-voting, you may write an email to <https://instameet.linkintime.co.in> or call on: 022 - 49186000 / 49186175 InstaMeet support desk, of the RTA.

### 34. Instructions for Members attending the AGM through InstaMeet:

Instructions for Members to attend the AGM through InstaMeet are as under:

- i. Members are entitled to attend the AGM through VC/ OAVM provided by the RTA by following the below mentioned process. Facility for joining the AGM through VC/ OAVM shall be open 30 minutes before the time scheduled for the AGM and shall expire 15 minutes after the scheduled time of the Meeting, and will be available to the Members on first come first serve basis.
- ii. Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 minutes from the scheduled time of the AGM. Members with >2% shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Risk Management Committee and Auditors, etc. may be allowed to attend the Meeting without restrictions of first come first serve basis. Members may log-in and join 30 minutes prior to the scheduled time of the Meeting and window for joining shall be kept open till the expiry of 15 minutes after the scheduled time.

iii. Members will be provided with InstaMeet facility wherein they shall register their details and attend the AGM as under:

1. Open the internet browser and launch the URL for InstaMeet <https://instameet.linkintime.co.in> and register with following details:
  - a) DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
    - Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
    - Members holding shares in NSDL demat account shall provide sixteen digit demat number - 8 Character DP ID followed by 8 Digit Client ID
    - Members holding shares in physical form shall provide Folio Number registered with the Company
  - b) PAN: Enter your 10-digit PAN. (Members who have not updated their PAN with the DP/ Company shall use the sequence number provided to them, if applicable)
  - c) Please enter your mobile number.
  - d) Please enter your email ID as recorded with your DP/RTA/Company.
2. Click on "Go to Meeting". You are now registered for InstaMeet and your attendance is marked for the meeting.

### 35. Instructions for Members to register themselves as speakers during AGM:

- i. 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 09, 2022**.
- ii. Members will receive "speaking serial number" once they mark attendance for the Meeting.
- iii. Other Members may ask questions to the panelist(s), via active chat-board during the Meeting.
- iv. Please quote your serial number and start your conversation with panelist(s) by switching on the video and audio of your device.
- v. Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

- vi. Members are requested to speak only when the moderator of the Meeting will announce the name and serial number for speaking.
- vii. 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.
- viii. Members, who would like to ask questions, may send their questions 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.
- ix. 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.

**36.** 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.

**37. 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.

**38.** 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)

**39.** 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.

**40.** 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'.

**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 <<<https://instameet.linkintime.co.in>>>
  - 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

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- 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.

# 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 ARE AS UNDER:

Name of the Director	Shri Laxmikumar Narottam Goculdas	Shri Mukul Manoharlal Taly	Shri Sanjeev Vishwanath Joshi
<b>Date of Birth</b>	17.09.1943	26.11.1960	08.11.1959
<b>Director Identification Number (DIN)</b>	00459347	01334360	00392020
<b>Category and Designation</b>	Chairman, Promoter Non-Executive Non Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
<b>Date of first appointment on the Board</b>	March 06, 1992	February 14, 2018	February 14, 2018
<b>Brief Resume and nature of expertise in specific functional areas</b>	50+ years' experience in the Industry with wide knowledge of Trade, Commerce, Strategy, Corporate Restructuring, Corporate Affairs, Public Relation, Business Administration and International Trade.	B.Sc., L.L.M practicing over 38 years as Senior in S. Mahomedbhai & Co., Advocate & Solicitors, High Court, Mumbai. He has been a Gold Medalist (1 <sup>st</sup> in the University of Mumbai in LLB) in the year 1983. He has wide experience in litigation, Legal, Compliance and Governance, Taxation, Insurance, Foreign Trade, Risk Management, Strategy, Finance, International Business, Corporate Restructuring, Due Diligence.	B.Com, F.C.A and a practicing Chartered Accountant for over 35 years. Has in-depth knowledge in Finance and Accounting, Auditing, Internal Audit, Insurance, Foreign Trade, Taxation, Financial Management, Risk Management, Corporate Restructuring, Due Diligence, Corporate Governance and Strategy.
<b>Terms &amp; conditions of Appointment/re-appointment</b>	Terms and Conditions of appointment or re-appointment are as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. <a href="http://www.dmcc.com">www.dmcc.com</a>	As per resolution mentioned in Item no. 8 of the Notice and as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. <a href="http://www.dmcc.com">www.dmcc.com</a>	As per resolution mentioned in Item no. 7 of the Notice and as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. <a href="http://www.dmcc.com">www.dmcc.com</a>
<b>Details of remuneration sought to be paid</b>	As per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. <a href="http://www.dmcc.com">www.dmcc.com</a>	As per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. <a href="http://www.dmcc.com">www.dmcc.com</a>	As per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. <a href="http://www.dmcc.com">www.dmcc.com</a>
<b>Remuneration last drawn for FY 2021-22</b>	Sitting fees: ₹ 2.25 Lakhs Commission: ₹ 10.81 Lakhs	Sitting fees: ₹ 2.00 Lakhs Commission: ₹ 3.60 Lakhs	Sitting fees: ₹ 3.25 Lakhs Commission: ₹ 3.60 Lakhs

