



30th August, 2021

To,
The Manager,
Listing & Compliance,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.

Ref: Scrip Code - 506405

Sub: Notice of 100th Annual General Meeting (“AGM”) of the Company

Dear Sir/Madam,

We are enclosing herewith notice of the 100th Annual General Meeting (“AGM”) of The Dharamsi Morarji Chemical Company Limited (the “Company”) to be held **on Wednesday, 22nd September, 2021 at 11.30 a.m. (IST)** through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), to transact the businesses as mentioned in the Notice of the AGM (“Notice”).

The said notice is also made available on the website of the Company at www.dmcc.com and the web link for the same is as under :

Notice of 100th AGM - [https://www.dmcc.com/Media/pdf/DMCC AGM-Notice 2020-21.pdf](https://www.dmcc.com/Media/pdf/DMCC%20AGM-Notice%2020-21.pdf)

You are requested to kindly take the same on your record.

Thanking you,
For The Dharamsi Morarji Chemical Company Ltd

Omkar C. Mhamunkar
Company Secretary & Compliance Officer
Membership No. ACS 26645

Encl : As Above

CIN NUMBER: L24110MH1919PLC000564

Notice

NOTICE is hereby given that the Hundredth Annual General Meeting of the Members of **THE DHARAMSI MORARJI CHEMICAL COMPANY LIMITED** (CIN: L24110MH1919PLC000564) will be held on Wednesday, the 22nd day of September, 2021 at 11.30 a.m. **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, 2021 together with the Reports of the Board of Directors and the Auditors thereon and in this regard, pass the following resolution as **Ordinary Resolution:**

“RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2021 and the reports 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, 2021 together with the Report of the Auditors thereon and in this regard, pass the following resolution as **Ordinary Resolution:**

“RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2021 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

3. To confirm/ratify interim dividends on equity shares for the financial year ended March 31, 2021 and, in this regard, pass the following resolution as **Ordinary Resolution:**

“RESOLVED THAT interim dividends at the rate of ₹ 0.50/- and ₹ 1.00/- per equity share of ₹ 10/- each fully paid-up of the Company declared for the financial year ended March 31, 2021 be and are hereby confirmed and ratified for financial year ended March 31, 2021.”

4. To declare a final dividend on equity shares for the financial year ended March 31, 2021 and, in this regard, pass the following resolution as **Ordinary Resolution:**

“RESOLVED THAT final dividend at the rate of ₹ 0.50/- 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, 2021 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, 2021.”

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

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

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 **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148(3) 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 31st March, 2022, amounting to ₹ 66,000/- (Rupees Sixty-Six Thousand Only) as also the payment of taxes as applicable and re-imbusement 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. Appointment of Dr. (Mrs.) Janaki Ashwin Patwardhan as an Independent Director

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

“RESOLVED THAT Dr. (Mrs.) Janaki Ashwin Patwardhan (DIN: 09180182), who was appointed as an Additional Director of the company with effect from May 21, 2021 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the company under Section 161(1) of the Companies Act, 2013 (“the Act”) and Article 126 of the Articles of Association of the company, but who is eligible for appointment and in respect of whom the company has received a notice in writing under Section 160(1) of the Act, from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, the appointment of Dr. (Mrs.) Janaki Ashwin Patwardhan (DIN: 09180182), A Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment as an independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from May 21, 2021 upto May 20, 2026.”

8. Appointment of Shri Dilip Trimbak Gokhale as Director

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

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Articles of Association of the Company, Shri Dilip Trimbak Gokhale (DIN: 06734397), who was appointed as an additional director and also as Whole Time Director designated as an “Executive Director” w.e.f. 22nd May, 2021 by the Board of Directors of the Company at their meeting held on 21st May, 2021, based on the recommendation of the Nomination and Remuneration Committee of the Board and who holds office as such up to the date of this Annual General Meeting of the company under Section 161(1) of the Companies Act, 2013 (“the Act”) and Article 126 of the Articles of Association of the company, but who is eligible for appointment and in respect of whom the company has received a notice in writing under Section 160(1) of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company not liable to retire by rotation.”

9. Appointment of Shri Dilip Trimbak Gokhale as Whole Time Director, designated as “Executive Director”

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

“**RESOLVED THAT** in accordance with the recommendations of the Nomination and Remuneration Committee of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198 and 203 of the Act, read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company or such other sanctions as may be necessary, appointment of Shri Dilip Trimbak Gokhale (DIN: 06734397) who has attained the age of 70 years be and is hereby approved and ratified as a Whole-Time Director designated as “Executive Director” of the Company for a period effective from 22nd May, 2021 to 21st May, 2024 on the terms and conditions including remuneration as set out in the statement annexed to the Notice of this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the appointment and / or remuneration based on the recommendation of the Nomination & Remuneration Committee, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force);

RESOLVED FURTHER THAT Shri Dilip Trimbak Gokhale, Executive Director, shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and matters and things as, in its absolute discretion, it may consider necessary, expedient and desirable to give effect to this resolution.”

