



The Dharamsi Morarji Chemical Company Limited

CIN: L24110MH1919PLC000564

Registered Office: Prospect Chambers, 317/321, Dr. D N Road, Fort, Mumbai 400001

Tel: +91 2204 8881, Fax: +91 2281 3657

Website: www.dmcc.com, E-mail: dgokhale@dmcc.com

NOTICE AND ADVERTISEMENT OF MEETINGS OF EQUITY SHAREHOLDERS, PREFERENCE SHAREHOLDERS AND CREDITORS

FORM NO. CAA.2(Pursuant to Section 230(3) and Rule 6 and 7)

Company Scheme Application No. 730 of 2017

THE DHARAMSI MORARJI CHEMICAL COMPANY LIMITED..... Applicant Company

Notice is hereby given that by an Order dated July 10, 2017, the Mumbai Bench of Hon'ble National Company Law Tribunal has directed meetings to be held of the Equity Shareholders, Preference Shareholders and the Secured Creditors and Unsecured Creditors exceeding Rs. 10,000 ('Eligible Creditors') of the Applicant Company for the purpose of considering, and if thought fit, approving with or without modification, the proposed Scheme of Arrangement between Borax Morarji Limited ('BML' or 'the Transferor Company') and The Dharamsi Morarji Chemical Company Limited ('DMCC' or 'the Transferee Company') and their respective Shareholders ('Scheme').

In pursuance of the said Order and as directed therein, further notice is hereby given that meetings of the Eligible Creditors, Equity Shareholders and Preference Shareholders of the Applicant company will be held at 11.00 A.M, 12:00 Noon and 2.00 PM respectively on Monday, the 28th day of August, 2017 at Indian Merchants' Chamber, Conference Hall (Walchand Hirachand Hall), IMC Marg, Churchgate, Mumbai 400 020, at which time and place the Eligible Creditors, Equity Shareholders and Preference Shareholders of the Applicant Company are requested to attend.

Copy of the said Scheme and of the Statement under Section 230 of the Companies Act, 2013 can be obtained free of charge at the registered office of the Applicant Company or at the office of its advocates, Hemant Sethi & Co Advocates situated at 309 New Bake House, Maharashtra Chamber of Commerce Lane, Kala Ghoda, Fort, Mumbai 400023. Persons entitled to attend and vote at the meetings, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the Applicant Company not later than 48 hours before the meetings. Forms of proxy is enclosed with the notice sent to shareholders and can also be obtained from the Registered Office of the Applicant Company.

Hon'ble Tribunal has appointed Mr. Laxmikumar Narottam Goculdas (Director), failing whom Mr. Bimal Lalitsingh Goculdas (CEO), failing whom Ms. Mitika Laxmikumar Goculdas (Director), failing whom Mr. Dilip Trimbak Gokhale (Executive Vice President & Company Secretary), as the Chairperson of the said meetings of Equity Shareholders and Preference Shareholders. And, Mr. Laxmikumar Narottam Goculdas (Director), failing whom Mr. Bimal Lalitsingh Goculdas (CEO) has been appointed as the Chairperson of the meeting of the Eligible Creditors. The above mentioned Scheme, if approved by three quorate majority of Equity Shareholders, Preference Shareholders and Eligible Creditors at their meetings, will be subject to the subsequent approval of the Tribunal.

Pursuant to the directions issued by Hon'ble Tribunal, and in accordance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), the Equity Shareholders and Preference Shareholders of the Applicant Company have been given an option to vote on the Resolution of the Scheme as per draft proposed in the Notice dated July 20, 2017 issued in connection with the Meeting through remote e-voting facility provided by Central Depository Services (India) Limited ('CDSL'). Also, in accordance with the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of Companies (Management and Administration) Rules, 2014 the Equity Shareholders of the Applicant Company have been given an option to vote on the Resolution of the Scheme as per draft proposed in the Notice dated July 20, 2017 issued in connection with the Meeting by way of Postal Ballot.