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<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	(i) Ms. Mitika Goculdas (Daughter of Shri L.N. Goculdas) is the Director, Vice Chairperson of the Company and  (ii) Shri Bimal Goculdas (nephew of Shri L.N.Goculdas) is the Managing Director and Chief Executive Officer of the Company	None	None
<b>Number of Board Meetings attended during the year FY 2021-22</b>	Five (5)	Four (4)	Five (5)
<b>Directorships held in other Companies, excluding foreign Companies as on March 31, 2022</b>	<ol style="list-style-type: none"> <li>1. Kosan Industries Pvt. Ltd.</li> <li>2. L.P. Gas Equipment Pvt.Ltd.</li> <li>3. L.P. Gas Transport &amp; Bottling Co. Pvt. Ltd.</li> <li>4. Bombay Foods Pvt. Ltd.</li> <li>5. Phoenix Distributors Pvt. Ltd.</li> <li>6. The Natural Gas Co. Pvt. Ltd.</li> <li>7. Autogas Conversion (India) Pvt. Ltd.</li> <li>8. B.S. and Service Pvt. Ltd.</li> <li>9. Jasraj Trading Co. Pvt. Ltd.</li> <li>10. Gocul Gas Private Limited.</li> <li>11. Phoenix Distributors Gas Agencies Bhopal Pvt. Ltd.</li> <li>12. B S and Services Gas Agencies Bhopal Pvt. Ltd.</li> </ol>	Nil	<ol style="list-style-type: none"> <li>1. B.K.Khare Consultancy Services Pvt. Ltd.</li> <li>2. Kema Services International Pvt. Ltd.</li> </ol>
<b>Memberships / Chairmanships of Audit and Stakeholders Relationship Committees of other Public Companies as on March 31, 2022</b>	<ol style="list-style-type: none"> <li>i) Chairman of Stakeholders Relationship Committee</li> <li>ii) Member of the Audit Committee</li> </ol>	Nil	<ol style="list-style-type: none"> <li>i) Chairman of Audit Committee</li> <li>ii) Member of Stakeholders Relationship Committee</li> </ol>
<b>Name of the Listed Entities from which the Director has resigned in the past three years</b>	Nil	Nil	Nil
<b>Number of shares held as on March 31, 2022</b>	9018420 Equity Shares of ₹ 10/- each	Nil	4435 Equity Shares of ₹ 10/- each
<b>Shareholding as Beneficial Owner as on March 31, 2022</b>	Being a Significant Beneficial Owner (SBO) as per the provisions of the Companies Act, 2013 he also holds 3772298 Equity Shares of ₹ 10/- each	Nil	Nil



# Annexure II

## INTIMATION ON DEDUCTION OF TAX ON FINAL DIVIDEND FOR THE FY 2021-22

As you are aware that as per the Income Tax Act, 1961, as amended by the Finance Act, 2020 ("the Act"), dividends paid or distributed by a Company after April 01, 2020, shall be taxable in the hands of the shareholders. The Company shall therefore be required to deduct tax at source at the time of making the payment of the said Final Dividend if declared at the above AGM.

TDS rate may vary depending on the residential status of the shareholder and the documents submitted to and accepted by the Company under the provisions of the Act.

Further, according to the provisions of section 206AB, higher rates of tax would be deducted in case of payment to a specified person effective from July 01, 2021. A specified person for this section means a person who has not furnished their return of income for the previous year (FY 2020-21) immediately preceding the financial year in which tax is required to be deducted and for which the time limit for furnishing the return of income under section 139(1) of the Act has expired and the aggregate of tax deducted at source and collected at source is rupees fifty thousand or more in the said previous year. A specified person shall not include a non-resident who does not have a permanent establishment in India.

All Shareholders are requested to ensure that the below information & details are completed and/or updated, as applicable, in their respective demat account(s) maintained

with the DP(s); or in case of shares held in physical form, with LinkIntime, on or before **September 07, 2022**.