10. Approval for Enhancement of Borrowing Limits

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

“**RESOLVED THAT** in modification of the special resolution passed by members at the Ninety Third Annual General Meeting of the Company held on 18th September, 2014 and pursuant to the provisions of in terms of Section 180(1)(c) of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to borrow money through loans, advances, credit etc. for both domestic and foreign currency (including Public Deposits, Bonds / Debentures but excluding temporary loans obtained from the Company’s bankers in the ordinary course of business) from banks, financial institutions and other sources from time to time for the purpose of financing the working capital requirements as also for acquisition of capital assets and/ or for the purpose of any other requirements of the Company, both for capital and revenue in nature, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate paid-up share capital of the Company and its free reserves, (that is to say reserve not set apart for any specific purpose) provided that the total amount so borrowed by the Board shall not at any time exceed the limit of ₹ 200 Crores (Rupees Two Hundred Crores) or limits so prescribed under Section 180(1)(c) (as may be amended from time to time), whichever is higher;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board / Committee of the Board or officers authorized by them in this regard be and are hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulties or doubts that may arise with regard to borrowings and creating mortgages / charges as aforesaid.”

11. Approval for Creation of mortgage and/or charge on all or any of the movable and/or immovable properties of the Company

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

“**RESOLVED THAT** in modification of the special resolution passed by members at the Ninety Third Annual General Meeting of the Company held on 18th September, 2014 and pursuant to Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with the power to take over the management and concern of the Company in certain events, to or in favour of all or any of the financial institutions/ banks/ insurance companies/ other investing agencies/trustees for holders of debentures/ bonds/other instruments which may be issued to and subscribed by all or any of the financial institutions/banks/ insurance companies/other investing agencies or any other person(s)/bodies corporate by way of private placement or otherwise to secure Rupee/foreign currency loans, debentures, bonds or other instruments (hereinafter collectively referred to as “Loans”) provided that the total amount of the loans together with interest thereon at the respective agreed rates, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the aforesaid parties or any of them under the Agreements/Arrangements entered into/to be entered into by the Company in respect of the said Loans, shall not at any time exceed the limit of ₹ 200 crores (Rupees Two Hundred Crores) or limits so prescribed under Section 180(1)(c) (as may be amended from time to time), whichever is higher;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board / Committee of the Board or officers authorized by them in this regard be and are hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulties or doubts that may arise with regard to borrowings and creating mortgages / charges as aforesaid.”

12. Acceptance of Deposits from Public and/or Members of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 73 and 76 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the “Act”), the provisions of the Memorandum and Articles of Association of the Company, and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, Ministry of Corporate Affairs (“MCA”), Reserve Bank of India or such other agencies / authorities read together with other applicable rules, regulations, guidelines, notifications and circulars issued by any other concerned statutory or regulatory authority(ies) from time to time, as amended, and rules and regulations framed thereunder, to the extent applicable and subject to necessary approvals, permissions, sanctions and consents (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents) as may be required from any government and/or regulatory authorities and subject to provisions of all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable by any other regulatory authorities which may be agreed to and/or accepted by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the approval of the Members of the Company be and is hereby accorded to the Board to invite / accept / renew from time to time unsecured Deposits from Members of the Company and/or Public to such extent that the deposits outstanding and the deposits to be accepted shall be upto the permissible limits as prescribed under the Act read with relevant

provisions of the Companies (Acceptance of Deposits) Rules, 2014 and other regulations as applicable and amended from time to time;

RESOLVED FURTHER THAT the Board be and is hereby authorised to prepare a circular or a circular in form of advertisement in form as prescribed under the Act read with rules made thereunder and to file or submit the same with the office of the Registrar of Companies / MCA duly signed by the majority of the Directors of the Company or Authorised Signatories as permitted therein for inviting and accepting the deposits from Members of the Company and/or Public and further authorised to issue the circular or circular in form of an advertisement in English and in vernacular newspaper having wide circulation in the State of Maharashtra wherein the Registered Office of the Company is situated and a copy of the same be uploaded on the website of the Company;

RESOLVED FURTHER THAT in the event of any revision in the limits prescribed under the applicable provisions of the Act, and/or related rules thereto in connection with or for acceptance of deposits from Members of the Company and/or Public, this approval by Members shall be deemed to include any such revisions, as if it was originally approved by the Members;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all necessary actions and to do and perform all such acts, deeds, matters and thing as it may, in its absolute discretion, deem necessary,

desirable, incidental or expedient for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the deposits, time of issue, number and/or value of deposits to be offered, tenor, interest rate, etc. as may be required or deemed necessary and to settle all questions, difficulties or doubts that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto and further authorised to appoint / engage any intermediaries, advisors, bankers, consultants, advocates and other agencies and finalise their fees / charges and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with them and make requisite filing with concerned regulatory / government authorities / depository(ies), and/or any other regulatory authorities and to take all others steps which may be incidental, consequential, relevant or ancillary in this connection;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers to any officer(s) or authorised signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and further all actions taken by the Board or any other Director(s) or Officer(s) or any other authorised signatory of the Company with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board of Directors,

Omkar Mhamunkar
Company Secretary

Registered Office:

Prospect Chambers,
317/321, Dr. Dadabhoy Naoroji Road, Fort, Mumbai 400 001.
CIN: L24110MH1919PLC000564
Website: www.dmcc.com
e-mail: investor@dmcc.com
Date: 10th August, 2021

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", circular no. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and Circular no. 02/2021 dated January 13, 2021 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "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 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic" and circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID -19 pandemic" (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

2. In terms of the MCA Circulars, the physical attendance of Members has been dispensed with and there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip 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. Pursuant to the Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") 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.