In this regard, it may be noted that:

- On July 26, 2017 the Applicant Company has completed dispatch of Notice of the meeting setting out draft of the Resolution along with annexures thereto to all the Equity Shareholders and Preference Shareholders of the Applicant Company, as at the cut-off date of close of business on Friday, July 14, 2017 at their registered addresses in the permitted mode. A Postal Ballot Form has been included in the notices sent to the Equity Shareholders.
- The Voting period for casting of vote by way of Postal Ballot and Remote e-voting will commence on Saturday, the 29th day of July, 2017 at 9.00 A.M. and shall end on Sunday, the 27th day of August, 2017 at 5.00 P.M. The remote e-voting facility shall be disabled and shall not be allowed thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or postal ballot or voting at the meeting through ballot paper, as applicable. Any person who acquires shares of the Applicant Company and becomes the member of the Applicant Company after the cut-off date i.e. close of business on July 14, 2017 shall not be eligible to vote either through remote e-voting or postal ballot or voting at the meeting through ballot paper at the Meeting.
- A person, who is an Eligible Creditor as on the cut-off date only shall be entitled to vote at the meeting. Any person who becomes a Creditor of the Applicant Company after the cut-off date i.e. close of business on March 31, 2017 shall not be eligible to vote at the meeting.
- Equity Shareholder(s) can opt only for one mode of voting. If an Equity Shareholder has opted for remote e-voting, then he/she should not vote by Postal Ballot and vice-versa. However, in case Equity Shareholders cast their vote both via Postal Ballot and remote e-voting, then voting through remote e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid.
- Equity shareholders and Preference Shareholders who have cast their votes either through Postal Ballot or through remote e-voting may attend the meeting but shall not be allowed to vote on Poll at the Meeting.
- A person who has acquired shares and become member of the Applicant Company after the dispatch of notice and holding shares as of cut-off date i.e. close of business on July 14, 2017 may obtain the user ID and password by sending a request at helpdesk.evoting@cdsindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot Password" option available on <https://www.cdsindia.com>.
- Equity Shareholders may cast their vote on the proposed resolution by way of Postal Ballot by delivering duly filled and signed Postal Ballot Form at the Registered Office of the Applicant Company on or before 5.00 P.M. on Sunday, 27th August, 2017. The Postal Ballot Form received after this date and time will be strictly treated as if reply from the Equity Shareholder has not been received.
- Any Equity Shareholder who has not received the Postal Ballot form may apply to the Applicant Company and obtain a duplicate thereof by sending email to info@dmcc.com
- The facility for voting through ballot or polling paper shall be available at the Meeting and the person attending the meeting who has not already cast a vote by Postal Ballot or remote e-voting shall be able to exercise the right at the meeting.
- Notice of the Meeting is available on Applicant Company's website www.dmcc.com and also on website of CDSL at <https://www.cdsindia.com> apart from the website of BSE Limited.
- As directed by the Hon'ble Tribunal, Mr. Jatin Popat, Partner at JSP Associates shall act as Scrutinizer to scrutinize the votes cast either electronically through remote e-voting or on Postal Ballot or on Poll at the Meeting.
- Results of voting will be declared at the Registered Office of the Applicant Company immediately upon receipt of Scrutinizer's report on the Voting by way of Postal Ballot, Remote e-voting and Voting by Ballot at the meeting scheduled on Monday, 28th August, 2017. The details of the voting results shall also be displayed on the website of the Applicant Company, www.dmcc.com and also on website of CDSL at <https://www.cdsindia.com> besides being sent to BSE Limited.
- Members may contact the Company Secretary at the registered office of the Applicant Company or call on 022 22048881 or by email at info@dmcc.com for any queries / grievances in connection with the voting.

Mumbai,
Dated July 26, 2017

Laxmikumar Narottam Goculdas
Chairperson appointed for the meetings