Please note that the following information & details, if already registered with the LinkIntime and Depositories, as the case may be, will be relied upon by the Company, for the purpose of complying with the applicable TDS provisions:

- a) Valid PAN\*.
- b) Residential status as per the Income Tax Act, 1961 i.e. Resident or Non-Resident for FY 2022-23.
- c) Category of the Shareholder viz. Mutual Fund, Insurance Company, Alternate Investment Fund (AIF) Category I and II, AIF Category III, Government (Central/State Government), Foreign Portfolio Investor (FPI)/Foreign Institutional Investor (FII); Foreign Company, FPI/FII: Others (being Individual, Firm, Trust, Artificial Juridical Person, etc.), Individual, Hindu Undivided Family (HUF), Firm, Limited Liability Partnership (LLP), Association of Persons (AOP), Body of Individuals (BOI) or Artificial Juridical Person, Trust, Domestic Company, Foreign Company, Overseas Corporate Bodies, etc.
- d) Email Address.
- e) Residential Address.

\*If the PAN is not as per the database of the Income-tax Portal, it would be considered as an invalid PAN. Further as per the Notification of the Central Board of Direct Taxes, individual shareholders are requested to link their Aadhaar number with PAN.

The TDS for various categories of shareholders along with required documents are provided in Tables Below:

### For Resident Shareholders:

Sr. No.	Particulars	Tax Rate	Documents Required (Please mentioned DP ID and Client ID/ Folio No.)
1	Individual Shareholder receiving aggregate of total dividend not exceeding ₹ 5000 from the Company during FY 2022-23.	NIL	Not Applicable
2	Shareholder (including individual shareholders) with valid PAN receiving aggregate dividend in excess of ₹5000 from the Company during FY 2022-23)	10%	Shareholders to update / verify their PAN and residential status as per the Act, if not already done, with the Depository Participant (if shares are held in DEMAT form) and with the Company's RTA i.e. Link Intime India Private Limited Ltd (if shares are held in Physical form).

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	Any resident individual Shareholder submitting Form 15G (applicable to individuals below 60 years) / Form 15H (applicable to an Individual who is 60 years and above)	NIL	a. Form 15G (applicable to individual below 60 years) <b>(Annexure-A)</b> / Form 15H (applicable to individual of 60 years or above) <b>(Annexure-B)</b> (as applicable) b. Self-attested copy of PAN
3	Shareholder not having valid PAN/ without registration of PAN / is a "specified person" as per Section 206AB of the Act.	20%	Not Applicable
4	Shareholder submitting certificate under Section 197 of the Act	Rate mentioned in the certificate	Self-attested copy of the certificate under Section 197 obtained from Income Tax Authority. The same should be valid for FY 2022-23 and should cover dividend income.
5	Insurance Company under Section 194 of the Act.	NIL	a. Self-attested copy of PAN b. Copy of registration certificate issued by IRDAI c. Self-declaration in <b>(Annexure-C)</b> that the shareholder has full beneficial interest with respect to the shares owned by it.
6	Persons covered under Section 196 of the Act (Govt, RBI, Corporations established under Central Act and exempt from Income Tax, Mutual Fund under Section 10(23D))	NIL	a. Self-attested copy of PAN b. Copy of registration / exemption substantiating the applicability of Section 196 of the Act. c. Self-declaration in <b>(Annexure-C)</b> that the person is covered under Section 196 of the Act.
7	Alternative Investment Fund (AIF) established in India	NIL	a. Self-attested copy of PAN b. Copy of registration certificate issued by SEBI c. Self-declaration in <b>(Annexure-C)</b> that its dividend income is not chargeable under the head 'Profit and Gains of Business or Profession' and exempt under section 10(23FBA) of the Act and they are established as Category I or Category II AIF under the SEBI regulations.
		10%	This rate is applicable for Category III AIF
8	New Pension System(NPS)	NIL	Self-declaration that it qualifies as NPS trust and income is eligible for exemption under section 10(44) of the Act and being regulated by the provisions of the Indian Trusts Act, 1882 along with self-attested copy of the PAN card.
9	Any other entity exempt from withholding tax under the provisions of section 197A of the Act (including those mentioned in Circular No. 18/2017 issued by CBDT)	NIL	A self- declaration in <b>(Annexure-C)</b> that the person is covered under the provisions of section 197A of the Act.
10	Any other entity entitled to exemption from TDS	NIL	Valid self-attested documentary evidence (e.g., copy of the relevant registration, notification, order, etc.) in support of the entity being entitled to TDS exemption

