



## NOTICE

NOTICE IS HEREBY GIVEN THAT THE NINETY SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE DHARAMSI MORARJI CHEMICAL COMPANY LIMITED (CIN : L24110MH1919PLC000564) WILL BE HELD AT THE INDIAN MERCHANTS' CHAMBER, CONFERENCE HALL (WALCHAND HIRACHAND HALL), IMC MARG, CHURCHGATE, MUMBAI 400 020, ON WEDNESDAY, THE 26<sup>TH</sup> DAY OF SEPTEMBER, 2018 AT 11:30 A.M. TO TRANSACT THE FOLLOWING BUSINESS :

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018, together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the audited Consolidated financial statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018, together with the Report of the Auditors thereon.
3. To declare dividend on Equity Shares @ ₹ 0.50 per equity share (face value of ₹ 10/- each) for the financial year ended 31<sup>st</sup> March, 2018.

To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:-

“RESOLVED THAT the Dividend of ₹ 0.50 per equity share (face value of ₹ 10/- each) as recommended by the Board of Directors of the Company at its meeting held on 28<sup>th</sup> May, 2018, be and is hereby approved and declared for the Financial Year ended 31<sup>st</sup> March, 2018.”

4. To appoint a Director in place of Shri Laxmikumar Narottam Goculdas (holding DIN 00459347), who retires by rotation, and being eligible, offers himself for re-appointment.
5. To ratify the appointment of Statutory Auditors of the company, holding office from the conclusion of the 96<sup>th</sup> Annual General Meeting (AGM) of the company till the conclusion of the 101<sup>st</sup> AGM of the company to be held in 2022 and to fix their remuneration and in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to resolution No.3 passed at the 96<sup>th</sup> Annual General Meeting held on 26<sup>th</sup> December, 2017, the company hereby ratifies the appointment of Messers Rahul Gautam Divan & Associates, Chartered Accountants, (ICAI Firm Registration No.120294W), holding office from the conclusion of the 96<sup>th</sup> Annual General Meeting until the conclusion of the 101<sup>st</sup> Annual General Meeting of the company to be held in the calendar year 2022, as the Statutory Auditors of the company, and approves the payment of remuneration as may be mutually agreed upon between the Board of Directors of the company and the Auditors.”

“RESOLVED FURTHER THAT Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution.”

### SPECIAL BUSINESS

6. **Appointment of Shri Mukul Manoharlal Taly as an Independent Director**

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

“RESOLVED THAT Shri Mukul Manoharlal Taly (DIN:01334360), who was appointed as an Additional Director of the company with effect from February 14, 2018 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 his 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 Shri Mukul Manoharlal Taly (DIN:01334360), A Non-Executive Director of the Company, who has submitted a declaration that he 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 February 14, 2018 upto February 13, 2023.”

**7. Appointment of Shri Sanjeev Vishwanath Joshi as an Independent Director**

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

“RESOLVED THAT Shri Sanjeev Vishwanath Joshi (DIN: 00392020), who was appointed as an Additional Director of the company with effect from February 14, 2018 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 his 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 Shri Sanjeev Vishwanath Joshi (DIN: 00392020), A Non-Executive Director of the Company, who has submitted a declaration that he 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 February 14, 2018 upto February 13, 2023.”

**8. Appointment of Shri Bimal Lalitsingh Goculdas as a Director**

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

“RESOLVED THAT Shri Bimal Lalitsingh Goculdas (DIN:00367792), who was appointed as an Additional Director of the company with effect from February 14, 2018 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 his 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 Shri Bimal Lalitsingh Goculdas (DIN: 00367792) as a Director liable to retire by rotation be and is hereby appointed as a Director of the company.”



**9. Appointment of Shri Bimal Lalitsingh Goculdas as Managing Director, & CEO**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution :-

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Company be and is hereby accorded for the appointment and terms of remuneration of Shri Bimal Lalitsingh Goculdas (DIN: 00367792) as the Managing Director, & CEO of the Company for the period of five years from 1<sup>st</sup> April 2018 to 31<sup>st</sup> March 2023, (with the same remuneration upto 31<sup>st</sup> March, 2019 as approved by the Shareholders at the 95<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September, 2016 as under:

Basic Salary ₹5,25,000/- per month (from 01.04.2018 to 31.03.2019) ,

Annual Performance Linked Incentive at the discretion of the Board of Directors within the overall permissible limit in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 upon the terms and conditions set out in the Explanatory Statement (item No. 8 & 9) annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with liberty to the Board of Directors to alter and vary the remuneration, terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Shri Bimal Lalitsingh Goculdas”.

“RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to fix the remuneration and terms of appointment commencing from 01.04.2019 to 31.03.2023 which will be in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions , if any, of the Companies Act, 2013 as may be approved and recommended by the Nomination and Remuneration committee of the Board of Directors of the Company and to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

**10. Commission to Non-Executive Directors**

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

“RESOLVED that pursuant to the provisions of Section 197,198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force), a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, be paid to and distributed amongst the Non-Executive Directors of the Company or some or any of them (other than the Managing Director and/or Whole-time Directors) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors of the Company and such payments shall be made in respect of the profits of the Company for each year commencing 1<sup>st</sup> April 2017.”

**11. Ratification of Cost Auditor's Remuneration**

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

“RESOLVED THAT pursuant to the provisions of Section 148(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 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 31<sup>st</sup> March, 2019, amounting to ₹ 66,000 ( Rupees Sixty Six Thousand Only) as also the payment of taxes as applicable and re-imburement 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”

12. To consider and, if thought fit, to pass the Special Resolution for the continuation of directorship of Shri Laxmikumar Narottam Goculdas (DIN: 00459347) after his attaining the age of seventy-five years on 16/09/2018.

“RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby accorded for continuation of the directorship of Shri Laxmikumar Narottam Goculdas (DIN: 00459347) in the Company after his attaining the age of seventy five years on 16/09/2018.”

13. To consider and, if thought fit, to pass the Special Resolution for the continuation of directorship of Shri Haridas Tricumdas Kapadia (DIN: 00125090) after he attained the age of seventy-five years.

“RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby accorded for continuation of the directorship of Shri Haridas Tricumdas Kapadia (DIN: 00125090) in the Company, after he attained the age of seventy five years, upto the expiry of his present term as an Independent Director i.e. 17<sup>th</sup> September, 2019.”

14. To consider and, if thought fit, to pass the Special Resolution for the continuation of directorship of Shri Arvind Wasudeo Ketkar (DIN: 02863429) after he attained the age of seventy-five years.

“RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby accorded for continuation of the directorship of Shri Arvind Wasudeo Ketkar (DIN: 02863429) in the Company, after he attained the age of seventy five years, upto the expiry of his present term as an Independent Director i.e. 17<sup>th</sup> September, 2019.”

#### NOTES:

- a. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in regard to the business as set out in item Nos.5 and 14 above is annexed hereto:-
- b. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. Proxies submitted on behalf of Companies, Societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued by on behalf of the nominating organization.
- c. Corporate members intending to send their authorised representatives to attend the Annual General Meeting (AGM) are requested to send a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the AGM.
- d. 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.



- e. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.  
Provided that 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 proxy for any other person or shareholder.
- f. Members / Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.
- g. The Register of Members and the Transfer Books of the Company shall remain closed from Tuesday, the 18<sup>th</sup> September, 2018 to Wednesday, 26<sup>th</sup> September, 2018 (both days inclusive).
- h. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office during office hours between 11.00 a.m. to 1.00 p.m. on all days except Saturdays, Sundays and Public Holidays upto the date of the Annual General Meeting.
- i. Members holding shares in electronic form are requested to notify any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical forms are requested to advise any change in their address or bank mandates immediately to the Company/ Registrar and Share Transfer Agents viz. Link Intime India Private Limited. Members holding Shares in Physical form are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease of portfolio management. Members can contact Company/ Registrar and Share Transfer Agents viz. Link Intime India Private Limited for assistance in this regard.
- j. NRI shareholders are requested to immediately inform (a) change in their residential status on return to India for permanent settlement and (b) 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.
- k. If members have more than one folio with the Company in identical order of names, the fact should be intimated to the Company for consolidation into one folio. If further shares are bought by the members, folio number(s) should be mentioned in the forwarding letters to avoid creation of multiple folios.
- l. To support the "Green Initiative", the Members who have not registered their e-mail addresses are requested to register the same with Registrars/Depositories. All members are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. electronically.
- m. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Registrar and Share Transfer Agents viz. Link Intime India Private Limited.
- n. Pursuant to the provision of Section 72 of the Act, the facility for making nomination is available for the 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. Members holding shares in physical form may submit the same to the Company/Link Intime India Private Limited. Members holding shares in dematerialized form may submit the same to their respective depository participant.
- o. For Members who have not registered their email address with the Company / Depository, the physical copy of the Annual Report for the financial year 2017-18 and Notice of the 97<sup>th</sup> Annual General Meeting of the Company, *inter alia*, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent through the permitted mode.
- p. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Companies can serve Annual Report and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the



