

75th
Annual Report
2023 - 2024



performance
Innovation
Diversity
Growth





DCW LIMITED

Registered office: Dhrangadhra – 363 315, Gujarat

Head Office: Nirmal, 3rd floor, Nariman Point, Mumbai 400 021.

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CIN No.L24110GJ1939PLC000748 Email: ho @dcwlimited.com

SEVENTY FIFTH ANNUAL GENERAL MEETING 2013-2014

NOTICE

Notice is hereby given that the 75th Annual General Meeting of the shareholders of DCW Limited (Company) will be held at 10.00 a.m. on Wednesday, August 13, 2014 at the Registered Office of the Company (at Guest House No. 2) at Dhrangadhra-363315, Gujarat to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement for the year ended March 31, 2014 and the Reports of the Directors and the Auditors thereon.
2. To declare dividend on Equity shares of the Company.
3. To appoint a Director in place of Shri Bakul Jain(DIN No.00380256),, who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint Auditors and to fix their remuneration and in this connection, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution :

“RESOLVED THAT M/s. V. SankarAiyar & Co., Chartered Accountants, Mumbai, the retiring Auditors of the Company, be and are hereby reappointed as Auditors of the Company to hold office from the conclusion of this meeting upto the conclusion of the next Annual General Meeting, on a remuneration of Rs. 12,50,000/- (Rupees Twelve Lakhs Fifty Thousand only) plus

reimbursement of traveling and other out-of-pocket expenses; such remuneration to be exclusive of fees payable for services that may be rendered by them other than as Auditors in compliance with Sections 139 and 144 and other applicable provisions of the Companies Act, 2013.”

SPECIAL BUSINESS

5. **Appointment of Shri. Sodhsal Singh Dev of Dhrangadhra, (DIN no.:00682550) as an Independent Director of the Company**

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

“RESOLVED THAT, pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors), Rules 2014 and Schedule IV (Code of Independent Director) and all other applicable provisions of the Companies Act, 2013 and any statutory modifications or re-enactments thereof for the time being in force and Clause 49 of the Listing agreement, Shri. Sodhsal Singh Dev of Dhrangadhra (DIN no.:00682550), who was appointed as a director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the

Company has received a notice from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri. Sodhsal Singh Dev of Dhrangadhra as a candidate for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years up to conclusion of 80th Annual General Meeting in the Calendar year 2019”.

6. **Appointment of Smt Sujata Rangenekar (DINno.:06425371) as an Independent Director of the Company**

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

“RESOLVED THAT, pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors), Rules 2014 Schedule IV(Code of Independent Director) and all other applicable provisions of the Companies Act, 2013 and any statutory modifications or re-enactments thereof for the time being in force and clause 49 of the Listing agreement,, Smt. Sujata Rangenekar(DIN no.:06425371), who was appointed as a director liable to retire by rotation and in respect of whom the Company has received a notice from a member under Section 160



of the Companies Act, 2013 signifying his intention to propose Smt. Sujata Rangenekar(DIN no.:06425371) as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years up to conclusion of 80th Annual General Meeting in the Calender year 2019”

7. **Appointment of Shri. Shri. D. Ganapathy(DIN no.:02707898) as an Independent Director of the Company**

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

“RESOLVED THAT, pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors), Rules 2014 Schedule IV(Code of Independent Director) and all other applicable provisions of the Companies Act, 2013 and any statutory modifications or re-enactments thereof for the time being in force and clause 49 of the Listing agreement, Shri. D. Ganapathy(DIN no.:02707898), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri. D. Ganapathy(DIN no.:02707898) as a candidate for the office of director of the Company be and is hereby appointed as an Independent Director of the Company for a term of

5 (five) consecutive years up to conclusion of 80th Annual General Meeting in the Calender year 2019” .