5. An Explanatory Statement pursuant to the provisions of Section 102 of the Act and Rules made thereunder, in respect of Special Business to be transacted at the AGM, Secretarial Standards on General Meetings (SS-2), wherever applicable and the Listing Regulations, wherever applicable, is annexed and forms part of this Notice. The Board of Directors have considered and decided to include Item Nos. 6 to 12 given above as Special Business at the forthcoming AGM, since they are critical and considered unavoidable.

6. As per Regulation 40 of the Listing Regulations and circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020

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

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 (Recommended)

OR

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

i) To register e-mail address & PAN : 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)

and other applicable SEBI Circulars, the transfer of equity shares of listed Company can be done only in demat form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agent i.e. Link Intime India Private Limited ("RTA") in this regard.

7. Dividend

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: -

- as beneficial owners at the end of business hours on **Wednesday, 15th September, 2021**, as per lists furnished by Central Depository Services (I) Limited and National Securities Depository Limited in respect of shares held in electronic form; and
- on the Register of Members of the Company as on **Wednesday, 15th September, 2021**, 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, 15th September, 2021**, 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, 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.

8. TDS on Dividend

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders effective April 1, 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 **17th September, 2021**.

9. Members holding shares under different Folio Nos. in the same names are requested to apply for consolidation of folios and send relevant original share certificates to the Company's RTA for doing the needful.

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.

Members Holding Shares in Demat

Please contact your DP and follow the process advised by your DP

11. 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.

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

13. 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.

14. 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

15. Company has provided Members, e-voting facility to exercise their right to vote at the AGM by electronic means. The process and manner for availing the said facility is explained in this Notice.

16. Members holding shares in physical form in single name are advised to avail of nomination facility. As per the provisions of Section 72 of the Act, the facility for making nomination is available for Members in respect of shares held by them. Members who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. Nomination forms can be downloaded from the website of the RTA at <https://web.linkintime.co.in/client-downloads.html>. **On this page select the General tab.** The said forms are available under the head "Nomination". Members are requested to submit the said details to their DP in case shares are held in electronic form and to the RTA in case shares are held in physical form.

17. 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.

18. 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.

19. 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.

20. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their communications to investor@dmcc.com at least seven days before the date of the AGM. The same will be suitably replied to by the Company.

21. Voting through electronic means:

- I. The instructions for remote e-voting are as under:
 - i. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company provides to Members the facility of exercising their right to cast vote(s) before or at the AGM by electronic means and the business may be transacted, accordingly.
 - ii. The facility of casting votes by the Members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") and e-voting at the AGM is being provided by the Link Intime India Private Limited ("RTA") or ("LIPL")
 - iii. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Company / RTA / depositories as on **Wednesday, 15th September, 2021**, ("Cut-off" Date) 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, 19th September, 2021 at 9.00 a.m.** and ends on **Tuesday, 21st September, 2021 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.
 - 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 9th December, 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	<p>1. User already registered for NSDL IDeAS facility</p> <ul style="list-style-type: none"> i. Please visit the e-Services website of NSDL at the URL: https://eservices.nsdl.com. ii. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. iii. On the new screen, please enter your User ID and Password. iv. After successful authentication, you will be able to see e-voting services. Click on 'Access to e-voting' under e-voting services. v. 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. vi. 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. <p>2. User not registered for NSDL IDeAS facility</p> <ul style="list-style-type: none"> i. Option to register is available at the link https://eservices.nsdl.com. ii. Select 'Register Online for IDeAS' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. iii. Visit the e-voting website of NSDL and follow the steps given in point 1 under this section. <p>3. Alternatively by directly accessing the e-voting</p> <ul style="list-style-type: none"> i. Open web browser by typing the URL viz. https://www.evoting.nsdl.com. ii. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. iii. 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. iv. 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. 	
	Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest</p> <ul style="list-style-type: none"> i. Please visit the e-Services website of CDSL at the URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com, thereafter, please click on New System 'Myeasi'. ii. On the new screen, please enter your User ID and Password for accessing Easi / Easiest. iii. 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. <p>2. If the user is not registered for Easi/Easiest</p> <ul style="list-style-type: none"> i. An option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. ii. Then visit the e-voting website of CDSL and follow the steps given in point 1 under this section. <p>3. Alternatively by directly accessing the e-voting page</p> <ul style="list-style-type: none"> i. You can directly access e-voting page by providing demat Account Number and PAN from the link www.cdslindia.com. ii. The system will authenticate your details by sending OTP on registered mobile and email ID as recorded in the demat Account. <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>

Individual Shareholders (holding securities in demat mode) and login through their depository participants	<ol style="list-style-type: none"> 1. Users can also login using the login credentials of their Demat Account through their Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. 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. 3. 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.
Individual Shareholders holding securities in Physical mode and e-Voting service Provider is LINKINTIME i.e. RTA.	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in 2. Click on 'Sign Up' under 'SHARE HOLDER' tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders/members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company) shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format). D. Bank Account Number: 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 'D' above. 3. Set the password of your choice (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). 4. Click "confirm" (Your password is now generated). 5. Click on 'Login' under 'SHARE HOLDER' tab. 6. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. 7. After successful login, you will be able to see the notification for e-voting. Select 'View' icon. 8. E-voting page will appear on the screen. 9. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). 10. After selecting the desired option i.e. 'Favour/ Against' click on 'Submit'. 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. 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".