Depository Participant. Members holding shares in physical form, who have not registered their email address with the Company, are requested to submit their request with their valid email address to Company/ Registrar and Share Transfer Agents viz. Link Intime India Private Limited. Members holding shares in dematerialised form are requested to register/update their email address with their Depository Participant directly. Members of the Company, who have registered their email address, are entitled to receive such communication in physical form upon request.

Accordingly, electronic copy of the Annual Report for the financial year 2017-18 and Notice of the 97<sup>th</sup> Annual General Meeting of the Company *inter-alia* indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form is being sent to all the Members whose email address are registered with the Company/ Depository for communication purposes unless any Member has requested for a hard copy of the same. Even after registering for e-communication, Members are entitled to receive the same in physical form, upon making a request in this regard, by post at free of cost. For this purpose, the Members may also send requests to the designated email address i.e. dgokhale@dmcc.com.

- q. Voting through electronic means: In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically through the e-voting services provided by the Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Sunday, 23<sup>rd</sup> September, 2018 (9.00 am IST) and ends on Tuesday, 25<sup>th</sup> September, 2018 (5.00 pm IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 17<sup>th</sup> September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders .
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>



Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li></ul>
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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant The Dharamsi Morarji Chemical Company Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Other Instructions on e-voting :**

- (i) The e-voting period commences on Sunday, 23rd September, 2018 (9.00 am IST) and ends on Tuesday, 25<sup>th</sup> September, 2018 (5.00 pm IST). During this period, Members of the Company, holding shares either in physical form or in electronic form, as on Monday, the 17<sup>th</sup> September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast and confirmed by the Member, he/she shall not be allowed to change it subsequently.
- (ii) The voting rights of the shareholder will be in proportion of their shares as on Monday, 17<sup>th</sup> September, 2018 to the paid up equity share capital of the Company.
- (iii) Provision of electronic voting will not be extended during the AGM, however, those members who have not casted their vote through e-voting will be allowed to vote on poll. Those members who have exercised their voting through e-voting prior to the meeting may participate in the AGM but will not be entitled to vote on poll during the meeting.
- (iv) Mr. Jatin Popat, Proprietor, JSP Associates, Practicing Company Secretary (Membership No. FCS No. 4047 C.P.NO.6880), has been appointed as the Scrutinizer to conduct the e-voting process (including the Poll/Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- (v) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of atleast two witness not in the employment of the Company and submit a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- (vi) The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.dmcc.com](http://www.dmcc.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) within two days of the passing of the resolutions at the Ninety-Seventh AGM of the Company on 26<sup>th</sup> September, 2018 and communicated to BSE Limited, where the shares of the Company are listed.

By Order of the Board of Directors,  
**D. T. Gokhale**  
Company Secretary

**Registered Office:**

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

Date: 10<sup>th</sup> August, 2018.





## EXPLANATORY STATEMENT

**As required by Section 102 of the Companies Act, 2013 (the Act), and Article 89 (2) of the Articles of Association of the Company the following Explanatory Statement sets out all material facts relating to the business mentioned under item No. 5 to 14 of the accompanying Notice dated 10<sup>th</sup> August, 2018.**

### Item No. 5

Section 40 of the Companies (Amendment) Act, 2017 has been notified by the Central Government on 7<sup>th</sup> May, 2018 whereby the first proviso to Section 139(1) of the principal Act relating to ratification of the appointment of the auditors by the members at every annual general meeting during the period of their appointment, has been omitted with effect from that date.