8. **Appointment of Shri. Salil Kapoor(DIN no.:02256540) as an Independent Director of the Company**

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

“RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors), Rules 2014 Schedule IV(Code of Independent Director) and all other applicable provisions of the Companies Act, 2013 and any statutory modifications or re-enactments thereof for the time being in force, and clause 49 of the Listing agreement, Shri. Salil Kapoor(DIN no.:02256540), who was appointed by the Board of Directors as an Additional Director of the Company and who holds office up to the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri. Salil Kapoor(DIN no.:02256540) as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years up to conclusion of 80th Annual General Meeting in the Calender year 2019”

9. **Appointment of Shri. Vivek Jain(DIN no.: 00502027) as Director of the Company**

To consider and, if thought

fit, to pass, with or without modification(s), the following as a **Special Resolution**:

“RESOLVED THAT, pursuant to the provisions of Sections 149, 152 and 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors), Rules 2014 and all other applicable provisions of the Companies Act, 2013 and any statutory modifications or re-enactments thereof for the time being in force and clause 49 of the Listing Agreement; Shri. Vivek Jain(DIN no.: 00502027), who was appointed by the Board of Directors as an Additional Director of the Company and who holds office up to the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 and who has issued a notice to the Company under Section 160 of the Companies Act, 2013 signifying his candidature as a Director of the Company at this Annual General Meeting, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

10. **Appointment of Shri. Saatvik Jain as President of the Company**

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

“RESOLVED THAT, pursuant to the provisions of Section 188 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the Rules prescribed thereunder and any statutory modifications thereof for the time being in force, approval of the shareholders of the Company be and is hereby accorded to the appointment of Shri. Saatvik Jain, as President of the Company for a period of 5 years with effect from 1st March 2014 and for payment of salary



of Rs. 7,50,000/- per month in the grade Rs. 7,50,000/- – Rs. 50,000/- – Rs. 10,00,000 to Shri. Saatvik Jain as President of the Company along with following perquisites:

- (a) Leave travel allowance: Rs. 30,000/- per annum;
- (b) Reimbursement of medical expenses: Rs. 45,000/- per annum;
- (c) House rent allowance: Rs. 25,000/- per annum;
- (d) Free use of Company's car with chauffeur for Company's work and personal use, with all costs in respect thereof for petrol, maintenance, insurance, etc. being met by the Company;
- (e) Bonus, provident fund, superannuation and gratuity as *per* the Rules of the Company; and
- (f) Leave/encashment of leave as *per* the Rules of the Company."

11. **Appointment of Shri. Ashish Jain as Sr. President of the Company**

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

"RESOLVED THAT, in supersession of all previous resolutions passed by the shareholders of the Company in this regard and pursuant to the provisions of Section 188 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the Rules prescribed thereunder and any statutory modifications thereof for the time being in force, approval of the shareholders of the Company be and is hereby accorded to the appointment of Shri. Ashish Jain, as Sr. President of the Company for a period of

5 years with effect from 1st April 2014 and for the payment of salary of Rs. 7,50,000 *per* month in the grade of Rs. 7,50,000/- – Rs. 50,000/- – Rs. 10,00,000/- to Shri. Ashish Jain as Sr. President of the Company along with following perquisites:

- (a) Leave travel allowance: Rs. 30,000/- per annum;
- (b) Reimbursement of medical expenses: Rs. 45,000/- per annum;
- (c) House rent allowance: Rs. 25,000/- per annum;
- (d) Free use of Company's car with chauffeur for Company's work and personal use, with all costs in respect thereof for petrol, maintenance, insurance, etc. being met by the Company;
- (e) Bonus, provident fund, superannuation and gratuity as *per* the Rules of the Company; and
- (f) Leave/encashment of leave as *per* the Rules of the Company."

12. **Appointment of Smt. Paulomi Jain as President of the Company**

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

"RESOLVED THAT, in supersession of all previous resolutions passed by the shareholders of the Company in this regard and pursuant to the provisions of Section 188 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the Rules prescribed there under and any statutory modifications thereof for the time being in force, approval of the shareholders of the Company be and is hereby accorded to the appointment of

Smt. Paulomi Jain, as President of the Company for a period of 5 years with effect from 1st April 2014 and for payment of salary of Rs. 7,50,000/- *per* month in the grade of Rs. 7,50,000/- – Rs. 50,000/- – Rs. 10,00,000/- to Smt. Paulomi Jain as President of the Company alongwith following perquisites:

- (a) Leave travel allowance: Rs. 30,000 *per* annum;
- (b) Reimbursement of medical expenses: Rs. 45,000 *per* annum;
- (c) House rent allowance: Rs. 25,000 *per* annum;
- (d) Free use of Company's car with chauffeur for Company's work and personal use, with all costs in respect thereof for petrol, maintenance, insurance, etc. being met by the Company;
- (e) Bonus, provident fund, superannuation and gratuity as *per* the Rules of the Company; and
- (f) Leave/encashment of leave as *per* the Rules of the Company."

