

Notice

NOTICE is hereby given that the **103rd Annual General Meeting** of the members of **DMCC Speciality Chemicals Limited** (formerly known as "The Dharamsi Morarji Chemical Company Limited") will be held on **Wednesday, the 4th day of September, 2024 at 11:30 a.m.** (IST) through Video Conferencing or Other Audio Visual Means (VC/OAVM) facility, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Board of Directors and the Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2024, and the report of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2024, and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

3. To declare a final dividend on equity shares for the financial year ended March 31, 2024, and, in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT final dividend at the rate of ₹ 1/- per equity share of the face value of ₹ 10/- each fully paid-up of the Company, be and is hereby declared for the financial year ended March 31, 2024, and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2024."

4. To appoint a Director in place of Shri Laxmikumar Narottam Goculdas (DIN: 00459347), who retires by rotation, and being eligible, offers himself for re-appointment and, in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Shri Laxmikumar Narottam Goculdas (DIN: 00459347), who retires by rotation and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

Special Business:

5. **Ratification of Cost Auditor's Remuneration for FY 2024-25.**

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 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration of ₹ 1,00,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of out-of-pocket expenses, payable to Shri S. S. Dongare, Practicing Cost Accountant (Registration Number: 12521), who is re-appointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2025.

RESOLVED FURTHER THAT the Board of Directors or Key Managerial Personnel(s) of the Company be and is hereby severally authorised to do all such acts and take such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

Registered Office:

Prospect Chambers,
317/321, Dr. Dadabhoy Naoroji Road, Fort, Mumbai 400 001.
CIN: L24110MH1919PLC000564
Website: www.dmcc.com
E-mail ID: investor@dmcc.com

Place: Mumbai

Date: July 26, 2024

By Order of the Board of Directors,

Bimal Lalitsingh Goculdas
Managing Director & CEO
DIN: 00422783

Notes:

1. Ministry of Corporate Affairs ("MCA") vide its General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023, ('MCA Circulars') has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the aforesaid MCA Circulars the 103rd Annual General Meeting ('Meeting' or 'AGM') of the Company is being convened and conducted through VC/OAVM.

2. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the business with respect to Item No. 5 forms part of this Notice. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and Secretarial Standard-2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this AGM is furnished as Annexure to this Notice.

In compliance with the provisions of the Act, Listing Regulations and Secretarial Standards on General Meeting and MCA Circulars, the 103rd AGM of the Company is being held through VC/OAVM on Wednesday, September 04, 2024, at 11.30 a.m. (IST). The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company situated at 317/321, Prospect Chambers, Dr. Dadabhoy Naoraji Road, Fort, Mumbai-400001.

3. In compliance with the aforesaid MCA Circulars and as per the SEBI Circular dated October 07, 2023, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Link Intime India Private Limited ("RTA/LIPL")/Depositories/Depository Participants ("DP"). The Company shall send the physical copy of the Annual Report FY 2023-24 to those members who request the same at investor@dmcc.com mentioning their Folio No. DP ID/Client ID. Members may note that the Notice and Annual Report will also be available on the Company's website at www.dmcc.com, website of Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of RTA at <https://instavote.linkintime.co.in>

4. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD THROUGH VC/OAVM, PURSUANT TO MCA CIRCULARS, PHYSICAL ATTENDANCE OF THE MEMBERS HAS BEEN**

DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP, AND ROUTE MAP OF THE AGM ARE NOT ANNEXED TO THIS NOTICE.

5. Institutional/Corporate Members (i.e. other than individuals/HUF, NRI etc.) are required to send a duly certified scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-Voting, pursuant to Section 113 of the Act. The said resolution/authorisation shall be sent to the scrutiniser by email through its registered email address to skjandassociates@gmail.com with a copy marked to instameet@linkintime.co.in and investor@dmcc.com. Such corporate members are requested to refer 'General Guidelines' for members provided in this notice, for more information.

6. The attendance of the members participating in the AGM through VC/OAVM facility using their login credentials shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated May 05, 2020, the matter of Special Business as appearing at Item Nos. 5 of the accompanying notice, is considered to be unavoidable by the Board and hence, forming part of this notice.

8. The members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the meeting by following the procedure mentioned in the notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 (one thousand only) members on first come first served basis. This will not include large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

9. In compliance with the provisions of Sections 108 and other applicable provisions of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is offering only e-Voting facility to all the members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of RTA for facilitating e-Voting to enable the Members to cast their votes electronically as well as for e-Voting during the AGM. Resolution(s) passed by members through e-Voting are deemed to have been passed as if they have been passed at the AGM.

10. In the case of joint holders attending the AGM, only such joint holder who is higher in the order of the names as per the Register of Members of the Company, as of the cut-off date, will be entitled to vote at the Meeting.
11. The format of the Register of Members prescribed by the MCA under the Act requires the Company/Registrars and Share Transfer Agents to record additional details of members, including their PAN details, e-mail address, bank details for payment of dividends, etc. Members are hereby informed that Form ISR-1 for capturing additional details is available on the Company's website i.e. www.dmcc.com. Members holding shares in physical form are requested to submit the filled-in Form No. ISR-1 to the RTA in physical mode. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, bank mandate details, etc., to their Depository Participant ("DP") in case the shares are held
12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
13. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form by furnishing KYC details in Form ISR-1.
14. Members, whose KYC details (i.e. e-mail address, postal address with PIN code, mobile number, bank account details, PAN details linked with Aadhaar etc.) is not registered/updated with the Company/RTA or with their respective Depository Participant(s) ['DPs'], and who wish to receive the Notice of the 103rd AGM, the Annual Report for the financial year ended March 31, 2024 and all other future communications sent by the Company from time to time, can get their KYC details registered/updated by following the steps as given below:
- a. Members holding shares in physical form by submitting duly filled and signed request letter in Form ISR-1 along with self-attested copy of the PAN Card linked with Aadhaar; and self-attested copy of any document in support of the address of the member (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport etc.) and such other documents as prescribed in the Form ISR-1 to the following address:
- Link Intime India Pvt. Ltd,**
Unit: DMCC Speciality Chemicals Limited
 C 101, Embassy 247, L.B.S.Marg, Vikhroli (West),
 Mumbai-400083.