At the 96<sup>th</sup> Annual General Meeting held on 26<sup>th</sup> December, 2017, a resolution, being Resolution No.3 was passed for appointment of Rahul Gautam Divan & Associates, Chartered Accountants, as Statutory Auditors of the Company for a term of five years, subject to ratification of the appointment and fixation of remuneration for the relevant year at the Annual General Meeting in each of the subsequent years during the aforesaid term of their appointment. As a result of the amendment of section 139(1) of the Companies Act, 2013, it is no longer necessary in law to have the appointment of the statutory auditor ratified at every annual general meeting. In view thereof, consent of the shareholders is sought to partially modify the said Resolution No.3 passed at the 96<sup>th</sup> Annual General Meeting as provided in the Resolution and authorize the Board of Directors to ratify the appointment and fix the remuneration for the remaining term of the appointment of Rahul Gautam Divan & Associates, Chartered Accountants, as Statutory Auditors of the Company i.e. for the years 2019-20, 2020-21 and 2021-22.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise, in the resolution. The Resolution at item No.5 of the accompanying Notice is set out as an Ordinary Resolution for approval and ratification by the members.

### Item No. 6

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

Shri Mukul Manoharlal Taly (DIN:01334360), B.Sc., LL.M. practising over 34 years as Senior Partner/ Advocate in S. Mahomedbhai & Co., Advocate & Solicitors, High Court, Mumbai. He has been a Gold Medalist (1<sup>st</sup> in the University of Bombay in LLB) in the year 1983. He has LL.M degree from the University of Mumbai in Commercial Law and Constitutional Law during the year 1983-85.

Shri. Mukul Manoharlal Taly taught various subjects such as Commercial Laws, Civil Procedure Code, Bankruptcy etc. at the Government Law College as Fellow and as a Professor from 1983 to 1991. Mr. Mukul Manoharlal Taly has appears in his matters before the Bombay and Gujarat High Courts, various District Courts, Powered Committee(s) and Tribunals and also in the Supreme Court of India.

Shri. Mukul Manoharlal Taly, who was appointed as an Additional Director of the company with effect from February 14, 2018 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 his candidature for appointment as a Director of the Company.

Shri. Mukul Manoharlal Taly, 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 Shri Mukul Manoharlal Taly (DIN:01334360), A Non-Executive Director of the Company, who has submitted a declaration that he 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 February 14, 2018 upto February 13, 2023.



The Board recommends the Resolution at Item No. 6 of the accompanying Notice for approval of the members of the company.

Other than Shri. Mukul Manoharlal Taly and his relatives, none of the Directors or Key Managerial Personnel (KMP) of the Company or their respective relatives are concerned or interested (financially or otherwise) in the Resolution at item No.6 of the accompanying Notice.

Shri. Mukul Manoharlal Taly is not related to any other Director or KMP of the Company.

#### **Item No. 7**

Shri Sanjeev Vishwanath Joshi (DIN: 00392020), B.Com., Practising Chartered Accountant for over 29 years. He has in-depth knowledge in finance and accounting and taxation.

Shri Sanjeev Vishwanath Joshi (DIN: 00392020), who was appointed as an Additional Director of the company with effect from February 14, 2018 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 his candidature for appointment as a Director of the Company.

Shri Sanjeev Vishwanath Joshi, 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 Shri Sanjeev Vishwanath Joshi (DIN: 00392020), A Non-Executive Director of the Company, who has submitted a declaration that he 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 February 14, 2018 upto February 13, 2023.

The Board recommends the Resolution at Item No. 7 of the accompanying Notice for approval of the members of the company.

Other than Shri Sanjeev Vishwanath Joshi and his relatives, none of the Directors or Key Managerial Personnel (KMP) of the Company or their respective relatives are concerned or interested (financially or otherwise) in the Resolution at item No.7 of the accompanying Notice.

Shri Sanjeev Vishwanath Joshi is not related to any other Director or KMP of the Company.

#### **Item No. 8 & 9**

Shri Bimal Lalitsingh Goculdas (DIN: 00367792), who was appointed as an Additional Director of the company with effect from February 14, 2018 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 his candidature for appointment as a Director of the Company.

Shri Bimal Lalitsingh Goculdas (DIN: 00367792), 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 Shri Bimal Lalitsingh Goculdas (DIN: 00367792) as an Executive Director of the Company, and who is eligible for appointment as Director of the Company, liable to retire by rotation.