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 evoting@nsdl.co.in or call at toll free nos.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022 - 2305 8738 or 022 - 2305 8542/43.

General Guidelines for shareholders:

- i. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of Link Intime India Private Limited (LIPL) at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian/ Mutual Fund/Corporate Body’.
- ii. 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.
- iii. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- iv. 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 / insta.vote@linkintime.co.in or call on 022 - 49186175 / 49186000/6270.

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 or contact on: - Tel: 022 - 4918 6000/6270.

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:

- i. On the Member’s page/VC page, click on the link for e-voting “Cast your vote”.
- ii. 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’.
- iii. After successful login, see “Resolution Description” and against the same the options “Favour/ Against” for voting.
- iv. Cast vote by selecting appropriate option i.e. Favour/Against, as desired.
- v. 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’.
- 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 instameet@linkintime.co.in or call on: 022 - 49186000 / 49186175 InstaMeet support desk, of the RTA.

22. 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 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.

23. 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 on or before **17th September, 2021**.
- 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. The same will be replied by the Company, suitably.

GUIDELINES TO ATTEND THE AGM PROCEEDINGS OF LINK INTIME INDIA PVT. LTD.: 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 LIIP's InstaMEET, shareholders/ members who are registered as speakers for the event i.e. AGM are requested to download and install the Webex Meetings application in advance. Please download and install the Webex Meetings application by clicking on the link <https://www.webex.com/downloads.html/>

OR

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

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

- 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.

24. 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.

25. 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 within two working days of passing of the resolutions at the AGM of the Company and shall be communicated to BSE Limited, 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.

26. Members may note that the Notice will also be available on the Company's website at www.dmcc.com, RTA's website at <https://instavote.linkintime.co.in>; websites of the stock exchange i.e. BSE Limited at www.bseindia.com

27. 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.

28. The recorded transcript of the AGM, shall also be made available on the website of the Company at www.dmcc.com under the tab of 'Investor'.

29. Since the AGM will be held through VC/OAVM Facility, the route map is not annexed with this Notice.

- iii. The following URLs need to be white-listed in your own laptop, desktop, tablet, smartphone etc. on the AGM date:
 - A. <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 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	Ms. Mitika Laxmikumar Goculdas	Shri Dilip Trimbak Gokhale	Dr. (Mrs.) Janaki Ashwin Patwardhan
Date of Birth	11 th August, 1972	16 th October, 1949	3 rd October, 1971
DIN	02879174	06734397	09180182
Category and Designation	Non-Executive Non Independent Director	Additional Director (Whole Time Director) designated as Executive Director	Non-Executive Independent Director
Date of first appointment on the Board	04 th November, 2011	22 nd May, 2021	21 st May, 2021
Brief Resume and nature of expertise in specific functional areas	Ms. Mitika Laxmikumar Goculdas, is an MBA (Finance) from Pennsylvania State University, USA. She has total work experience of 24 years including her stint as Vice President with Merrill Lynch, both in the USA and Dubai. She has experience in Finance, Industry, and International Trade.	Shri Dilip T. Gokhale is a B.Com., LLB, CAIIB, FCS and has a work experience of more than four decades. Shri Gokhale has been working with the Company for over 32 years and before his appointment of the Board as Director, he was designated as Sr. Executive Vice President & Company Secretary of the Company. Shri Gokhale has been handling various diversified activities and matters of the Company since long, like. Secretarial, Legal, Corporate Governance, HR & Administration, Insurance, Banking and Internal Audit etc.	Dr. (Mrs.) Janaki Ashwin Patwardhan is a Doctorate Chemical Engineer from Mumbai University Institute of Chemical Technology. She holds an Advanced Diploma in Industrial Safety. Since 2009, she has served as an independent Consultant for various reputed Companies. She has experience in the areas of Process Engineering, Process Scale-up, Process Modeling & Simulation, Reactor Modeling, Plant Troubleshooting, Benchmarking, Training, Plant design and Techno Commercial Feasibility studies, Remote Surveillance of Plants, Technical Support to Manufacturing, Safety, Guidance to R&D. She has worked for sectors such as Pharmaceutical, Petrochemical, Refinery, Oleochemical, Fragrances and Pigments.
Terms & conditions of Appointment/ re-appointment	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. www.dmcc.com	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. www.dmcc.com and As per resolution mentioned in Item no. 9 of the Notice of AGM	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. www.dmcc.com
Details of remuneration sought to be paid	As per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. www.dmcc.com	The details of remuneration sought to be paid is given in resolution proposed at Item No. 9 of the Notice of AGM read together with the explanatory statement and As per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. www.dmcc.com	As per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. www.dmcc.com
Remuneration last drawn for FY 2020-21	Sitting fees: ₹ 1.50 Lakhs Commission: ₹ 3.12 Lakhs	Shri Gokhale has drawn ₹ 36.35 Lakhs towards remuneration as Sr. Executive Vice President & Company Secretary.	Not Applicable (Since appointed w.e.f. 21 st May, 2021.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Yes. Daughter of Chairman and cousin sister of Managing Director and CEO	None	None
Number of Board Meetings attended during the year FY 2020-21	Five (5)	Not Applicable	Not Applicable