Further, SEBI vide its master circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 in supersession of SEBI circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 has instructed to mandatorily furnish PAN, KYC details and Nomination by holders of physical securities. Accordingly, it is once again reiterated that all holders and claimants of physical securities shall furnish valid PAN, KYC details, email address, mobile number, Bank account details and nomination details immediately in the below mentioned forms to the RTA.

Sr. No	Form	Purpose
1	Form ISR-1	To register/update PAN, KYC details
2	Form ISR-2	To Confirm Signature of securities holder by the Bank
3	Form ISR-3	Declaration Form for opting-out of Nomination
4	Form SH-13	Nomination Form
5	Form SH-14	Cancellation or Variation of Nomination (if any)

All above Forms [ISR-1, ISR-2, ISR-3, SH-13, SH-14] and the said SEBI circular are available on the Company's website www.dmcc.com under Investor Section and also available on the website of RTA at www.linkintime.co.in > Resources>Downloads>KYC. Members may please note that the KYC is pre-requisite requirement for the process of any request from the RTA.

- b. Members holding shares in demat form may update their KYC details including e-mail address with their Depository Participant(s).

Communication in this regard has been sent to all members holding shares in physical form at their registered address from time to time.



15. For members who hold shares in physical form, the Securities and Exchange Board of India ("SEBI"), vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 read with SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, as amended from time to time, has mandated furnishing of PAN linked with Aadhaar and KYC details (i.e. e-mail address, postal address with PIN code, mobile number, bank account details, PAN details linked with Aadhaar etc.). In case any of the aforesaid documents/details are not available in the record of the Company/Registrar and Share Transfer Agent ("RTA"), the member shall not be eligible to lodge grievance or avail any service request from the RTA until they furnish complete KYC details/documents. **Further, with effect from April 01, 2024, any payment of dividend shall only be made in electronic mode to such members.**

Further, SEBI has mandated that securities of listed companies can be transferred only in demat form. Therefore, members are advised to dematerialize shares held by them in physical form for ease in portfolio management.

For consolidation of share certificates, members holding shares in physical form, in more than one folio, with identical order of names, are requested to send the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio to the RTA. Requests for consolidation of share certificates shall only be processed in dematerialized form.

Nomination facility as per the provisions of Section 72 of the Act is available to individuals holding shares in the Company. Members may nominate a person in respect of all the shares held by them severally or jointly. Members holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the website of the Company and RTA. Members holding shares in demat form may approach their respective DPs for completing the nomination formalities.

Online Dispute Resolution (ODR) Portal is introduced by SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated August 11, 2023, which is in addition to the existing SCORES 2.0 portal which can be utilized by the investors and the Company for dispute resolution. Please note that the investors are advised to initiate dispute resolution through the ODR portal only if the Company does not resolve the issue itself or it is not resolved through SCORES 2.0 portal.

Members may refer to the SEBI Master Circular, relevant Investor Service Request Forms, Nomination Forms and contact details for sending requisite forms/documents, available on the Company's website at https://www.dmcc.com/Media/pdf/Dispute-Resolution_Online-ODR_DMCC.pdf.

16. **Process for those members whose e-mail ids are not registered with the Depositories/RTA for obtaining Notice of AGM along with the Annual Report, procuring user id and password, and registration of e-mail ids for e-Voting of the resolution set out in this AGM Notice.**

- A. **One-time registration of e-mail address with RTA for receiving the Notice and casting votes electronically:**

As part of Company's green initiative and to facilitate Members to receive this Notice electronically, the Company has made special arrangements with its RTA i.e. Link Intime India Private Limited for registration of e-mail addresses. Eligible Members who have not registered their e-mail addresses with the RTA, are required to provide the same to the RTA, on or before 5:00 p.m. (IST) on Monday, August 19, 2024.

- B. **Process to be followed for one-time registration of e-mail address (for shares held in physical form or in electronic form) is as follows:**

- Visit the link: https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html;
- Select the name of the Company from drop-down: DMCC Speciality Chemicals Limited;
- Enter details in respective fields such as DP ID and Client ID (if shares held in electronic form)/Folio no. and Certificate no. (if shares held in physical form), Shareholder name, PAN, mobile number and e-mail id;
- System will send One Time Password ('OTP') on mobile no. and e-mail id; and
- Enter OTP received on mobile no. and e-mail id and submit.

After successful submission of the e-mail address, RTA will e-mail a copy of the Postal Ballot Notice along with the e-Voting user ID and password. For voting process, please refer 'Notes' section of the Postal Ballot Notice. In case of any queries, Members may write to rnt.helpdesk@linkintime.co.in.

- C. **Registration of e-mail address permanently with RTA/DP:**

Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participant (DP) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form by furnishing KYC details in Form ISR-1. The said form and other relevant KYC Forms are available on the website of the Company at www.dmcc.com and on the website of RTA at <https://liiplweb.linkintime.co.in/KYC-downloads.html>

17. The Company has a designated email ID for Redressal of Shareholders'/Investors' Complaints/Grievances. Hence, please write to us at investor@dmcc.com

18. Book Closure and Dividend

- A. The Register of Members and the Share Transfer Books of the Company will be closed from **Thursday, August 29, 2024 to Wednesday, September 04, 2024** (both days inclusive) for the purpose of this AGM and for determining the entitlement of members to final dividend for the financial year ended March 31, 2024.
- B. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made within the statutory timeline of 30 days to those members whose names appear:
- To all the Beneficial Owners as at the end of the day on Wednesday, August 28, 2024, as per the list of beneficial owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - On the Register of Members of the Company as on Wednesday August 28, 2024, after giving effect to valid transfers in respect of the transfer request lodged with the Company's RTA, on or before the close of business hours on Wednesday, August 28, 2024, in respect of shares held in physical form.