**For Non Resident Shareholders:**

Sr. No.	Particulars	Tax Rate	Documents Required (Please mentioned DP ID and Client ID/ Folio No.)
1	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess) or Tax Treaty rate** whichever is lower	<p>Update/Verify the PAN and legal entity status as per the Act, if not already done, with the depositories. Provide declaration in <b>(Annexure-D)</b> whether the investment in shares has been made under the general FDI route or under the FPI route. Shareholders may also apply for a lower TDS rate as per the relevant Double Taxation Avoidance Agreements ('DTAA'), by submitting following documents:</p> <ol style="list-style-type: none"> <li>Self-attested copy of PAN, if any. If PAN is not available, information to be provided under Rule 37BC(2) of Income Tax Rules, 1962 in <b>(Annexure-E)</b></li> <li>Tax Residency Certificate (TRC)^ obtained from the tax authorities of the country of which the shareholder is a resident, valid for FY 2022-23 (covering the period from April 01, 2022 to March 31, 2023);</li> <li>Duly filled and Signed Form 10F in <b>(Annexure-F)</b></li> <li>Self-declaration for FY 2022-23 (covering the period from April 01, 2022 to March 31, 2023) as per <b>(Annexure-G)</b> from Nonresident on shareholder's letterhead, primarily (not exclusive list) covering the following: <ul style="list-style-type: none"> <li>Non-resident is eligible to claim the benefit of respective tax treaty</li> <li>Non-resident receiving the dividend income is the beneficial owner of such income</li> <li>Dividend income is not attributable/effectively connected to any Permanent Establishment (PE) or Fixed Base in India.</li> </ul> </li> </ol>
2	Other Non-resident shareholders (except those who are tax resident of Notified jurisdictional Area)	20% (plus applicable surcharge and cess) OR Tax Treaty Rate** (whichever is lower)	<p>Shareholders to update / verify their PAN and residential status as per the Act, if not already done, with the Depository Participant (if shares are held in DEMAT form) and with the Company's RTA in case of held in Physical.</p> <p>To avail the lower rate, the following to be submitted:</p> <ol style="list-style-type: none"> <li>Self-attested copy of PAN, if any. If PAN is not available, information to be provided under Rule 37BC(2) of Income Tax Rules, 1962 in <b>(Annexure-E)</b></li> <li>Self-Attested copy of the Tax Residency Certificate (TRC) ^ valid for FY 2022-23, obtained from the tax authorities of the country of which the shareholder is a resident.</li> <li>Duly filled and Signed Form 10F in <b>(Annexure-F)</b></li> <li>Self-declaration for FY 2022-23 (covering the period from April 01, 2022 to March 31, 2023) from Non-resident, in <b>(Annexure-G)</b> primarily covering the following: <ul style="list-style-type: none"> <li>Non-resident is eligible to claim the benefit of respective tax treaty;</li> <li>Non-resident receiving the dividend income is the beneficial owner of such income;</li> <li>Dividend income is not attributable/effectively connected to any Permanent Establishment (PE) or Fixed Base in India;</li> <li>Non-resident complies with any other condition prescribed in the relevant Tax Treaty and provisions under the Multilateral Instrument ('MLI');</li> <li>Non-resident does not have a place of effective management in India.</li> </ul> </li> </ol> <p>Application of the beneficial rate of tax treaty for TDS is at the discretion of the Company and shall depend upon completeness of the documentation and review of the same by the Company.</p>

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3	Non-Resident Shareholders who are tax residents of Notified Jurisdictional Area as defined u/s 94A(1) of the Act	30%	Not Applicable
4	Submitting certificate u/s 197 (i.e. lower or NIL withholding tax certificate	Rate provided in the certificate	If lower/ NIL withholding tax certificate obtained from Income tax authority is submitted, tax will be withheld at the rate specified in the said certificate, subject to furnishing a self-attested copy of the same. The certificate should be valid for FY 2022-23.
5	Non-resident shareholder who is a "specified person" as per section 206AB.	40% (plus applicable surcharge and cess)	Not Applicable
6	Any other entity entitled to exemption from TDS	NIL	Self-declaration substantiating the fulfilment of prescribed conditions and Valid self-attested documentary evidence (e.g., copy of the relevant registration, notification, order, etc.) in support of the entity being entitled to TDS exemption.

^In case, the TRC is furnished in a language other than English, the said TRC would have to be translated from such other language to English language and thereafter duly notarized and apostilled copy of the TRC would have to be provided.

\*\* The beneficial Tax Treaty rates will not automatically apply at the time of tax deduction/ withholding on dividend amounts. Application of beneficial Tax Treaty Rate shall depend upon the completeness and satisfactory review by the Company of documents submitted by non-resident shareholders. In case documents are found to be incomplete, the Company reserves the right to not consider the tax rate prescribed under the tax treaty.

### Notes:

**1.** If dividend income is taxable in hands of any person other than the recipient of the dividend (e.g. Clearing member/ corporations), then requisite details to be provided by way of a declaration under Rule 37BA(2) of the Income Tax Rules, 1962 in **(Annexure-H)**

**2.** Form 15G / Form 15H can be submitted only in case the shareholder's income tax payable on estimated total income for FY 2022-23 is NIL.

**3.** Lower deduction Certificate u/s 197 of the Act may be obtained under TAN of the Company i.e., MUMT09306D

**4.** Shareholders may note that all documents to be submitted are required to be self-attested (the documents should be signed by shareholder/authorized signatory stating the document to be "certified true copy of the original"). In case of ambiguous, incomplete or conflicting information,

or valid information/documents not being provided, tax at maximum applicable rate will be deducted.

**5.** In case of any discrepancy in documents submitted by the shareholder, the Company will deduct tax at higher rate as applicable, without any further communication in this regard.

**6.** In the event of a mismatch in category of shareholder (individual, company, trust, partnership, local authority, Government, Association of Persons etc.) as per register of members and as per fourth letter of PAN (10-digit alphanumeric number), the Company would consider fourth letter of PAN for determining the category of shareholders and the applicable tax rate/ surcharge/ education cess.

**7.** Shareholders may note that in case the tax on said dividend is deducted at a higher rate in absence of receipt, or insufficiency of the aforementioned details/documents

from you, an option is available to you to file the return of income as per the Act and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.

**8.** In case of joint shareholding, the withholding tax rates shall be considered basis the status of the primary beneficial shareholder.

**9.** In case you hold shares under multiple accounts under different status/ category but under a single PAN, the highest rate of tax as applicable to the status in which shares held under the said PAN will be considered on the entire holding in different accounts.

**10.** For deduction of tax at source, the Company would be relying on the above data shared by RTA as updated up to the record date.

**11.** Further, shareholders who have not registered their email address are requested to register the same with our RTA at web link: [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html) Shareholders are further requested to complete necessary formalities with regard to their Bank accounts updation for enabling the Company to make timely credit of dividend in respective bank accounts. For any queries related to the payment of dividend, shareholders can write on email Id's i.e. [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or [investor@dmcc.com](mailto:investor@dmcc.com)

**12.** Shareholders, whose valid PAN is updated, will be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://www.incometax.gov.in/iec/foportal>. The Company shall not be liable to entertain any request from such shareholder and the requisite steps will have to be taken by the shareholder at his / her end only. The shareholders are required to ensure that instructions mentioned herein are duly adhered to, failing which the Company would not be able to entertain any requests for allowing any exception, whatsoever.

**13.** In the event of any income-tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Shareholder/s, such Shareholder/s will be responsible to indemnify the Company, and also provide the Company with all information/ documents and co-operation in any assessment/ appellate proceedings before the Tax/ Government authorities.

#### **14. TDS to be deducted at higher rate in case of non-filers of Return of Income**

The provisions of Section 206AB require the deductor to deduct tax at higher of the following rates from amount paid/ credited to specified person:

i. At twice the rate specified in the relevant provision of the Act; or

ii. At twice the rates or rates in force; or

iii. At the rate of 5%

Where sections 206AA and 206AB both are applicable i.e. the specified person has not submitted the PAN as well as not filed the return; the tax shall be deducted at higher of two rates prescribed in these two sections.

As per Central Board of Direct Taxes vide Circular No. 11 of 2021 dated June 21, 2021, for determining TDS rate on Dividend, the Company will be using functionality of the Income-tax department to determine the applicability of Section 206AB of the Act.

The non-resident who does not have the permanent establishment is excluded from the scope of a specified person.