Directorships held in other Companies, excluding foreign Companies as on March 31, 2021	1. L P Gas Equipment Pvt. Ltd.	Nil	Nil
	2. Kosan Industries Pvt. Ltd.		
	3. Bombay Foods Pvt. Ltd.		
	4. Gocul Gas Pvt. Ltd.		
	5. Phoenix Distributors Pvt. Ltd.		
	6. Natural Gas Co. Pvt. Ltd.		
	7. Autogas Conversion (India) Pvt. Ltd.		
	8. B. S. and Services Pvt. Ltd.		
	9. Jasraj Trading Company Pvt. Ltd.		
	10. L.P. Gas Transport & Bottling Co. Pvt. Ltd.		
	11. Phoenix Distributors Gas Agencies Bhopal Pvt. Ltd.		
	12. B. S. and Services Gas Agencies Bhopal Pvt. Ltd.		
Memberships / Chairmanships of Audit and Stakeholders Relationship Committees of other Public Companies as on March 31, 2021	Nil	Nil	Nil
Number of shares held as on March 31, 2021	Nil	900	Nil

Annexure II

INTIMATION ON DEDUCTION OF TAX ON FINAL DIVIDEND 2020-21

In accordance with the provisions of the Income Tax Act, 1961 read with the provisions of the Finance Act, 2020, with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of shareholders. The Company shall therefore be required to comply with the provisions of deduction of tax at source (TDS) at the applicable rates at the time of payment of final dividend for the financial year ended on 31st March, 2021 to the shareholders in accordance with the provisions of the Income Tax Act ("IT" Act). The TDS rate may vary depending on the residential status of the shareholder and the documents submitted to the Company in accordance with the provisions of the Act.

Please note that all the details and declarations furnished should pertain to FY 2021-22.

The TDS for various categories of shareholders along with required documents are provided below:

I. For Resident Shareholders -

Tax is required to be deducted at source under Section 194 of the Act, at the rate of 10% on the amount of dividend where shareholders have registered their valid Permanent Account Number (PAN).

However, in case of Individuals, TDS would not apply if the aggregate of total dividend paid to them by the Company during the financial year does not exceed ₹ 5,000/-.

No TDS will be deducted in cases where a shareholder provides Form 15G (applicable to individual) / Form 15H (applicable to an individual above the age of 60 years), provided that the eligibility conditions as prescribed under the Act are met. 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.

Note:

1. Availability of valid Permanent Account Number (PAN) for the registered Folio/DP ID/Client ID is mandatory. In the absence of valid PAN, tax will be deducted at a higher rate of 20%, as per Section 206AA of the Act.
2. Shareholders are requested to ensure Aadhar number is linked with his/her PAN as provided under Section 139(AA)(2) of the Act, as per the timelines prescribed. In case of failure of linking Aadhar with PAN within the prescribed timelines, PAN shall be considered inoperative and, in such scenario, tax shall be deducted at higher rate of 20% as provided under Section 206AA of the Act.

NIL/lower tax will be deducted on dividend payable to the following categories of resident shareholders, if they provide details and documents as given below :

- Insurance Companies:** Self declaration that it qualifies as 'Insurer' as per section 2(7A) of the Insurance Act, 1938 and has full beneficial interest with respect to the ordinary shares owned by it along with self-attested copy of PAN card and certificate of registration with Insurance Regulatory and Development Authority (IRDA)/ LIC/ GIC.
- Mutual Funds:** Self-declaration that it is registered with SEBI and is notified under Section 10 (23D) of the Act along with self-attested copy of PAN card and certificate of registration with SEBI.
- Alternative Investment Fund (AIF):** Self declaration that its income is exempt under Section 10 (23FBA) of the Act and they are registered with SEBI as Category I or Category II AIF along with self-attested copy of the PAN card and certificate of AIF registration with SEBI.
- Recognized Provident Fund:** No TDS is required to be deducted as per Circular No.18/2017, subject to specified conditions Self-attested copy of a valid order from Commissioner under Rule 3 of Part A

of Fourth Schedule to the Act, or self-attested valid documentary evidence (e.g. relevant copy of registration, notification, order, etc.) in support of the provident fund being established under a scheme framed under the Employees' Provident Funds Act, 1952 needs to be submitted.

- Approved Superannuation Fund:** No TDS is required to be deducted as per Circular No.18/2017, subject to specified conditions. Self-attested copy of valid approval granted by Commissioner under Rule 2 of Part B of Fourth Schedule to the Act needs to be submitted.
- Approved Gratuity Fund:** No TDS is required to be deducted as per Circular No.18/2017, subject to specified conditions. Self-attested copy of valid approval granted by Commissioner under Rule 2 of Part C of Fourth Schedule to the Act needs to be submitted
- Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income- tax on its income:** Documentary evidence that the person is covered under section 196 of the Act.
- National Pension System (NPS) Trust:** 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.
- Any other entity entitled to exemption from TDS:** Valid self-attested documentary evidence (e.g. relevant copy of registration, notification, order, etc.) in support of the entity being entitled to TDS exemption needs to be submitted

In case, shareholders (both individuals or non-individuals) provide certificate under Section 197 of Act, for lower / NIL withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the same.

Benefit under Rule 37BA - In case where shares are held by Clearing Member/ intermediaries/ stock brokers and TDS is to be applied by the Company in the PAN of the beneficial shareholders, then intermediaries/ stock brokers and beneficial shareholders will have to provide a declaration.