13. **Appointment of Smt. Malti Bhindi as President of the Company**

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

"RESOLVED THAT, in supersession of all previous resolutions passed by the shareholders of the Company in this regard and pursuant to the provisions of Section 188 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the Rules prescribed thereunder and any statutory modifications thereof for the time being in force,



approval of the shareholders of the Company be and is hereby accorded to the appointment of Smt. Malti Bhindi, as President of the Company for a period of 5 years with effect from 1st April 2014 and for the payment of salary of Rs. 7,50,000/- per month in the grade of Rs. 7,50,000/- – Rs. 50,000/- – Rs. 10,00,000/-, to Smt. Malti Bhindi as President of the Company alongwith following perquisites:

- (a) Leave travel allowance: Rs. 30,000/- per annum;
- (b) Reimbursement of medical expenses: Rs. 45,000/- per annum;
- (c) House rent allowance: Rs. 25,000/- per annum;
- (d) Free use of Company's car with chauffeur for Company's work and personal use, with all costs in respect thereof for petrol, maintenance, insurance, etc. being met by the Company;
- (e) Bonus, provident fund, superannuation and gratuity as per the Rules of the Company; and
- (f) Leave/encashment of leave as *per* the Rules of the Company."

14. **Appointment of Shri. Vivek Jain(DIN no.:00502027) as Managing Director of the Company**

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

"RESOLVED THAT, pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V to the Companies Act, 2013 all other applicable provisions

of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modifications or reenactment thereof for the time being in force, approval of the shareholders of the Company be and is hereby accorded to the appointment of Shri. Vivek Jain(DIN no.:00502027), as Managing Director of the Company for a period of 3 years with effect from 1st March 2014 with such salary, perquisites and commission as is set out in the Explanatory Statement annexed to the notice of this Annual General Meeting and on such other terms and conditions as are set out in the draft agreement between Shri. Vivek Jain(DIN no.:00502027) and the Company submitted to this meeting and initialed by the Chairman for the purpose of identification, which agreement is hereby approved by the shareholders of the Company with liberty to the Board of Directors to alter the terms and conditions of the said agreement in such manner as may be agreed to between the Company and Shri. Vivek Jain(DIN no.:00502027), subject to such alterations being made in accordance with the provision of the Companies Act, 2013."

"RESOLVED FURTHER THAT if in any financial year during the tenure of Shri. Vivek Jain(DIN no.:00502027) as Managing Director, the Company has no profits, or its profits are inadequate, Shri. Vivek Jain shall be entitled to receive and be paid remuneration, including salary, perquisites and other allowances, not exceeding Rs. 10,00,000/- per month in such financial year, or such

other remuneration within the applicable limits prescribed by the Central Government from time to time in this regard."

15. **Appointment of Shri. Mudit Jain(DIN no.:00647298) as Managing Director of the Company**

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

"RESOLVED THAT, pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V to the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modifications and reenactment thereof for the time being in force, approval of the shareholders of the Company be and is hereby accorded to the appointment of Shri. Mudit Jain(DIN no.:00647298), as Managing Director of the Company for a period of 3 years with effect from 1st March 2014 with such salary, perquisites and commission as is set out in the Explanatory Statement annexed to the notice of this Annual General Meeting and on such other terms and conditions as are set out in the draft agreement between Shri. Mudit Jain(DIN no.:00647298) and the Company submitted to this meeting and initialed by the Chairman for the purpose of identification, which agreement is hereby approved by the shareholders of the Company with liberty to the Board of Directors to alter the terms and conditions of the said agreement in such manner as may be



agreed to between the Company and Shri. Mudit Jain(DIN no.:00647298), subject to such alterations being made in accordance with the provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT if in any financial year during the tenure of Shri. Mudit Jain(DIN no.:00647298) as Managing Director, the Company has no profits, or its profits are inadequate, Shri. Mudit Jain(DIN no.:00647298) shall be entitled to receive and be paid remuneration, including salary, perquisites and other allowances, not exceeding Rs. 10,00,000/- per month in such financial year, or such other remuneration within the applicable limits prescribed by the Central Government from time to time in this regard.”