#### **15. TO ALL SHAREHOLDERS FOR SUBMISSION OF TAX RELATED DOCUMENTS:**

a. The Company with M/s. Link Intime India Private Limited, Company's Registrar and Transfer Agent has enabled a shareholder web portal for submission of tax exemption forms/requested documents.

b. Forms 15G/15H/10F and Self Declaration from for tax exemption can be downloaded from the LIIPL's website. The URL for the same is <https://web.linkintime.co.in/client-downloads.html>. **On this page select the General tab.** All the forms are available in under the head **"Form 15G/15H/10F"**

The aforementioned documents (duly completed and signed) are required to be uploaded on the URL <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> On this page the user shall be prompted to select / share the following information to register their request:

1. Select the company (Dropdown) i.e. **The Dharamsi Morarji Chemical Company Limited**
2. Folio / DP-Client ID
3. PAN
4. Select Financial year (Dropdown) i.e. 2022-23
5. Select Exemption Form – Any one as applicable (Form 15G/15H/10F)
6. Attach Document - 1 (PAN) (Only PDF/JPG/JPEG/PNG/GIF. Max file size 1 MB)
7. Attach Document - 2 (Forms as applicable) (Only PDF/JPG/JPEG/PNG/GIF. Max file size 1 MB)
8. Attach Document - 3 (Any supporting document). (Only PDF/JPG/JPEG/PNG/GIF. Max file size MB)

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- c. Shareholders are encouraged to file documents for claiming tax exemption in the manner mentioned above by visiting the link <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>, however in case, any shareholder faces any difficulty, may email the documents for claiming tax exemption to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) with copy to [investor@dmcc.com](mailto:investor@dmcc.com) or before **September 07, 2022** in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. Incomplete and/or unsigned forms and declarations will not be considered by the Company.

Blank forms for tax exemptions are also made available on the website of the company at [www.dmcc.com](http://www.dmcc.com) and the link for downloading is also provided below.

**Annexure A** - Form 15G

**Annexure B** - Form 15H

**Annexure C** - Self Declaration (Resident shareholder)

**Annexure D** - Self Declaration in relation to Investment Route

**Annexure E** - Self Declaration for non-availability of PAN (Non-resident shareholder)

**Annexure F** - Form 10F

**Annexure G** - Self declaration (Non-resident shareholder)

**Annexure H** - Declaration format under Section 37BA

Please note that all fields mentioned in the forms are mandatory and the Company will not be able to accept the forms submitted, if not filled correctly.

**Disclaimer:** The information set out herein above is included for general information purposes only and does not constitute legal or tax advice. Since the tax consequences are dependent on facts and circumstances of each case, the investors are advised to consult their own tax consultant with respect to specific tax implications arising out of receipt of dividend.

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)

Date: August 12, 2022

**Omkar Mhamunkar**  
Company Secretary

## EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 5

M/s. Rahul Gautam Divan & Associates, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 96<sup>th</sup> Annual General Meeting ("AGM") held on December 26, 2017, for the 1<sup>st</sup> Term of five consecutive years, effective from the conclusion of 96<sup>th</sup> AGM till the conclusion of the 101<sup>st</sup> AGM of the Company and accordingly their 1<sup>st</sup> term is expiring at the conclusion of this (101<sup>st</sup>) AGM.

M/s. Rahul Gautam Divan & Associates are eligible for re-appointment for a further period of 5 years. M/s. Rahul Gautam Divan & Associates have given their consent for their re-appointment as Statutory Auditors of the Company and has issued certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 (the Act) and the rules made thereunder.

Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to re-appoint M/s. Rahul Gautam Divan & Associates, having registration No. 120294W, as the Statutory Auditor for the 2<sup>nd</sup> term of five consecutive years, effective from the conclusion of this 101<sup>st</sup> Annual General Meeting till the conclusion of the 106<sup>th</sup> AGM of the Company which may be held in the year 2027 and accordingly, it is proposed to reappoint M/s. Rahul Gautam Divan & Associates, Chartered Accountants as the Statutory Auditor for the 2<sup>nd</sup> term as mentioned above at a remuneration of ₹ 20.00 Lakhs (Rupees Twenty Lakhs Only) per annum plus payment of taxes as applicable and reimbursement of out of pocket expenses.

The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

Rahul Gautam Divan & Associates is a member of Intercontinental Grouping of Accountants and Lawyers, a worldwide association of professional services firms, offering high quality accounting, auditing, legal and consultancy services. The combined experience of the partners in the chartered accountancy profession within the firm is over 40 years. Rahul Gautam Divan & Associates have associated offices in Ahmedabad, with resident partners at the associated office. Rahul Gautam Divan & Associates have been involved in the Statutory Audits and also Internal Audits of various companies, and have the wide experience to conduct the statutory audit of the Company. The Board recommends the resolution set out at Item No. 5 of the

Notice for approval by the Members by way of an 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. 6

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 2022-23, 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. 6 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. 7 & 8

Shri Sanjeev V. Joshi and Shri Mukul M. Taly were appointed as Independent Directors of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the 97<sup>th</sup> Annual General Meeting ("AGM") held on September 26, 2018, for a term of five consecutive years commencing from February 14, 2018 upto February 13, 2023. ("1<sup>st</sup> Term").