In accordance with the SEBI Circular, dividends, in respect of physical folios wherein KYC details are not updated before the record date i.e. August 28, 2024, will be held back by the Company and an intimation shall be sent by the Company to such shareholders, whose details are not registered, that their payment is due and has been withheld. Further, the dividend will get credited to their bank account only after the KYC details are updated in the folio. However, company will follow any mandate in case otherwise issued by the SEBI in this regard.

- Members holding shares in physical form and who have yet to register/update their bank account details for electronic receipt of dividend amount directly into their bank accounts are requested to update their KYC and bank account details by submitting Forms ISR-1, ISR-2 and SH-13 along with the supporting documents to our RTA i.e. Link Intime India Private Limited (Unit: DMCC Speciality Chemicals Ltd.) at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra 400078. Please refer instructions provided in Para 14 and 15 of this notice.
- 19.** Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends for 7 consecutive years are also liable to be transferred to the Demat account of the IEPF Authority. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may write to the Company/RTA for advising the procedure for Claiming the shares/dividend from IEPF Authorities. On the shareholder/Claimant compiling with the procedure advised and submitting the required documents, the

Company shall issue Entitlement Letter. The Members can submit the Entitlement Letter alongwith Form IEPF 5 and other required documents as mentioned at www.iepf.gov.in and claim their shares from IEPF Authority. For details, please refer to the Board Report which is a part of this Annual Report, and the investor section on the Company's website <https://www.dmcc.com/investor/investor-information/dividends>

20. TDS on Dividend

Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders effective April 01, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at the prescribed rates. For the prescribed rates for various categories, the members are requested to refer to the Finance Act, 2020 including amendments thereof and **Annexure II** of this Notice. In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential status, PAN and Category with their depository participants ('DPs') in case shares are held in Demat mode or in case shares are held in physical form, with the Company/Registrars and Transfer Agents ('RTA') by sending documents/following procedure given in **Annexure II** on or before **August 28, 2024**.

- 21.** Members who have not encashed their dividend warrants or whose dividends are unclaimed are requested to lodge their claims with the RTA at the earliest.
- 22.** Members who wish to obtain any information on the financial statements for the financial year ended March 31, 2024 can send their queries at investor@dmcc.com at least 7 (seven) days before the date of AGM i.e. by August 28, 2024. The same will be replied by/on behalf of the Company suitably.
- 23.** The register of directors and key managerial personnel and their shareholding maintained under Section 170 of the Act, the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the notice or statement will be available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send an e-mail to investor@dmcc.com
- 24.** All documents referred to in the Notice and the statement pursuant to Section 102 of the Act shall also be available electronically for inspection without any fee by members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investor@dmcc.com.

25. Unclaimed Deposits

Post-Merger of Borax Morarji Limited (BML) with your Company, the Company has transferred the balance amount of unclaimed matured deposit of erstwhile BML i.e. ₹ 0.10 lakhs to IEPF and thus as on March 31, 2024 there are no deposits amounts lying unclaimed with the Company. The Deposit holders whose unclaimed matured deposits have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 as available on www.iepf.gov.in



26. Unclaimed Shares

Pursuant to the requirement of Regulation 39(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (dealing with unclaimed shares in the physical form) and in accordance with the procedure laid down in Schedule VI of the said Listing Regulations, as on date 52671 nos. of equity shares are lying in the Unclaimed Suspense A/C maintained by the Company. The details of shares lying in the Unclaimed Suspense A/C are provided at the website of the Company at <https://www.dmcc.com/investor/investor-information/unclaimed-shares> Members are requested to claim the shares lying with the said Unclaimed Suspense Account by duly submitting ISR-4 form with the RTA.

27. Suspense Escrow Demat Account

SEBI has vide its circular SBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 05, 2022, has mandated, in case the securities holder/claimant fails to submit the demat request within 120 days from date of issuance of Letter of confirmation, RTA/Issuer Company shall credit/transfer the securities to Suspense Escrow Demat Account opened with Depository Participant. Accordingly, as on date of this Notice 219 Nos of Equity Shares are lying in Suspense Escrow Demat Account. The details of the same are provided in the website of the Company at www.dmcc.com under Investor Section.

28. NRI Members are requested to:

- a. change their residential status on return to India permanently.
- b. furnish particulars of bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code No., if not furnished earlier.

29. Members are requested to:

- a) Quote DP ID and Client ID/Ledger Folio numbers in all their correspondence;
- b) Approach the RTA for consolidation of multiple ledger folios into one.

30. Voting through electronic means:

- i. The instructions for remote e-Voting are as under:
 - i. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company provides to Members the facility of exercising their right to cast vote(s) before or at the AGM by electronic means and the business may be transacted, accordingly;
 - ii. The facility of casting votes by the Members using an electronic voting system from a place other than the venue of the AGM ("remote e-Voting") and e-Voting at the AGM is being provided by the Link Intime India Private Limited ("RTA") or ("LIPL");

- iii. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Company/RTA/depositories **as on the record date ("Cut-off" Date), Wednesday, August 28, 2024** shall only be entitled to avail the facility of remote e-Voting or e-Voting at the AGM. Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and becomes a Member of the Company after the dispatch of this Notice and holding shares as on the cut-off date, i.e. **Wednesday, August 28, 2024**, may obtain the User ID and password by sending a request along with the requisite documents by sending email to insta.vote@linkintime.co.in;
- iv. In this regard, the Member's demat account/ folio number as on the Cut-off Date shall be considered by the Company for participation in voting on resolutions placed by the Company on the e-Voting system;
- v. **Members can opt for only one mode of voting i.e. either by remote e-Voting or e-Voting at the AGM.** Members attending the AGM, who have not cast their vote(s) earlier by remote e-Voting shall be able to exercise their right at the Meeting through e-Voting at the AGM. Member(s) who have cast their vote(s) by remote e-Voting prior to the AGM, may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote(s) again;
- vi. The e-Voting period begins on **Sunday, September 01, 2024 at 9.00 a.m. (IST) and ends on Tuesday, September 03, 2024 at 5.00 p.m. (IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the **Cut-off Date** may cast their vote(s) electronically. The remote e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Subject to receipt of the requisite number of votes, the Resolutions passed by remote e-Voting are deemed to have been passed as if they have been passed at the AGM i.e. Wednesday, September 04, 2024;
- vii. A person who is a Member as on the Cut-off Date shall only be entitled for availing the facility of remote e-Voting or e-Voting at the Meeting. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.