II. For Non - Resident Shareholders:

Taxes are required to be withheld in accordance with the provisions of Section 195 and 196D of the Act, as per the rates as applicable. As per the relevant provisions of the Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to them. In case, non-resident shareholders provide a certificate issued under Section 197/195 of the Act, for lower/ Nil withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the same.

Further, as per Section 90 of the Act, the non-resident shareholder has an option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the DTAA benefits, the non-resident shareholders are required to provide the following:

- Self-attested copy of the PAN card allotted by the Indian Income Tax authorities. In case, PAN is not available, the non-resident shareholder shall furnish (a) name, (b) email id, (c) contact number, (d) address in residency country, (e) Tax Identification Number of the residency country.
- Self-attested copy of Tax Residency Certificate (TRC) (for the period 1st April 2021 to 31st March 2022) obtained from the tax authorities of the country of which the shareholder is a resident.

- iii. Self-declaration in Form 10F.
- iv. Self-declaration by shareholder certifying the following:
 - meeting the eligibility requirements under DTAA.
 - entitlement to receive the Dividend being a beneficial owner of the Shares for the period 1st April 2021 to 31st March 2022.
 - Is and will continue to remain the tax resident of the country of its residence during the period 1st April 2021 to 31st March 2022.
 - Does not have Permanent Establishment (PE) / Place of Effective Management in India.
- v. In case of Foreign Institutional Investors (FIIs) and Foreign Portfolio Investors (FPIs), copy of SEBI registration certificate.
- vi. In case of shareholder being tax resident of Singapore, please furnish the letter issued by the competent authority or any other evidences demonstrating the non-applicability of Article 24 - Limitation of Relief under India-Singapore Double Taxation Avoidance Agreement (DTAA).

It is recommended that shareholders should independently satisfy its eligibility to claim DTAA benefit including meeting of all conditions laid down by DTAA.

Kindly note that the Company is not obligated to apply beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts.

Application of beneficial rate as per DTAA for the purpose of withholding taxes shall depend upon completeness and satisfactory review by the Company of the documents submitted by the non resident shareholder.

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

The Finance Act, 2021, has inter alia inserted the provisions of section 206AB of the Act effect from July 1, 2021. The provisions of section 206AB of the Act require the deduct or 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%.

The 'specified person' is defined under section 206AB (3) of the Act as person who has:

- i. not filed return of income for both of the two assessment years relevant to the two previous years immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing return of income under sub-section (1) of section 139 has expired; and
- ii. subjected to tax deduction (TDS) and tax collection (TCS) at source in aggregate amounting to ₹ 50,000 or more in each of such two immediate previous years.

The non-resident shareholders who do not have the permanent establishment (PE) in India are excluded from the scope of a specified person.

In case of a shareholder Section 206AA and Section 206AB both are applicable, then tax will be deducted at higher of the rates provided in these sections.

The Central Board of Direct Taxes (CBDT) has vide Circular No. 11 dated June 21, 2021, has clarified that new functionality will be activated for compliance check under section 206AB of the Act. Accordingly, for determination of rate of TDS on Dividend payment, the Company will be using the said Functionality for the purpose of determination of rate of TDS under section 194.

While your Company is awaiting the guidelines from the Government prescribing the mechanism to determine who fulfils the conditions

of being a 'specified person'. Therefore, in order to comply with the provisions of the Act, and unless any mechanism is prescribed by the authorities in this regard, Company will proceed on the assumption that all shareholders are in compliance with the provisions of section 206AB of the Act. However, we request you to inform us well in advance and before cut-off date if you are covered under the definition of 'specified person' as provided in section 206AB of the Act. The Company reserves its right to recover any demand raised subsequently on the Company for not informing the Company or providing wrong information about applicability of Section 206AB in your case.

To summarise, dividend will be paid after deducting tax at source as under:

- i. NIL for resident individual shareholders receiving dividend upto ₹ 5,000/-
- ii. Nil for resident individual shareholders in cases where duly filled up and signed Form 15G / Form 15H (as applicable) along with self-attested copy of the PAN card is submitted.
- iii. 10% for other resident shareholders in case copy of valid PAN is provided/available.
- iv. 20% for resident shareholders if copy of PAN is not provided / not available.
- v. TDS rate will be determined on the basis of documents submitted by the non-resident shareholders.
- vi. 20% (plus applicable surcharge and cess) for non-resident shareholders in case the relevant documents are not submitted.
- vii. Lower/ NIL TDS on submission of self-attested copy of the valid certificate issued under Section 197 of the Act.

The above mentioned rates will be subject to applicability of Section 206AB of the Act.

In terms of Rule 37BA of the Income Tax Rules 1962, if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such deductee should file declaration with Company in the manner prescribed in the Rules.

OTHER INFORMATION:

In addition to the above, please note the following:

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

TO ALL SHAREHOLDERS FOR SUBMISSION OF TAX RELATED DOCUMENTS:

Forms 15G/15H/10F and Self Declaration form for tax exemption can be downloaded from the LIPL'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)
2. Folio / DP-Client ID
3. PAN
4. Select Financial year (Dropdown)
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)

Kindly note that the documents as mentioned above are required to be updated by visiting the link <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> OR emailed to rnt.helpdesk@linkintime.co.in with copy to investor@dmcc.com OR before **17th September, 2021** 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

[Click Here](#) to download - Form 15G

[Click Here](#) to download - Form 15H

[Click Here](#) to download - Self Declaration (Resident shareholder)

[Click Here](#) to download - Self Declaration for non-availability of PAN (Non-resident shareholder)

[Click Here](#) to download - Form 10F

[Click Here](#) to download - Self declaration (Non-resident shareholder)

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.