The Board also appointed Shri Bimal Lalitsingh Goculdas (DIN: 00367792) as Managing Director, and Chief Executive Officer of the Company with effect from 1<sup>st</sup> April, 2018 for a period of five years upto 31<sup>st</sup> March, 2023.



The Nomination and Remuneration committee at its meeting held on 12<sup>th</sup> February, 2018 had approved and recommended to the Board the appointment of Shri Bimal Lalitsingh Goculdas as the Managing Director, and CEO of the Company, after his appointment as an additional director of the Company.

It may be recalled that M/s. Borax Morarji Limited (BML) has since merged with The Dharamsi Morarji Chemical Company Limited (DMCC). The main rationale for the merger was to achieve operational rationalisation, organisational efficiency and optimum utilisation of various available resources by pooling of the Management, Administration and Technical skills of both the Companies with focussed attention for sustainable growth and business development.

Consequent upon the merger, a supportive organisation structure for generating greater effectiveness of the Senior Management has been created.

With the said rationale in mind Shri. Bimal Lalitsingh Goculdas, Chief Executive officer and Manager of the Company, now proposed to be appointed as the Managing Director, and CEO of the Company (who has been appointed as an Additional Director of the Company) for a period of five years with effect from 01.04.2018.

Shri Bimal Lalitsingh Goculdas (DIN 00367792) is a Chemical Engineer from University Institute of Chemical Technology, Mumbai and has done M.S. in Chemical Engineering from University of Wyoming, U.S.A. Shri Bimal Lalitsingh Goculdas is a leading professional with wide experience in business, commercial, technical, Corporate Finance both in India and Abroad.

His present term of appointment as CEO and Manager of the Company would have normally come to an end on 31.03.2019. His appointment as the Managing Director, and CEO of the Company for five years w.e.f 01.04.2018 upto 01.04.2023 on the following terms of remuneration:

From 01.04.2018 to 31.03.2019 existing terms of remuneration will continue as he was drawing as Chief Executive Officer and Manager of the Company as approved by the Board and the Shareholders at 95<sup>th</sup> Annual General Meeting of the Company held on Tuesday, the 27<sup>th</sup> day of September, 2016 viz. :

Salary : ₹ 5,25,000/- per month (from 01.04.18. to 31.03.19)

Annual Performance

Linked Incentive: At the descretion of the Board of Directors within the overall permissible limit in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013.

Perquisites:

#### **CATEGORY "A"**

- (i) (a) House Rent Allowance of ₹ 30,000/- per month.  
(b) Expenditure on electricity, water, gas, and furnishings at the residence to be borne by the Company.
- (ii) Medical Benefits for self and family: Reimbursement of medical expenses actually incurred and reimbursement of premium paid on Mediclaim Policy, the total cost of which to the Company shall not exceed one month's salary in a year or three months' salary in a block of three years.
- (iii) A personal accident insurance policy for his own benefit at the cost of the Company, the premium of which shall not exceed ₹15,000/- per annum.
- (iv) Leave Travel Concession: Actual fares, rail or air, for self and family once a year to and from any place in India.
- (v) Fees of clubs, subject to a maximum of two clubs, provided that no life membership fee or admission fee is paid.



### CATEGORY “B”

- (i) Membership of Company’s Provident Fund Scheme.
- (ii) Gratuity as per rules of the Company
- (iii) Benefit of Company’s Superannuation Scheme, subject to the condition that the Company’s contribution thereto together with the Contribution to Provident Fund are not taxable under the Income-Tax Act.

Such contributions shall not be included in computation of ceiling on perquisites.

### CATEGORY “C”

- (i) A car with driver for use for the business of the Company and for his personal use. For personal use of the car, the Company will bill the Managing Director, and Chief Executive Officer of the Company
- (ii) Telephone at residence: All charges including rental and call charges for the telephone at the residence being paid by the Company in full. For personal long distance calls, the Company will bill the Managing Director, and Chief Executive Officer of the Company,

Car with driver for use of Company’s business and telephone at residence shall not be considered as a perquisite.

The Managing Director, and Chief Executive Officer of the Company shall further be entitled to Leave with salary, allowances and other benefits as per Leave Rules of the Company and the leave accumulated but not availed may be encashed as per rules of the Company. The monetary value of perquisites will be evaluated as per the Income-Tax Rules and be subject to such ceiling as may be prescribed by the Central Government.