16. **Increase in remuneration of Shri. P.K. Jain(DIN no.00380458:), Managing Director of the Company**

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

“RESOLVED THAT, in modification of the resolution no. 9 passed by the shareholders of the Company at the Annual General Meeting held on 24th November 2011 for the appointment and payment of remuneration to Shri. P.K. Jain(DIN no.00380458:) as Managing Director of the Company and the resolution no. 10 passed by the shareholders of the Company at the extraordinary general meeting held on December 19, 2013 for increase in remuneration of Shri. P.K. Jain(DIN no.00380458:) and pursuant to the provisions of Section 197 read with Schedule

V to the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the Rules prescribed thereunder and any statutory modifications thereof for the time being in force, approval of the shareholders of the Company be and is hereby accorded to payment of increased salary, perquisites and commission to Shri. P.K. Jain(DIN no.00380458:), as set out in the Explanatory Statement annexed to the notice of this Annual General Meeting, with effect from 1st April 2014 for the remainder of his tenure of appointment, which expires on October 31, 2014.”

“RESOLVED FURTHER THAT if in any financial year during the tenure of Shri. P.K. Jain(DIN no.00380458:) as Managing Director, the Company has no profits, or its profits are inadequate, Shri. P.K. Jain(DIN no.00380458:) shall be entitled to receive and be paid remuneration, including salary, perquisites and other allowances, not exceeding Rs. 10,00,000/- per month in such financial year, or such other remuneration within the applicable limits prescribed by the Central Government from time to time in this regard.”

“RESOLVED FURTHER THAT, the approval of the shareholders of the Company be and is hereby accorded to the draft supplemental agreement between Shri. P.K. Jain(DIN no.00380458:) and the Company for the increased remuneration of Shri. P.K. Jain(DIN no.00380458:) submitted to this meeting and initiated by the Chairman for the purpose of identification.”

17. **Increase in remuneration of Shri. Bakul Jain(DIN no. 00380256), Managing Director of the Company**

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

“RESOLVED THAT, in modification of the resolution no. 7 passed by the shareholders of the Company at the Annual General Meeting held on 24th November 2011 for the appointment and payment of remuneration to Shri. Bakul Jain(DIN no. 00380256) as Managing Director of the Company and the resolution no. 9 passed by the shareholders of the Company at the Extraordinary General meeting held on December 19, 2013 for increase in remuneration of Shri. Bakul Jain(DIN no. 00380256) and pursuant to the provisions of Section 197 read with Schedule V to the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the rules prescribed thereunder and any statutory modifications thereof for the time being in force, approval of the shareholders of the Company be and is hereby accorded to payment of increased salary, perquisites and commission to Shri. Bakul Jain(DIN no. 00380256), as set out in the Explanatory Statement annexed to the notice of this Annual General Meeting, with effect from April 1, 2014 for the remainder of his tenure of appointment, which expires on 26th July 2014.”

“RESOLVED FURTHER THAT if in any financial year during the tenure of Shri. Bakul Jain(DIN no. 00380256) as Managing



Director, the Company has no profits, or its profits are inadequate, Shri. Bakul Jain(DIN no. 00380256) shall be entitled to receive and be paid remuneration, including salary, perquisites and other allowances, not exceeding Rs. 10,00,000/- per month in such financial year, or such other remuneration within the applicable limits prescribed by the Central Government from time to time in this regard."

"RESOLVED FURTHER THAT the approval of the shareholders of the Company be and is hereby accorded to the draft supplemental agreement between Shri. Bakul Jain(DIN no. 00380256) and the Company for the increased remuneration of Shri. Bakul Jain(DIN no. 00380256) submitted to this meeting and initialed by the Chairman for the purpose of identification."

18. **Reappointment of Shri. P.K. Jain(DIN no.:00380458) as Managing Director of the Company**

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

"RESOLVED THAT, in supersession of all previous resolutions passed by the shareholders of the Company in this regard and pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V to the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the Rules prescribed thereunder and any statutory modifications thereof for the time being in force, approval of the shareholders of the Company be and is hereby accorded

to the reappointment of Shri. P.K. Jain(DIN no.:00380458) as Managing Director of the Company for a period of 3 years with effect from 1st November 2014 with such salary, perquisites and commission as is set out in the Explanatory Statement annexed to the notice of this Annual General Meeting and on such other terms and conditions as are set out in the draft agreement between Shri. P.K. Jain(DIN no.:00380458) and the Company submitted to this meeting and initialed by the Chairman for the purpose of identification, which agreement is hereby approved by the shareholders of the Company with liberty to the Board of Directors to alter the terms and conditions of the said agreement in such manner as may be agreed to between the Company and Shri. P.K. Jain(DIN no.:00380458), subject to such alterations being made in accordance with the Companies Act, 2013."