The Nomination & Remuneration Committee at its Meeting held on May 24, 2022 after taking into account the performance evaluation of these Independent Directors, during their first term of five years and considering the knowledge, acumen, expertise and experience in their respective fields and the substantial contribution made by these Directors during their tenure as an Independent Director since their re-appointment, has recommended to

## NOTICE

the Board that continued association of these Directors as an Independent Directors would be in the interest of the Company.

Based on the above, the Nomination & Remuneration Committee and the Board considers it desirable and in the interest of the Company to continue Shri Sanjeev V. Joshi and Shri Mukul M. Taly on the Board of the Company and accordingly recommended the re-appointment of Shri Sanjeev V. Joshi and Shri Mukul M. Taly as Independent Directors on the Board of the Company, to hold office for the second term of five consecutive years commencing from February 14, 2023 upto February 13, 2028 ("2<sup>nd</sup> Term") and not liable to retire by rotation.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Shri Sanjeev V. Joshi and Shri Mukul M. Taly for their appointment to the office of Independent Directors.

A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure to this Notice.

The above Directors have 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 Sanjeev V. Joshi and Shri Mukul M. Taly fulfils the conditions specified in the Act for their appointment as an Independent Directors.

The Company has also received from the above directors: -

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

A copy of the draft letter for the appointment of the above Directors as Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day and the same has also been put up on the Company website at [www.dmcc.com](http://www.dmcc.com).

The other details including the shareholding of these Directors, whose appointment is proposed at item nos. 7 & 8 of the accompanying Notice, have been given in the attached annexure.

The Board recommend the Resolutions for re-appointment of the Independent Directors at item no. 7 & 8 as Special Resolutions of this notice for your approval. Shri Sanjeev V. Joshi and Shri Mukul M. Taly, are concerned or interested in the resolutions of the accompanying notice relating to their own appointment.

Except Shri Sanjeev V. Joshi and Shri Mukul M. Taly, 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. 9

The Dharamsi Morarji Chemical Company Limited popularly known as "**DMCC**" is engaged in the manufacturing of Chemicals (Sulphur Chemistry). Having more than 100 years of its presence in the market, the Company has emerged as one of the key players in the Sulphur Chemistry and the Company has built scale, expanded global footprint and also taking innovative steps to meet the diverse customer requirements. As a part of global chemical industry, Company has made considerable growth, with a presence in 25+ countries.

Since incorporation, the name of the Company has been The Dharamsi Morarji Chemical Company Limited. However, it is more commonly and popularly known in the market in its abbreviated form i.e. DMCC. Taking into consideration of its business, upcoming opportunities and the fact that the Company is more popularly known as '**DMCC**' in the market, it is proposed to change the name of the Company to **DMCC Speciality Chemicals Limited**. Your Directors are of the opinion that such abbreviated name would be prominently displayed in various packaging, advertisement, souvenir and such other material as may be needed and use of the abbreviated form is considered more relevant at this point of time.

The Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Registration Centre vide their letter dated July 07, 2022 with respect to the SRN No. F13785803



dated July 04, 2022, has intimated it's no objection to the proposed name as **"DMCC Speciality Chemicals Limited"** should the Company decide to change the corporate name to **"DMCC Speciality Chemicals Limited"** from the existing name of the Company i.e. 'The Dharamsi Morarji Chemical Company Limited'.

Accordingly, the shareholders may note that the Board of Directors of the Company at its Meeting held on August 12, 2022, has approved the proposal for change of name of the Company from **'The Dharamsi Morarji Chemical Company Limited'** to **'DMCC Speciality Chemicals Limited'**, subject to the approval of the Ministry of Corporate Affairs, the shareholders of the Company, Stock Exchanges and other relevant statutory and regulatory authorities.

Pursuant to Sections 5, 13 and 14 of the Act, change in name and consequent amendment in the Memorandum of Association and Articles of Association of the Company and all other related documents require approval of the shareholders of the Company by way of Special Resolution and subsequent approval of Ministry of Corporate Affairs.

A draft copy of the amended Memorandum of Association and Articles of Association is available for inspection by members at the Registered Office of the Company between 11:00 a.m. to 01:00 p.m. on all working days (Monday to Friday) from the date of from the date of dispatch of this Notice up to the date of the ensuing Annual General Meeting of the Company.