Commencing from 01.04.2019 to 31.03.2023 will be as approved by the Board of Directors of the Company which will be in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and reviewed, fixed by the Board of Directors of the Company as may be approved and recommended by the Nomination and Remuneration committee of the Board of Directors of the Company.”

During the tenure of Shri. Bimal Lalitsingh Goculdas as the Managing Director, and Chief Executive Officer of the Company, he shall be a Key Managerial Personnel (KMP) of the Company in terms of Section 203(1) (i) of the Companies Act, 2013.

Shri. Bimal Lalitsingh Goculdas in the capacity of Managing Director, & Chief Executive Officer will be entrusted with the powers, authorities, functions, duties, responsibilities etc. by Board of Directors of the company, from time to time.

Upon such appointment Mr. Bimal Lalitsingh Goculdas would cease to be the Manager of the Company under the Companies Act, 2013.

The Board recommends the Resolutions at Item No. 8 & 9 of the accompanying Notice for approval of the members of the company.

Shri Bimal Lalitsingh Goculdas, a Key Managerial Personnel and his relatives shall be deemed to be concerned or interested financially or otherwise in the resolution.

None of the Directors of the Company (except Shri Laxmikumar Narottam Goculdas and Ms. Mitika Laxmikumar Goculdas who are relatives of Shri Bimal Lalitsingh Goculdas) Key Managerial Personnel (except Shri Bimal Lalitsingh Goculdas, himself a Key Managerial Personnel) or their relatives are in any way, concerned or interested (financially or otherwise) in the aforesaid appointment and payment of remuneration to Shri Bimal Lalitsingh Goculdas.

### Item No. 10

Section 197 of the Act permits payment of remuneration to Non-Executive Directors of a Company by way of commission, if the Company authorises such payment by way of a resolution of members, Regulation 17(6)(a) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 authorises the Board of Directors to



recommend all fees and compensation, if any, to Non-Executive Directors, including Independent Directors and shall require approval of members in general meeting.

Considering the rich experience and expertise brought to the Board by the Non-Executive Directors, it is proposed that remuneration not exceeding one percent per annum of the net profits of the Company calculated in accordance with provisions of the Act, be paid and distributed amongst the Non-Executive Directors of the Company in accordance with the recommendations of the Nomination and Remuneration Committee and approval by the Board of Directors of the Company. Such payment will be in addition to the sitting fees for attending Board/Committee meetings.

The Board of Directors recommends the Resolution at Item No.10 of the accompanying Notice for approval by the Members of the Company.

None of the Directors or KMP of the Company or their respective relatives, except all of the Non-Executive Directors of the Company to the extent to whom the resolution relates, are concerned or interested (financially or otherwise) in the Resolution at Item No.10 of the accompanying Notice.

#### **Item No. 11**

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 2018-19, 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 Resolution at Item No. 11 of the accompanying Notice for ratification of the Cost Auditors remuneration by the Members of the Company.

None of the Directors, Key Managerial Personnel (KMP) of the Company or their respective relatives are concerned or interested (financially or otherwise) in the Resolution at Item No. 11 the accompanying Notice.

#### **Item No. 12, 13 and 14**

Based on the Report of the Committee on Corporate Governance chaired by Mr. Uday Kotak, the Securities and Exchange Board of India (SEBI) amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"). According to the new provisions, a listed entity is required to avail approval of shareholders by way of Special Resolution to appoint or continue the directorship of any Directors who have attained the age of seventy-five years. The said provision comes into effect from 1<sup>st</sup> April, 2019.

Shri Laxmikumar Narottam Goculdas would attain the age of seventy-five years on 16<sup>th</sup> September, 2018, the approval of the Shareholders is being sought for the continuation of directorship. Shri Haridas Tricumdas Kapadia and Shri Arvind Wasudeo Ketkar both Non-Executive Independent Directors whose appointment for a period of five years commencing from 18<sup>th</sup> September, 2014 and ending on 17<sup>th</sup> September, 2019, was approved by the Shareholders at the 93<sup>rd</sup> Annual General Meeting of the company held on 18<sup>th</sup> September, 2014.

The Board recommends the Resolutions at Item No. 12, 13 and 14 of the accompanying Notice.



### Details of the Directors and Manager seeking appointment/re-appointment at the forthcoming Annual General Meeting:

(Pursuant to Clause 49 of the Listing Agreement and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of the Director	Shri Laxmikumar Narottam Goculdas	Shri Bimal Lalitsingh Goculdas	Shri Mukul Manoharlal Taly	Shri Sanjeev Vishwanath Joshi	Shri Haridas Tricumdas Kapadia	Shri Arvind Wasudeo Ketkar
Director Identification Number (DIN)	00459347	00367792	01334360	00392020	00125090	02863429
Date of Birth	17.09.1943	08.11.1968	26.11.1960	08.11.1959	17.02.1935	14.05.1940
Date of Appointment on the Board	06.03.1992	14.02.2018	14.02.2018	14.02.2018	06.10.1978	22.01.2010
Qualifications/ Expertise in specific functional areas	Industrialist with rich business experience in general	B. chem. Engg. M.S. Chemical Engg., U.S.A. Leading Professional with wide experience in Corporate Finance in India and Abroad	B. Sc., LL.M practicing over 34 years as Senior in S. Mahomedbhai & Co., Advocate & Solicitors, High Court, Mumbai.	B. Com., Practising Chartered Accountant for over 34 years. He has in-depth knowledge in finance and accounting and taxation	B.Sc., Diploma in Chemical Engineering Wide business experience in Fertiliser and Chemical industries	B.Com. (Hons), A.C.A. Practising Chartered Accountant for over Forty four years.
Directorships held in other companies (excluding foreign companies)	Kosan Industries Pvt. Ltd. L.P. Gas Equipment Pvt. Ltd. L.P. Gas Transport & Bottling Co. Pvt. Ltd. Bombay Foods Pvt. Ltd. Phoenix Distributors Pvt. Ltd. The Natural Gas Co. Pvt. Ltd. Autogas Conversion (India) Pvt. Ltd. B.S. and Service Pvt. Ltd. Jasraj Trading Co. Pvt. Ltd. Gocul Gas Private Limited. Phoenix Distributors Gas Agencies Bhopal Pvt. Ltd. B S and Services Gas Agencies Bhopal Pvt. Ltd. Conservation Corporation of India Pvt. Ltd. Santanalaxmi Investments Pvt. Ltd.	Kosan Industries Pvt. Ltd. L.P. Gas Equipment Pvt. Ltd. L.P. Gas Transport & Bottling Co. Pvt. Ltd. Bombay Foods Pvt. Ltd. Phoenix Distributors Pvt. Ltd. The Natural Gas Co. Pvt. Ltd. Autogas Conversion (India) Pvt. Ltd. B.S. and Service Pvt. Ltd. Jasraj Trading Co. Pvt. Ltd. Gocul Gas Private Limited. Phoenix Distributors Gas Agencies Bhopal Pvt. Ltd. B S and Services Gas Agencies Bhopal Pvt. Ltd.	Nil	B.K. Khare Consultancy Services Pvt. Ltd. (formerly known as Gajanan Consultancy Services Pvt. Ltd.) Kema Services International Pvt. Ltd.	L.P. Gas Equipments Pvt. Ltd.	Nil



Name of the Director	Shri Laxmikumar Narottam Goculdas	Shri Bimal Lalitsingh Goculdas	Shri Mukul Manoharlal Taly	Shri Sanjeev Vishwanath Joshi	Shri Haridas Tricumdas Kapadia	Shri Arvind Wasudeo Ketkar
Committee position held in other committees	Member of the Audit Committee	Nil	Nil	Nil	Nil	Nil
Shareholding	8,862,093	97,200	Nil	4,435	11,107	324
Relationship between Directors interse	Yes	Yes	No	No	No	No

By Order of the Board of Directors,  
**D. T. Gokhale**  
Company Secretary

**Registered Office:**

Prospect Chambers,  
317/321, Dr. Dadabhoy Naoroji Road,  
Fort, Mumbai 400 001.

CIN: L24110MH1919PLC000564

Website: [www.dmcc.com](http://www.dmcc.com)

e-mail : [dgokhale@dmcc.com](mailto:dgokhale@dmcc.com)

Date: 10<sup>th</sup> August, 2018.