The procedure and instructions for remote e-Voting are as under:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

A. Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-Voting".
- c) Click on "LINKINTIME" or "e-Voting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-Voting period.

OR

User not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-Voting".
- e) Click on "LINKINTIME" or "e-Voting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-Voting period.

METHOD 2 - By directly visiting the e-Voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com/>.
- b) Click on the "Login" tab available under 'Shareholder/Member' Section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-Voting".
- e) Click on "LINKINTIME" or "e-Voting link displayed alongside Company's Name" and you will be

redirected to Link Intime InstaVote website for casting the vote during the remote e-Voting period.

B. Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 - From Easi/Easiest

Users who have registered/opted for Easi/Easiest:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi.
- c) Login with user id and password.
- d) After successful login, user will be able to see e-Voting menu. The menu will have links of e-Voting service providers i.e., LINKINTIME, for voting during the remote e-Voting period.
- e) Click on "LINKINTIME" or "e-Voting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-Voting period.

OR

Users not registered for Easi/Easiest:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>.
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-Voting menu.
- e) Click on "LINKINTIME" or "e-Voting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-Voting period.

METHOD 2 - By directly visiting the e-Voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com/>.
- b) Go to e-Voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.
- e) After successful authentication, click on "LINKINTIME" or "e-Voting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-Voting period.



C. Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-Voting facility:

- a) Login to DP website.
- b) After Successful login, members shall navigate through "e-Voting" tab under Stocks option.
- c) Click on e-Voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting menu.
- d) After successful authentication, click on "LINKINTIME" or "e-Voting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-Voting period.

D. Login method for Individual shareholders holding securities in physical form/Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the Company, holding shares in physical form/Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-Voting may register for e-Voting facility of Link Intime as under:

1. **Visit URL:** <https://instavote.linkintime.co.in>.
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format).

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above.

*Shareholders holding shares in **NSDL form**, shall provide 'D' above.

- » Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- » Click "confirm" (Your password is now generated).
3. Click on 'Login' under 'SHARE HOLDER' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-Voting. Select 'View' icon.
2. e-Voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour/Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour/Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

E. Guidelines for Institutional shareholders ("Corporate Body/Custodian/Mutual Fund"):

STEP 1 - Registration

- a) **Visit URL:** <https://instavote.linkintime.co.in>.
- b) Click on Sign up under "Corporate Body/Custodian/Mutual Fund".
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person e-mail ID (which is filled at the time of sign up at Sr. No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section.
- c) Map the Investor with the following details:
 - a. ‘Investor ID’:
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678.
 - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - b. ‘Investor’s Name’: Enter full name of the entity.
 - c. ‘Investor PAN’: Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’: Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-Voting

The corporate shareholder can vote by two methods; once remote e-Voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote e-Voting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour/Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f) After selecting the desired option i.e., Favour/Against, click on ‘Submit’.

- g) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-Voting in inbox.
- c) Select ‘View’ icon for ‘Company’s Name/Event number’ e-Voting page will appear.
- d) Download sample vote file from ‘Download Sample Vote File’ option.
- e) Cast your vote by selecting your desired option ‘Favour/Against’ in excel and upload the same under ‘Upload Vote File’ option.
- f) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:**Helpdesk for Individual shareholders holding securities in physical form/Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 – 4886 7000 and 022 – 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33



Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>.

- » Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- » Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his/her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate)	Your User ID is Event No + Folio Number registered with the Company
User ID for Shareholders holding shares in NSDL demat account	Your User ID is 8 Character DP ID followed by 8 Digit Client ID
User ID for Shareholders holding shares in CDSL demat account	Your User ID is 16 Digit Beneficiary ID

Institutional shareholders ("Corporate Body/Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>:

- * Click on 'Login' under 'Corporate Body/Custodian/Mutual Fund' tab and further Click 'forgot password?'
- * Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to hisher registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question

and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/depository participants website.

- » It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- » For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- » During the voting period, shareholders/members can login any number of time till they have voted on the resolution(s) for a particular "Event".

31. General Guidelines for Shareholders:

- i. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-Voting system of Link in Time Pvt. Ltd. (LIPL) at <https://instavote.linkintime.co.in> and register themselves as 'Custodian/Mutual Fund/Corporate Body'.
- ii. They are also required to upload a scanned certified true copy of the Board Resolution/ Authority Letter/Power of Attorney, etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian/Mutual Fund/Corporate Body' login for the Scrutinizer to verify the same.
- iii. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- iv. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of this AGM Notice and holds shares as on the Cut-off Date may obtain the login id and password by sending a request at rnt.helpdesk@linkintime.co.in / insta.vote@linkintime.co.in or call on 022 - 49186175/49186000.

32. PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in/>.
 - » Select the "Company" and 'Event Date' and register with your following details:

A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No.

Manner of holding shares	Your User ID
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID
For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID
For Members who holds shares in physical form	Folio Number registered with the Company

- B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
 - C. **Mobile No.:** Enter your mobile number.
 - D. **E-mail ID:** Enter your email id, as recorded with your DP/Company.
- » Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/InstaMeet website.