"RESOLVED FURTHER THAT if in any financial year during the tenure of Shri. P.K. Jain(DIN no.:00380458) as Managing Director, the Company has no profits, or its profits are inadequate, Shri. P.K. Jain shall be entitled to receive and be paid remuneration, including salary, perquisites and other allowances, not exceeding Rs. 10,00,000/- per month in such financial year, or such other remuneration within the applicable limits prescribed by the Central Government from time to time in this regard."

19. **Reappointment of Shri. Bakul Jain(DIN no.:00380256) as Managing Director of the Company**

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

"RESOLVED THAT, in supersession of all previous resolutions passed by the shareholders of the Company in this regard and pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V to the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the Rules prescribed thereunder and any statutory modifications thereof for the time being in force, approval of the shareholders of the Company be and is hereby accorded to the reappointment of Shri. Bakul Jain(DIN no.:00380256) as Managing Director of the Company for a period of 3 years with effect from July 27, 2014 with such salary, perquisites and commission as is set out in the Explanatory Statement annexed to the notice of this Annual General Meeting and on such other terms and conditions as are set out in the draft agreement between Shri. Bakul Jain(DIN no.:00380256) and the Company submitted to this meeting and initialed by the Chairman for the purpose of identification, which agreement is hereby approved by the shareholders of the Company with liberty to the Board of Directors to alter the terms and conditions of the said agreement in such manner as may be agreed to between the Company and Shri. Bakul Jain(DIN no.:00380256), subject to such alterations being made in accordance with the Companies Act, 2013."

"RESOLVED FURTHER THAT if in any financial year during the tenure of Shri. Bakul Jain(DIN



no.:00380256) as Managing Director, the Company has no profits, or its profits are inadequate, Shri. Bakul Jain(DIN no.:00380256) shall be entitled to receive and be paid remuneration, including salary, perquisites and other allowances, not exceeding Rs. 10,00,000 *per* month in such financial year, or such other remuneration within the applicable limits prescribed by the Central Government from time to time in this regard."

20. **To adopt new Articles of Association of the Company**

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

"**RESOLVED THAT**, pursuant to Section 5 and Section 14 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 the Companies (Incorporation) Rules, 2014 prescribed there under and any statutory modifications thereof for the time being in force, approval of the shareholders of the Company be and is hereby accorded to replace the existing Articles of Association of the Company with a new set of Articles of Association, which is initialed by the Chairman for the purpose of identification and placed before the shareholders of the Company.

21. **Approval for preferential issue of equity shares to the Promoters**

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

"**RESOLVED THAT**, pursuant to the provisions of Section 42 and Section 62, and other applicable provisions, if any, of the Companies Act, 2013, and any statutory modifications thereof for the time being in force, and in accordance with the relevant provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the listing agreement entered into between the Company and the stock exchanges where the shares of the Company are listed and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the terms and conditions as may be determined by the Board of Directors of the Company and further subject to all such approvals, consents, permissions and/or sanctions as may be required from the regulatory authorities, approval of the shareholders of the Company be and is hereby accorded to create, issue and allot upto 70,00,000 (Seventy Lakh) fully paid up equity shares of Rs. 2 (Rupees Two only) each of the Company to the following Promoters of the Company (whose names shall be recorded by the Company in the manner set out in Section 42(7) of the Companies Act, 2013 read with the Companies (Prospectus and Allotment) Rules, 2014) at a price of Rs. 27 *per* equity share (including a premium of Rs.25 *per* equity share) in the manner set out below:

Sr. No.	Identity of the proposed allottees	No. of shares proposed to be issued
1.	Shri. P.K. Jain & Smt. Usha P. Jain	upto 8,70,000 equity shares
2.	Smt. Usha P. Jain & Shri. P.K. Jain	upto 3,55,000 equity shares
3.	Shri. Bakul Jain & Smt. Paulomi Jain & Smt. Durgavati Jain	upto 12,25,000 equity shares
4.	Shri. Mudit Jain	upto 12,25,000 equity shares
5.	Shri. Vivek Jain & Smt. Meeta Jain	upto 12,25,000 equity shares.
6.	Sahu Brothers Pvt.Ltd.	Upto 21,00,000 equity shares

"**RESOLVED FURTHER THAT** the 'Relevant Date' for determining the price of the equity shares proposed to be issued in accordance with the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, shall be Monday, July 14, 2014, being thirty days prior to the date of this Annual General Meeting."