It is also hereby confirmed that the Company is in compliance with the conditions prescribed in Regulation

45 of the SEBI Listing Regulations and M/s. Rahul Gautam Divan & Associates, Chartered Accountants, (ICAI Firm registration number: 120294W) vide their certificate dated August 09, 2022 has confirmed the compliance with conditions stipulated under sub-regulation (1) of Regulation 45 of the SEBI Listing Regulations, which is enclosed herewith. The Certificate is also available on the Company's website at [www.dmcc.com](http://www.dmcc.com) under Investor Section.

The proposed change of name would neither result in change of the legal status or constitution or operations or activities of the Company, nor would, affect any of the rights or obligations of the Company or of the shareholders / stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

Approval of the Shareholders is being sought for Change of Name of the Company from **'The Dharamsi Morarji Chemical Company Limited'** to **'DMCC Speciality Chemicals Limited'** as per Item No. 9 of the Notice.

The Board recommends the Resolutions at Item No. 9 for your approval as Special 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.

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)  
Date: August 12, 2022

**Omkar Mhamunkar**  
Company Secretary

## NOTICE

### CERTIFICATE PURSUANT TO REGULATION 45(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To  
The Board of Directors  
**The Dharamsi Morarji Chemical Company Ltd**  
317/321, Prospect Chambers,  
Dr. D. N. Road, Fort,  
Mumbai – 400 001

**Sub :** Independent Auditor's Certificate pursuant to Regulation 45(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

#### I. Background

The Dharamsi Morarji Chemical Company Limited (CIN L24110MH1919PLC000564), a company incorporated on September 25, 1919 under the Indian Companies Act, 1913 and the Company within the meaning of The Companies Act, 2013, and having its Registered Office at Prospect Chambers, 317/321, Dr. D.N. Road, Fort, Mumbai - 400 001 (hereinafter referred to as the "Company") is a fully integrated specialty chemical company that specializes in Sulphur, boron and ethanol chemistry, exporting its products to markets worldwide. Its products find application in a variety of end-use industries, such as, pharmaceuticals, detergents, dyes, fertilizers, pigments and cosmetics etc.

The Company is listed in BSE Limited (Scrip Code: 506405) and National Stock Exchange of India Limited (Scrip Code: DHARAMSI).

#### II. Transaction

The Board of Directors decided that considering the abbreviated form of name "DMCC" being more popularly known in the market, the name of the Company be changed to "DMCC Speciality Chemicals Limited" to aptly reflect the same. Accordingly, an application was made by the Company to the Ministry of Corporate Affairs seeking availability of name for proposed change of name of the Company vide F13785803 dated July 04, 2022 and the Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Registration Centre vide their letter dated July 07, 2022 has intimated their no objection in the availability of the proposed name i.e. **"DMCC Speciality Chemicals Limited"** from the existing name of the Company i.e. **"The Dharamsi Morarji Chemical Company Limited"**.

#### III. Purpose of Issue of the Certificate

Regulation 45(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter called 'the Listing Regulations'] as amended upto date requires the Company to include a certificate from a practicing chartered accountant stating compliance with conditions provided in Regulation 45(1) of the Listing Regulations in the explanatory statement to the notice seeking shareholders' approval for change in name.

#### IV. Management's Responsibility

Ensuring the compliance of conditions of Listing Regulations is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation, presentation and compliance of conditions of the Listing Regulations. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the Listing Regulations, issued by the Securities and Exchange Board of India.

#### V. Auditor's Responsibility

Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Regulation 45(1) of the Listing Regulations in the matter of proposed change of name of the Company.

## VI. Opinion

Based on our examination and information/explanations provided to us in terms of regulation 45(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby confirm as under:

- 1. A time period of at least one year has elapsed from the last name change:** The Dharamsi Morarji Chemical Company Limited (CIN: L24110MH1919PLC000564), has incorporated on September 25, 1919 and The Company has not changed its name since the Incorporation.
- 2. At least fifty percent. of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name -** Not applicable as the Company is largely known as specialty chemical company that specializes in Sulphur, boron and ethanol chemistry and its products find application in a variety of end-use industries, such as, pharmaceuticals, detergents, dyes, fertilizers, pigments and cosmetics etc. Total revenue is accounted from the same activities.
- 3. The amount invested in the new activity/project is at least fifty percent of the assets of the listed entity -** Not applicable, as the company is carrying its existing activities only and there is no change in the nature of business activities of the Company.

**For Rahul Gautam Divan & Associates**  
ICAI Firm registration number: 120294W  
Chartered Accountants

**Rahul Divan**  
Partner  
**Membership No.:** 100733  
**UDIN:** 22100733AOPFSO1130

**Date:** August 09, 2022  
**Place:** Mumbai