Instructions for Shareholders/Members to Speak during the Annual General Meeting through InstaMeet:

1. Members who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, e-mail address, mobile number at investor@dmcc.com on or before August 28, 2024.
2. Members will get confirmation on first cum first basis depending upon the provision made by the client.
3. Members will receive "speaking serial number" once they mark attendance for the Meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please quote your serial number and start your conversation with panelist(s) by switching on the video and audio of your device.
6. Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. The caption/subject of the email may please be mentioned as "Speaker for AGM_<DP ID>_<Client ID>". Those Members who have registered themselves as speaker will only be allowed to express their views/ask questions during the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
8. Members should be allowed to use camera and required to use internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance while speaking.
9. When a pre-registered speaker is invited to speak at the meeting but he/she does not respond, the next speaker

will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good Internet speed. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

Members are requested to speak only when the moderator of the Meeting will announce the name and serial number for speaking.

Instructions for Shareholders/Members to Vote during the AGM through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/members who have not exercised their vote through the remote e-Voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter your 16 digit Demat Account No./Folio No. and OTP (received on the registered mobile number/registered email id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.

Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.



Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/members have any queries regarding login/e-Voting, they may send an email to instameet@linkintime.co.in or contact on Tel: 022-49186175.

Guidelines to attend the AGM Proceedings of Link Intime India Private Limited: InstaMEET

- i. Please refer the following instructions for the software requirements and kindly ensure to install the same on the device which would be used to attend the AGM. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you below/at InstaMeet website.
- ii. Guidelines for the registered speakers for speaking at the AGM through Link Intime India Private Limited's InstaMeet.
 - a) For a smooth experience of viewing the AGM proceedings through LIPL's InstaMEET, shareholders/members who are registered as speakers for the event i.e. AGM are requested to download and install the Webex Meetings application in advance. Please download and install the Webex Meetings application by clicking on the link <https://www.webex.com/downloads.html/> OR
 - b) If you do not want to download and install the Webex Meetings application, you may join the meeting through InstaMEET and follow the process mentioned as under:

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

- iii. The following URLs need to be white-listed in your own laptop, desktop, tablet, smartphone etc. on the AGM date:
 - a) <https://camonview.com>
 - b) <https://instameet.linkintime.co.in>
 - iv. Members are encouraged to join the Meeting through tablets/laptops connected through broadband for better experience.
 - v. Members are required to use internet with a good speed preferably 2 MBPS download stream to avoid any disturbance during the Meeting.
 - vi. Any internet outage or fluctuation in connectivity at your site may have an adverse impact on the audio/video quality during the meeting. LIPL or the Company shall not be responsible for the same.
 - vii. In case the members have both the computer and telephone audio active or the speakers on members' computers or telephones are too close to each other or there are multiple computers with active audio in the same room, there will be instances of audio echo in the meeting.
 - viii. In case two or more Members are joining the meeting through a Board Room/Common Location, proper arrangements of audio & video should be in place and Webex will be run on only one system.
 - ix. Please note that Members connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience Audio/Visual loss due to fluctuation in their network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
 - x. Members are encouraged to speak in the Meeting after un-muting themselves once their turn arrives as per the name announcement. Once the member has finished communicating, he/she should mute themselves immediately. (Mute your device if you're not speaking. Your microphone can pick up a lot of background noise, so muting allows others to easily hear others).
 - xi. In case the Members have any queries or issues regarding login/e-Voting, they can write an e-mail to instameet@linkintime.co.in or call on 022 - 49186175/49186000, the InstaMeet support desk.
- 33.** Shri Satish Kumar Jain, Practising Company Secretary (Membership No. FCS: 6398; CP No. 6632) has been appointed as the Scrutinizer to scrutinize the remote e-Voting and ensure that the voting process at the AGM is conducted in a fair and transparent manner and issue a report on the votes through remote e-Voting and those cast at the AGM.
- 34. Declaration of results on the resolutions**
- i. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company. The Scrutiniser shall make, not later than two working days from conclusion of the Meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against each resolution,

invalid votes, if any, and whether the resolution(s) has/have been carried or not. This report shall be submitted to the Chairperson or a person authorised by him, in writing, who shall countersign the same.

- ii. The results shall be declared after the AGM of the Company and shall be deemed to be passed on the date of AGM. The results along with the Scrutiniser's Report shall be placed on the website of the Company www.dmcc.com within two working days of passing of the resolutions at the AGM of the Company and shall be communicated to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), where the Company's equity shares are listed. RTA, who has provided the platform for facilitating remote e-Voting, will also display these

results on its website <https://instavote.linkintime.co.in> The said results shall also be displayed at the registered office of the Company.

35. Members may note that the Notice will also be available on the Company's website www.dmcc.com, RTA's website <https://instavote.linkintime.co.in>; websites of the stock exchanges i.e. BSE Limited at www.bseindia.com and The National Stock Exchange of India Limited at www.nseindia.com.
36. Members are requested to kindly keep the Annual Report sent to their registered e-mail ID with them while attending the AGM through VC/OAVM.
37. The recorded transcript of the AGM, shall also be made available on the website of the Company at www.dmcc.com under the tab of 'Investor'.

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

Item No. 5

Pursuant to the provisions of 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, the Board of Directors has approved the re-appointment of CMA Shri S. S. Dongare holding ICWA Registration Number 12521, to conduct the audit of the cost records maintained by the Company for the financial year 2024-25, at a remuneration of ₹ 1,00,000/- (Rupees One Lakh Only) plus taxes and actual out-of-pocket expenses.

CMA Shri S. S. Dongare has furnished a certificate regarding his eligibility for appointment as Cost Auditors of the Company. He has vast experience in the field of cost audit and has conducted the audit of the cost records of the Company for the previous year under the provisions of the Act.

The Board recommends the Resolutions at Item No. 5 for your approval as Ordinary Resolution.

None of the Directors, Key Managerial Personnel (KMP) of the Company or their respective relatives are concerned or interested (financially or otherwise) in this resolution.