"**RESOLVED FURTHER THAT** the new equity shares to be so issued and allotted shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank in all respects *pari passu* with the existing equity shares of the Company."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors (which shall be deemed to include any Committee(s), which the Board of Directors may have or hereafter constitute in this behalf to exercise the powers conferred on the Board of Directors by this resolution) of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient or proper and to settle any questions, difficulties



or doubts that may arise in this regard at any stage including at the time of listing of the equity shares with the stock exchanges where the shares of the Company are listed, without requiring the Board of Directors to obtain any further consent or approval of the shareholders of the Company in relation to the matters set out in this resolution."

22. To approve the remuneration of the Cost Auditors for the financial year ending March, 31, 2015

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

"**RESOLVED THAT** pursuant to the provision of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, approval of the shareholders of the Company be and is hereby accorded for Payment of remuneration to the Cost Auditors of the Company appointed by the Board of Directors at their meeting held on May 19, 2014, to conduct the audit of the cost records of the Company for the financial year ending on March 31st, 2015, as set out in the Explanatory Statement annexed to the notice of this Annual General Meeting;

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors,

Jigna Karnick
Dy. Company Secretary

Mumbai, June 18, 2014.

NOTES:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The Proxy Form should be lodged with the Company at the Registered Office at least 48 hours before the time of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.

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

3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

4. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, August 4, 2014 to Wednesday, August 13, 2014, both days inclusive.

5. Shareholders are requested to promptly notify any changes in their address to the Company's Registrar and Share Transfer Agents, Bigshare Services Pvt. Ltd., (Unit: DCW Limited), E/2&3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai – 400 072.

6. **Members who have not registered their e-mail id addresses so far are requested to register their e-mail address in case of physical holding with the Company and in case of demat holding with the Depository Participant.**

7. Electronic copy of the notice of the 75th Annual General Meeting of the Company *inter alia* indicating the e-voting procedure along with the attendance slip and proxy form is being sent to all the members whose e-mail address are registered with the Company/ Depository Participant for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the notice of the 75th Annual General Meeting of the Company *inter alia* indicating the e-voting procedure along with the attendance slip and proxy form is being sent in the permitted mode.

8. All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 1.00 p.m. up to the date of declaration of the result of the 75th Annual General Meeting of the Company.

9. Pursuant to Sections 123, 124, 125 of the Companies Act, 2013, any money transferred to the unpaid dividend account which remains unpaid or unclaimed for a period of 7 years from the date of such transfer shall be transferred by the Company to a fund called 'Investor Education



and Protection Fund' (the Fund) set up by the Central Government and the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company (www.dcwlimited.com) and also on the website of the Ministry of Corporate Affairs.

Accordingly, the Company has transferred all the unclaimed dividends to the said Fund upto the Interim Dividend for the year 2006-2007.

The dividend for the year ended March 31, 2014 as recommended by the Board, if sanctioned at the meeting, will be paid on or before August 16, 2014 to those members whose names appear in the Company's Register of Members as on August 4, 2014. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as *per* details furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.

Members who have not encashed their dividend warrants within the validity period may write to the Company's Registrar and Share Transfer Agents, Bigshare Services Pvt. Ltd., E/2&3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai 400 072 for obtaining payment in lieu of such warrants.

10. Payment of Dividend through ECS:

- (a) **Members holding shares in physical form are advised to submit particulars of their Bank Account viz. Name and**

address of the branch of the Bank, 9 digit MICR Code of the Branch, type of account and account number latest by August 3, 2014 to the Company's Registrar and Share Transfer Agents, Bigshare Services Pvt. Ltd., E/2&3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai 400 072.

- (b) Members holding shares in demat form are advised to inform their particulars to their respective Depository Participant.

11. **Members are requested to bring their copy of Annual Report to the Meeting.**

12. Members desirous of obtaining any information concerning accounts of the Company are requested to address their questions to the Company Secretary, so as to reach at least 7 days before the date of meeting, to enable the information required to be made available at the Meeting, to the extent possible.

13. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in demat / electronic form, the nomination form may be filed with the respective Depository Participant.

14. **Voting through electronic means**

- i. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the

Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:
 - i. Launch the internet browser by typing the following <https://www.evoting.nsdl.com>.
 - ii. Click on "Shareholder-Login:
 - iii. Put user ID and Password noted in step (I) above as the initial password. Click login. If you are already registered with NSDL for e- voting then you can use your existing User ID and Password for Login.
 - iv. If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits / characters or a combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting