



NOTICE

Notice is hereby given that the Ninety Eighth 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 Friday, the 20th day of September, 2019 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 31st March, 2019, 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 31st March, 2019, together with the Report of the Auditors thereon.
3. To confirm:
 - (a) the Interim dividend of Rs. 0.50 per equity share (face value of Rs.10/- each) declared on 7th December, 2018 and already paid to shareholders on 3rd January, 2019, be considered as final dividend for the financial year ended 31st March, 2019, and
 - (b) to declare a 'Special Centenary Year (1919 to 2019)' dividend of Rs. 1.00 per equity share (face value of Rs. 10/- each) for the financial year ended 31st March, 2019.

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

"RESOLVED THAT the Interim dividend of Rs. 0.50 per equity share (face value of Rs.10/- each) declared on 7th December, 2018 and already paid to shareholders on 3rd January, 2019, be considered as final dividend for the financial year ended 31st March, 2019 be and is hereby approved and the 'Special Centenary Year (1919 to 2019)' dividend of Rs. 1.00 per equity share (face value of Rs. 10/- each as recommended by the Board of Directors of the Company at its meeting held on 28th May, 2019, be and is hereby approved and declared for the Financial Year ended 31st March, 2019."

4. To appoint a Director in place of Ms Mitika Laxmikumar Goculdas (holding DIN 02879174), who retires by rotation, and being eligible, offers herself for re-appointment.
5. To ratify the appointment of Statutory Auditors of the company, holding office from the conclusion of the 96th Annual General Meeting (AGM) of the company till the conclusion of the 101st 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 96th Annual General Meeting held on 26th 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 96th Annual General Meeting until the conclusion of the 101st 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 Haridas Tricumdas Kapadia as an Independent Director**

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



“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the act), the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder read with Schedule IV to the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof, the Articles of Association of the Company and the approval and recommendation of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Company, Shri Haridas Tricumdas Kapadia (DIN:00125090), in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director of the Company (a Non-Executive Independent Director of the Company, whose existing tenure as an Independent Director is up to 17th September, 2019 and being eligible), be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of 1 (One) year with effect from 17th September, 2019 up to 16th September, 2020 and that he shall not be liable to retire by rotation.”

7. Appointment of Shri Madhu Thakorlal Ankleshwaria as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the act), the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder read with Schedule IV to the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof, the Articles of Association of the Company and the approval and recommendation of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Company, Shri Madhu Thakorlal Ankleshwaria (DIN:02753794), in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director of the Company (a Non-Executive Independent Director of the Company, whose existing tenure as an Independent Director is up to 17th September, 2019 and being eligible), be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of 5 (five) consecutive years with effect from 17th September, 2019 up to 16th September, 2024 and that he shall not be liable to retire by rotation.”

8. Appointment of Shri Arvind Wasudeo Ketkar as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the act), the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder read with Schedule IV to the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof, the Articles of Association of the Company and the approval and recommendation of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Company, Shri Arvind Wasudeo Ketkar (DIN:02863429), in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director of the Company (a Non-Executive Independent Director of the Company, whose existing tenure as an Independent Director is up to 17th September, 2019 and being eligible), be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of 1 (One) year with effect from 17th September, 2019 up to 16th September, 2020 and that he shall not be liable to retire by rotation.”

9. 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 (as recommended by the Audit Committee and approved by the Board of Directors of the Company), to CMA Shri S. S. Dongare holding ICWA Registration Number 12521, appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2020, amounting to Rs. 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 suchacts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

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 to 9 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 Share Transfer Books of the Company shall remain closed from Thursday, the 12th September, 2019 to Friday, 20th September, 2019 (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 2018-19 and Notice of the 98th 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 e-mail address with the Company, are requested to submit their request with their valid e-mail 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 e-mail address with their Depository Participant directly. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

Accordingly, electronic copy of the Annual Report for the financial year 2018-19 and Notice of the 98th 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 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 e-mail 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.
- r. Copies of the Balance Sheet, Statement of the Profit and Loss, the Director’s Report, the Auditor’s Report and every other document required by law to be annexed or attached to the Balance Sheet for the financial year ended March 31, 2019 are annexed / attached.



- s. The Members may also note that the Notice of the 98th Annual General Meeting (AGM) and the Annual Report for 2018-19 will be also available on the website of the Company, www.dmcc.com, which can be downloaded. The physical copies of the documents which are referred in this Notice and not attached will also be available at the registered office of the Company for inspection during normal business hours on working days on or before the date of the AGM. Even after registering for e-communication, the Members are entitled to receive communication in physical form (upon making a request for the same) by post, free of cost.
- t. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
- u. The Members desiring any information relating to the accounts, are requested to write to the Company at least 7 days before the date of the Annual General Meeting (AGM) so as to enable the Management to keep the information ready and provide at the AGM.

The instructions for shareholders voting electronically are as under:

- (i) **The voting period begins on Tuesday, 17th September, 2019 (9.00 am IST) and ends on Thursday, 19th September, 2019 (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 11th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
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"> • 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.



- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant The Dharamsi Morarji Chemical Company Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) 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.
- (xix) 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 and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to 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 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.
- (xx) 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, under help section or write an e-mail to helpdesk.evoting@cdslindia.com.

Other Instructions on e-voting:

- (i) The e-voting period commences on Tuesday, 17th September, 2019 (9.00 am IST) and ends on Thursday, 19th September, 2019 (5.00 pm IST). During this period, Members of the Company, holding shares either in physical form or in electronic form, as on Wednesday, the 11th September, 2019, 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 Wednesday, 11th September, 2019 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. Satish Kumar Jain, proprietor of SKJ and Associates, (ID 81433) Practising Company Secretaries (FCS 6398/PCS 6632), 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 and on the website of CDSL www.cdslindia.com within two days of the passing of the resolutions at the Ninety-Eighth AGM of the Company on 20th September, 2019 and communicated to BSE Limited, where the shares of the Company are listed.
- (vii) The route map of the venue of the Meeting is given in the Notice.

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
e-mail : dgokhale@dmcc.com
Date: 13th August, 2019.



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 9 of the accompanying Notice dated 13th August, 2019.

Item No. 5

Section 40 of the Companies (Amendment) Act, 2017 has been notified by the Central Government on 7th 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 96th Annual General Meeting held on 26th 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 96th 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

Shri Haridas Tricumdas Kapadia

Shri Haridas Tricumdas Kapadia, Director of the Company has wide knowledge in industry, trade, commerce, corporate affairs and international trade. Shri Haridas Tricumdas Kapadia is B.Sc. and Diploma in Chemical Engineering. He has got wide business experience in Fertiliser and Chemical Business.

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 a "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 01st April, 2019. Accordingly, the approval of the shareholders had been obtained at the 97th Annual General Meeting held on 26th day of September, 2018.

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Shri Haridas Tricumdas Kapadia for the office of Independent Director, to be appointed as such under the provision of Section 149 of the Companies Act, 2013.

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.6 of the accompanying Notice is set out as an Ordinary Resolution for approval and ratification by the members.



Item No. 7

Shri Madhu Thakorlal Ankleshwaria

Shri Madhu Thakorlal Ankleshwaria, is B. Com – Practising Chartered Accountant for over three decades and was Head of the Department of “Accountancy” at N. M. College of Commerce & Economics, Vile Parle, West, Mumbai 400 056. He has in-depth knowledge in Finance and Accounting and has been in practice as a Chartered Accountant.

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Shri Madhu Thakorlal Ankleshwaria for the office of Independent Director, to be appointed as such under the provision of Section 149 of the Companies Act, 2013.

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.7 of the accompanying Notice is set out as an Ordinary Resolution for approval and ratification by the members.

Item No. 8

Shri Arvind Wasudeo Ketkar

Shri Arvind Wasudeo Ketkar is B. Com. (Hons), A.C.A. – Practising Chartered Account for over forty years and has in-depth knowledge in Finance and Accounting.

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 01st April, 2019. Accordingly, the approval of the shareholders had been obtained at the 97th Annual General Meeting held on 26th day of September, 2018.

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Shri Arvind Wasudeo Ketkar for the office of Independent Director, to be appointed as such under the provision of Section 149 of the Companies Act, 2013.

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.8 of the accompanying Notice is set out as an Ordinary Resolution for approval and ratification by the members.

Item No. 9

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. 9 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. 9 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	Ms Mitika Laxmikumar Goculdas	Shri Haridas Tricumdas Kapadia	Shri Madhu Thakorlal Ankleshwaria	Shri Arvind Wasudeo Ketkar
Director Identification Number (DIN)	02879174	00125090	02753794	02863429
Date of Birth	11.08.1972	17.02.1935	23.08.1949	14.05.1940
Date of Appointment on the Board	04.11.2011	06.10.1978	30.07.2009	22.01.2010
Qualification/Expertise in specific functional areas	MBA (Finance) from Pennsylvania State University, USA	B.Sc. Diploma in Chemical Engineering, Wide Business experience in Fertiliser and Chemical Industries	B. Com (Hons), F.C.A. Practising Chartered Account for over three decades. Ex-Head of the Department of Accountancy at N.M. College of Commerce & Economics, Vile Parle, West, Mumbai 400 056	B. Com (Hons), A.C.A.- Practising Chartered Accountant for over forty years.
Directorship held in other companies (excluding foreign companies)	Gocul Gas 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. Natural Gas Co. Pvt. Ltd. Autogas Conversion (India) Pvt. Ltd. B.S. and Service Pvt. Ltd. Phoenix Distributors Gas Agencies Bhopal Pvt. Ltd. B S and Services Gas Agencies Bhopal Pvt. Ltd. Jasraj Trading Co. Pvt. Ltd. Falcon Chemicals LLC, Dubai	L.P. Gas Equipments Pvt. Ltd.	Nil	Nil
Committee position held in other Committee	Nil	None	None	None
Shareholding	Nil	11107	225	324
Relationship between Directors interse	Yes, Daughter of Chairman	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
 e-mail : dgokhale@dmcc.com
 Date: 13th August, 2019.