Annexure I

ADDITIONAL INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015 & SECRETARIAL STANDARD - 2 ON GENERAL MEETINGS ABOUT DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT ARE AS UNDER:

Name of the Director	Shri Laxmikumar Narottam Goculdas
Date of Birth	September 17, 1943
Director Identification Number (DIN)	00459347
Category and Designation	Chairman, Promoter Non-Executive, Non-Independent Director
Date of first appointment on the Board	March 06, 1992
Brief Resume and nature of expertise in specific functional areas	Shri Laxmikumar N. Goculdas possesses over half a century of valuable expertise in the industry, with a profound understanding of trade, commerce, and corporate strategy. His impressive acumen in corporate restructuring, public relations, and international trade sets him apart as an exceptional leader. Moreover, his comprehensive knowledge in business administration and corporate affairs serves as an invaluable asset to the Company.
Terms & conditions of Appointment/reappointment	Terms and Conditions of appointment or re-appointment is as per the provisions of the Companies Act and Listing Regulations and as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. www.dmcc.com
Details of remuneration sought to be paid	As per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. www.dmcc.com
Remuneration last drawn for FY 2023-24	Sitting Fees: ₹ 2.25 lakhs Commission: ₹ 4.84 lakhs
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Yes, Father of Vice-Chairperson and uncle of Managing Director and Chief Executive Officer of the Company.
Number of Board Meetings attended during the year FY 2023-24	4 (Four)
Directorships held in other Companies, excluding foreign Companies as on March 31, 2024	» Bombay Foods Private Limited » Natural Gas Company Private Limited » Gocul Gas Private Limited » L P Gas Transport and Bottling Company Private Limited » Kosan Industries Private Limited » L P Gas Equipments Private Limited » Autogas Conversion (India)Private Limited » B S and Services Gas Agencies Bhopal Private Limited » Phoenix Distributors Gas Agencies Bhopal Private Limited » Phoenix Distributors Private Limited » Jasraj Trading Company » B S and Service Private Limited
Memberships/Chairmanships of Audit and Stakeholders Relationship Committees of other Public Companies as on March 31, 2024	i. Chairman of Stakeholders Relationship Committee ii. Member of the Audit Committee
Name of the Listed Entities from which the Director has resigned in the past three years	Nil
Number of shares held as on March 31, 2024	9044691 Nos. of Equity Shares of ₹ 10/- each
Shareholding as Beneficial Owner as on March 31, 2024	Being a Significant Beneficial Owner (SBO) as per the provisions of the Companies Act, 2013 he also indirectly holds 3929778 Nos. of Equity Shares of ₹ 10/- each

Annexure II

Intimation on deduction of Tax on Final Dividend FY-2023-24

This is to inform you that the Board of Directors have, at their Meeting held on May 23, 2024, recommended a final dividend of ₹ 1.00/- per Equity Share of ₹ 10/- each (10%) for the financial year ended March 31, 2024, and the same would be payable, if approved by the members at the 103rd Annual General Meeting (AGM) of the Company to be held on September 04, 2024.

As you are aware, pursuant to the provisions of the Income Tax Act, 1961 ("the Act"), dividend paid or distributed by a Company is taxable in the hands of the members. The Company is therefore required to deduct tax at source at the time of making payment of the dividend to the members at the applicable rates.

The rate at which the dividend is subject to withholding tax would vary depending on the residential status of the shareholders and the documents submitted by them and accepted by the Company. This communication provides the applicable Tax Deduction at Source ("TDS") provisions under the Act for Resident and Non-Resident Shareholder categories. We request all the members to take note of the applicable TDS rates and provide the documents to the Company, as applicable to them.

All members are requested to ensure that the below information & details are completed and/or updated, as applicable, in their respective demat account(s) maintained with the DP(s); or in case of shares held in physical form, with Link Intime India Private Limited (RTA/LinkIntime), on or before **August 28, 2024**.

Please note that the following information & details, if already registered with the LinkIntime and Depositories, as the case may be, will be relied upon by the Company, for the purpose of complying with the applicable TDS provisions:

- Valid PAN*.
- Residential status as per the Income Tax Act, 1961 i.e. Resident or Non-Resident for FY 2023-24.
- Category of the Shareholder viz. Mutual Fund, Insurance Company, Alternate Investment Fund (AIF) Category I and II, AIF Category III, Government (Central/ State Government), Foreign Portfolio Investor (FPI)/ Foreign Institutional Investor (FI): Foreign Company, FPI/FII: Others (being Individual, Firm, Trust, Artificial Juridical Person, etc.), Individual, Hindu Undivided Family (HUF), Firm, Limited Liability Partnership (LLP), Association of Persons (AOP), Body of Individuals (BOI) or Artificial Juridical Person, Trust, Domestic Company, Foreign Company, etc.

d) E-mail Address.

e) Residential Address.

*If the PAN is not as per the database of the Income Tax Portal, it would be considered as an invalid PAN. **Further, as per the Notification of the Central Board of Direct Taxes, individual shareholders are requested to link their Aadhaar number with PAN.**

Members are requested to take note of the TDS rates and document/s, if any, required to be submitted to the Company by the August 28, 2024, their respective category, in order to comply with the applicable TDS provisions.

I. Resident Shareholders:

Tax would be deducted at Source under Section 194 of the Act, at a rate of 10% on the amount of dividend where Shareholders have registered their valid Permanent Account Number ("PAN") with their respective Depositories (for shares held in demat form) or Company's RTA or the Company (for physical shares) as the case may be and at a rate of 20% for cases wherein:

- the Shareholders do not have PAN or have not registered their valid PAN as mentioned above; or
- the Shareholders have not linked their Aadhaar with their PAN rendering the PAN as inoperative; or
- the Shareholder(s) have not filed their Income Tax return for FY 2022-23 and the aggregate amount of TDS and Tax Collected at Source in his/her case is ₹ 50,000/- or more in the said previous year. [Section 206AB – Refer Para III below].