It may be further noted that in case tax on dividend is deducted at a higher rate in the absence of receipt of any of the aforementioned details/ documents from the shareholders, the shareholders may consider filing their return of income and claiming an appropriate refund, as may be eligible. No claim shall lie against the Company for such taxes deducted. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>

Further, shareholders who have not registered their email address are requested to register the same with our RTA at weblink: 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 or investor@dmcc.com

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

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 2021-22, at a remuneration of ₹ 66,000/- (Rupees Sixty Six thousands 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

Dr. (Mrs.) Janaki Ashwin Patwardhan is a Doctorate Chemical Engineer from Mumbai University Institute of Chemical Technology. She holds an Advanced Diploma in Industrial Safety. Since 2009, she has served as an independent Consultant for various reputed Companies. She has experience in the areas of Process Engineering, Process Scale-up, Process Modeling & Simulation, Reactor Modeling, Plant Troubleshooting, Benchmarking, Training, Plant design and Techno Commercial Feasibility studies, Remote Surveillance of Plants, Technical Support to Manufacturing, Safety, Guidance to R&D. She has worked for sectors such as Pharmaceutical, Petrochemical, Refinery, Oleochemical, Fragrances and Pigments.

The Brief Profile and other details of Dr. (Mrs.) Janaki Ashwin Patwardhan required as per Listing Regulations and Secretarial Standard - 2 are provided in **Annexure I** to this Notice.

Considering the rich knowledge, expertise and vast experience of Dr. (Mrs.) Janaki Ashwin Patwardhan, the Board is of the opinion that her appointment on the Board would immensely benefit the Company.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 21st May, 2021 appointed Dr. (Mrs.) Janaki Ashwin Patwardhan (DIN: 09180182) as an Additional (Independent) Director of the Company for a period of five consecutive years with effect from 21st May, 2021 on the terms specified in the letter of appointment.

Dr. (Mrs.) Janaki Ashwin Patwardhan fulfils the criteria of independence specified in the Companies Act 2013 read with the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and have furnished declaration to that effect. Accordingly, the Board is of the opinion that Dr. (Mrs.) Janaki Ashwin Patwardhan is independent of the management and fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder with regard to appointment of Director. Further, Dr. (Mrs.) Janaki Ashwin Patwardhan is not disqualified to act as Director of the Company.

A copy of the draft Letter of Appointment of Independent Director, setting out the terms and conditions of appointment, will be made accessible for inspection through electronic mode.

Approval of members is sought for appointment of Dr. (Mrs.) Janaki Ashwin Patwardhan as the Independent Director of the Company as made by the Board.

Pursuant to Section 149 of the Companies Act, 2013 read with Schedule IV of the Act, the Board recommends the Ordinary Resolution with respect to the appointment of Dr. (Mrs.) Janaki Ashwin Patwardhan as an Independent Director of the Company, set out in Item No. 7 of the Notice, for approval of the Members of the Company.

None of the Directors, Key Managerial Personnel (KMP) of the Company or their respective relatives, except Dr. (Mrs.) Janaki Ashwin Patwardhan are concerned or interested (financially or otherwise) in this Resolution.

ITEM NO. 8 & 9

The Board in its meeting held on 21st May, 2021, on the recommendation of the Nomination and Remuneration Committee had appointed Shri Dilip Trimbak Gokhale as an Additional Director and also as Whole – Time Director, designated as "Executive Director" of the Company effective from 22nd May, 2021.

Pursuant to the provisions of Section 161 of the Act, Shri Dilip Trimbak Gokhale shall hold office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed as a Director of the Company.

Shri Gokhale has been working with the Company for over 32 years and before his appointment to the Board as Director, he was designated as Sr. Executive Vice President & Company Secretary of the Company. Shri Gokhale has been handling various diversified activities and matters of the Company since long, like. Secretarial, Legal, Corporate Governance, HR & Administration, Insurance, Banking and Internal Audit etc.

Shri Gokhale is a Commence and Law graduate and Fellow member of the Institute of Company Secretaries of India. He is also member of All India Management Association holding Post Graduation Diploma in Management from the said institute. He is also a certified associate of Indian Institute of Bankers, Mumbai and is an Ex-Banker.

Keeping in view the above and Industrial standards and with a recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company has, in its meeting held on 21st May, 2021, subject to the approval of members, unanimously appointed Shri Dilip Trimbak Gokhale as an Additional Director and also as Whole Time Director, designated as "Executive Director" of the Company effective from 22nd May, 2021 for a period of 3 years upto 21st May, 2024 on the remuneration terms and other conditions as under :

A. Consolidated Salary :

- ₹ 3,50,000/- per month (Rupees Three Lakhs Fifty Thousand Only), (from 22nd May 2021 to 21st May, 2022;
- ₹ 3,75,000/- per month (Rupees Three Lakhs Seventy Five Thousand Only) (from 22nd May, 2022 to 21st May, 2023) and;
- ₹ 4,00,000/- per month, (Rupees Four Lakhs Only) (from 22nd May, 2023 to 21st May, 2024).

B. Annual Performance Linked Incentive: At the discretion of the Board of Directors.

C. Perquisites: In-addition to the above, he will be entitled to the following perquisites:

Category A

- i) Medical benefit for self and family: Reimbursement of medical expenses actually incurred and reimbursement of premium paid on Medical Claim Policy, the total value of which to the Company shall not exceed one-month salary in a year or three months' salary in a block of three years.
- ii) Personal Accident Insurance Policy for self, the cost of the premium of which shall not exceed ₹ 4,000/-.

- iii) Leave Travel Concession: Actual fare, rail or air for self and family once a year to and from any place in India.
- iv) Fees of Clubs, subject to maximum of two clubs, provided that no life membership fee or admission fee is paid.

Category B

- i) Provident Fund : Nil
- ii) Benefit of Superannuation Scheme : Nil
- iii) Gratuity as per the rules of the Company.

Category C

- i) A car with driver for the use of the business of the Company and for personal use.
- ii) Telephone at residence: Reimbursement of Telephone and cell phone charges.
- iii) Leave with salary and the Leave accumulated but not availed will be encashed as per the leave rules of the Company.

Note: Car with driver for the use of the Company's business and the telephone expenses at the residence and the Cell phone expenses shall not be considered as perquisite.

In his long association with the Company, Shri Gokahle has played pivotal role and made significant contribution in the success of the Company over the years. Approval of members is sought for appointment of Shri Dilip Trimbak Gokhale as Whole Time Director, designated as Executive Director as made by the Board. Shri Gokhale being aged more than 70 years, pursuant to Section 196(3) read with Part I of Schedule V of the Companies Act, 2013, his appointment is to be approved by the members by passing a special resolution.

The Board recommends the Resolutions at Item No. 8 for your approval as Ordinary Resolution and Resolution at Item No. 9 as Special Resolution.

None of the Directors, Key Managerial Personnel (KMP) of the Company or their respective relatives, except Shri Dilip T. Gokhale are concerned or interested (financially or otherwise) in these Resolutions.

ITEM NO. 10

The Members of the Company at the Ninety Third Annual General Meeting of the Company held on 18th September, 2014 had accorded their consent vide Special Resolution authorizing the Board of Directors of the Company to borrow monies, from time to time, exceeding the aggregate of the paid-up share capital and free reserve upto ₹ 100 crores (Rupees Hundred Crores). The Company is in the process of expansion and growth, and with a view to augment financial resources the Company may, from time to time, raise finances from various Banks and/or Financial Institutions and/ or any other lending institutions and/ or Bodies Corporate and/ or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid ₹ up capital and free reserves and securities premium of the Company. It is therefore proposed to increase the maximum borrowing limits from existing limit of ₹ 100 crores to ₹ 200 Crores or limits prescribed under Section 180(1)(c) (as may be amended from time to time), whichever is higher.

Pursuant to Section 180 of the Companies Act, 2013 consent of the members is required by way of a special resolution to borrow funds, apart from temporary loans obtained from the company's bankers in

the ordinary course of business, exceeding aggregate of the paid up share capital and free reserves including Securities Premium Account of the Company and therefore it is proposed to obtain consent of the members by way of a Special Resolution under Section 180 and other applicable provisions of the Companies Act, 2013, to increase the borrowing powers of the Board of Directors as set out in the resolution proposed at Item No. 10 of the accompanying Notice upto ₹ 200 Crores (Rupees Two Hundred Crores only) or limits prescribed under Section 180(1)(c) (as may be amended from time to time), whichever is higher.

The Board recommends the Resolutions at Item No. 10 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.

ITEM NO. 11

The Members of the Company at the Ninety Third Annual General Meeting of the Company held on 18th September, 2014 had accorded their consent vide Special Resolution authorizing the Board of Directors of the Company to create mortgage and/or charge on all or any of the movable and/or immovable properties of the Company, from time to time, exceeding the aggregate of the paid-up share capital and free reserve upto ₹ 100 crores (Rupees Hundred Crores).

Pursuant to Section 180 (1)(a) of the Companies Act, 2013 consent of the members is required by way of a special resolution for creating security by way of mortgage and / or charge on the immovable and movable assets of the Company for the reasons already mentioned in detail in the Explanatory Statement for Item No. 10 above, and therefore it is proposed to obtain consent of the members by way of a Special Resolution under Section 180 (1)(a) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, as set out in the resolution proposed at Item No. 11 of the accompanying Notice upto ₹ 200 Crores (Rupees Two Hundred Crores only) or limits prescribed under Section 180(1)(c) (as may be amended from time to time), whichever is higher.

The Board recommends the Resolutions at Item No. 11 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.

ITEM NO. 12

In order to augment working capital in a cost effective manner, the Company may accept deposits from public including its members as per the provisions of Section 73 and Section 76 read with the Companies (Acceptance of Deposits) Rules, 2014, as amended.

Therefore, it is proposed to seek approval of the Shareholders, authorizing the Board of Directors to accept the deposits from public including shareholders up to 35% of the paid-up share capital and free reserves (maximum 10% from shareholders and 25% from public) as per the latest audited balance sheet. Consequent upon obtaining the approval of the Shareholders, the requirements stipulated under Sections 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 will be complied with before inviting/ accepting/ renewing deposits.

The Board recommends the Resolutions at Item No. 12 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.