1. Resident Individual Shareholders

No tax shall be deducted on dividend payable to Resident Individual Shareholder, if:

- total dividend to be paid in the financial year 2024-25 does not exceed ₹ 5,000/-. The threshold amount of ₹ 5,000/- shall be at the PAN level and not at Folio/DP level; or
- the shareholder provides Form 15G (applicable to an Individual below the age of 60 years)/Form 15H (applicable to an individual of the age of 60 years and above), as per attached formats, subject to required eligibility conditions being met. Needless to say, having a valid PAN is mandatory for providing Forms 15G/15H.

2. Other Resident Non-Individual Shareholders:

Please refer to the table below for the rate of TDS and documents to be provided:

Category of Shareholder	Tax deduction rate	Documents to be provided
Shareholders whose PAN is registered with Depositories or Company's RTA or the Company and not covered by the provision of Section 206AB of the Act	10%	<p>For shares held in demat form: Register the PAN and the residential status as per Income Tax Act, 1961 with the Depositories, if not registered;</p> <p>For shares held in physical mode: Register the PAN and the residential status as per Income Tax Act, 1961 with Link Intime India Private Limited, if not registered.</p>
Shareholders who submit the Order under Section 197 of the Income tax Act, 1961	At the Rate provided in the Order	Lower/Nil withholding tax certificate obtained from the tax authority.
Shareholders [e.g. LIC, GIC, Other Insurers, Business Trust as defined in Section 2(13A) of the Act] to whom provisions of Section 194 of the Income Tax Act, 1961 are not applicable	Nil	<p>(a) Self-declaration that it has full beneficial interest with respect to the shares owned by it;</p> <p>(b) Self-attested copy of registration certificate; and</p> <p>(c) Self-attested copy of PAN Card.</p>
Alternative Investment Fund	Nil	<p>(a) Self-declaration stating that the shareholder is</p> <ul style="list-style-type: none"> - Category I or Category II Alternative Investment Fund and is regulated by the Securities and Exchange Board of India; - covered by notification no. 51/2015 dated June 25, 2015; and - has full beneficial interest with respect to the shares owned by it. <p>(b) Self-attested copy of registration certificate; and</p> <p>(c) Self-attested copy of PAN Card.</p>
Shareholders covered under Section 196 of the Income Tax Act, 1961 (e.g. Mutual Funds, Government, etc.)	Nil	<p>(a) Self-declaration stating that the shareholder is</p> <ul style="list-style-type: none"> - a Mutual Fund as specified in Section 10(23D) of the Income Tax Act, 1961/a Corporation established by or under a Central Act whose income is exempt from Income Tax; - covered by Section 196 of Income Tax Act, 1961; and - has full beneficial interest with respect to the shares owned by it. <p>(b) Self-attested copy of registration certificate; and</p> <p>(c) Self-attested copy of PAN Card.</p>
Shareholders whose income is unconditionally exempt under Section 10 of the Income Tax Act, 1961 and covered by the CBDT circular no. 18/2017 dated May 29, 2017	Nil	<p>(a) Self-declaration stating that the shareholder is</p> <ul style="list-style-type: none"> - unconditionally exempt under Section 10 of the Income Tax Act, 1961 and statutorily not required to file its Return of Income as per Section 139 of the Act; - covered by the circular no. 18/2017 dated May 29, 2017; and - has full beneficial interest with respect to the shares owned by it. <p>(b) Self-attested copy of registration certificate; and</p> <p>(c) Self-attested copy of PAN Card.</p>

II. Non-Resident Shareholders:

Category of Shareholder	Tax deduction rate	Documents to be provided
Non-Resident Shareholders [Including Foreign Institutional Investors (FII)/Foreign Portfolio Investors (FPI)] who are not covered by the provisions of Section 206AB of the Act	20% plus applicable surcharge and cess OR Tax Treaty Rate** (whichever is lower)	Documents required to claim treaty benefits: (a) Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax Authorities. In case, PAN is not available, self-declaration containing specified information (i.e. contact number, email, etc.) (draft format attached herewith). (b) Self-attested copy of Tax Residency Certificate (TRC)^ obtained from the Tax Authorities of the country of which the shareholder is resident, valid for the financial year 2024-25. (c) Self-attested copy of Form 10F electronically submitted on the Income Tax Portal (www.incometax.gov.in) for the financial year 2024-25. (d) Self-declaration of having no Permanent Establishment in India and Beneficial ownership. (draft format attached herewith). ^ In case, the TRC is furnished in a language other than English, the said TRC would have to be translated from such other language to English language and thereafter duly notarized and apostilled copy of the TRC would have to be provided. ** The beneficial Tax Treaty rates will not automatically apply at the time of tax deduction/ withholding on dividend amounts. Application of beneficial Tax Treaty Rate shall depend upon the completeness and satisfactory review by the Company of documents submitted by non-resident shareholders. In case documents are found to be incomplete, the Company reserves the right to not consider the tax rate prescribed under the tax treaty.
Non-Resident Shareholders who submit the Order under Section 197 of the Income Tax Act, 1961	At the Rate provided in the Order	Lower/Nil withholding tax certificate obtained from the tax authority.

The Company is not obligated to apply the beneficial Tax Treaty rates at the time of tax deduction/withholding tax on dividend amounts. Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident shareholder and subject to review and satisfaction of the Company.

The Company in its sole discretion reserves the right to call for any further information, if so required.

Please also note that in case the Shareholder has multiple accounts under different category/status, then the higher rate of tax as applicable to the category/status shall be considered on his entire holding in different accounts.

III. TDS to be deducted at a higher rate in case of non-filers of Return of Income [Section 206AB]:

The Finance Act, 2021, had inter alia inserted the provisions of Section 206AB of the Act which became effective from July 01, 2021. Accordingly, tax at higher of the following rates would be deducted from the amount paid/credited to 'Specified person':

- At twice the rate specified in the relevant provision of the Act;
- At twice the rates or rates in force; or

- At the rate of 5%.

'Specified person' means a person who has:

- not furnished the return of income of the assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted, for which the time limit of furnishing return of income under sub-section (1) of Section 139 has expired; and
- the aggregate of tax deducted at source/tax collected at source in his/her case is ₹ 50,000/- or more in the said previous year.

A non-resident who does not have the permanent establishment in India or any person who is not required to furnish the return of income for the assessment year relevant to the said previous year and is notified by the Central Government in the official gazette in this behalf are excluded from the scope of a Specified person.

The Central Board of Direct Taxes vide Circular No. 11 of 2021 dated June 21, 2021, notified the functionality for determining whether the Shareholder is a 'Specified person' as per Section 206AB or not. The Company will be using functionality of the Income Tax department to determine the applicability of Section 206AB of the Act.

IV. Submission of Tax Related Documents:

TO ALL MEMBERS FOR SUBMISSION OF TAX RELATED DOCUMENTS:

- a) The Company with M/s. Link Intime India Pvt. Ltd., Company's Registrar and Transfer Agent has enabled a shareholder web portal for submission of tax exemption forms/requested documents.
- b) Forms 15G/15H/10F and Self Declaration form for tax exemption can be downloaded from the LIPL's website. The URL for the same is <https://liiplweb.linkintime.co.in/client-downloads.html> On this page select the General tab. All the forms are available in under the head "Form 15G/15H/10F". The aforementioned documents (duly completed and signed) are required to be uploaded on the URL <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> On this page the user shall be prompted to select/share the following information to register their request:
 1. Select the Company (Dropdown) i.e. DMCC Speciality Chemicals Limited;
 2. Folio/DP-Client ID;
 3. PAN;
 4. Select Financial year (Dropdown) i.e. 2024-25;
 5. Select Exemption Form - Any one as applicable (Form 15G/15H/10F);
 6. Attach Document - 1 (PAN) (Only PDF/JPG/JPEG/PNG/GIF. Max file size 1 MB);
 7. Attach Document - 2 (Forms as applicable) (Only PDF/JPG/JPEG/PNG/GIF. Max file size 1 MB);
 8. Attach Document - 3 (Any supporting document). (Only PDF/JPG/JPEG/PNG/GIF. Max file size MB).
- c) Shareholders are encouraged to file documents for claiming tax exemption in the manner mentioned above by visiting the link <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> however in case, any shareholder faces any difficulty may email the documents for claiming tax exemption to rnt.helpdesk@linkintime.co.in with copy to investor@dmcc.com on or before **August 28, 2024** in order to enable the Company to determine and deduct appropriate TDS/withholding tax rate. Incomplete and/or unsigned forms and declarations will not be considered by the Company.

Blank forms for tax exemptions are also made available on the website of the Company at www.dmcc.com and the link for downloading is also provided below:

Annexure A - Form 15G

Annexure B - Form 15H

Annexure C - Self Declaration (Resident shareholder)

Annexure D - Self Declaration in relation to Investment Route

Annexure E - Self Declaration for non-availability of PAN (Non-resident shareholder)

Annexure F - Form 10F

Annexure G - Self declaration (Non-resident shareholder)

Annexure H - Declaration format under Section 37BA

Please note that all fields mentioned in the forms are mandatory and the Company will not be able to accept the forms submitted, if not filled correctly.

These documents should reach us on or before August 28, 2024 in order to enable the Company to determine and deduct appropriate TDS/withholding tax rate. No communication on the tax determination/deduction shall be entertained after August 28, 2024.

It may be further noted that in case tax on said dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/documents from you, there would still be an option available with you to claim the appropriate refund in the Return of Income filed with your respective Tax Authorities for the tax so deducted, if eligible. No claim shall lie against the Company for such taxes deducted.

Members who have registered their PAN with Depositories or Company's RTA or the Company, will be able to view the credit for TDS in Form 26AS, which can be downloaded from your income tax e-filing account at www.incometax.gov.in.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Shareholder/s, such Shareholder/s will be responsible to indemnify the Company, and also provide the Company with all information/documents and co-operation in any assessment/apellate proceedings before the Tax/Government authorities.

V. Other General Information for the Members:

- a) For all self-attested documents, members must mention on the document "certified true copy of the original". For all documents being sent/accepted by email, the Member undertakes to send the original document/s on the request by the Company.
- b) TDS will be deducted based on the details of registered member only. Once TDS is deducted in the name of Registered of Members/Beneficial Owners as appearing on Record Date, no transfer of such TDS in the name of another person shall be entertained under any circumstances.
- c) Shareholders holding shares under multiple accounts under different status/category (eg. Resident and Non-Resident) and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.
- d) Application of TDS rate is subject to necessary due diligence and verification by the Company of the member details as available in register of members on the Record Date, documents, information available in public domain, etc. In case of ambiguous, incomplete or conflicting information, or the valid information/documents not being provided, the Company will arrange to deduct tax at the maximum applicable rate.



- e) In case TDS is deducted at a higher rate, an option is still available with the member to file the return of income and claim an appropriate refund, if eligible. Once deducted, no claim shall lie against the Company in relation to TDS.
- f) If dividend income is taxable in hands of any person other than the recipient of the dividend (e.g. Clearing member/corporations), then requisite details to be provided by way of a declaration under Rule 37BA(2) of the Income Tax Rules, 1962.
- g) Form 15G/Form 15H can be submitted only in case the shareholder's income tax payable on estimated total income for FY 2024-25 is NIL.
- h) Lower deduction Certificate u/s 197 of the Act may be obtained under TAN of the Company i.e., MUUMT09306D.
- i) Members may note that all documents to be submitted are required to be self-attested (the documents should be signed by shareholder/authorized signatory stating the document to be "certified true copy of the original"). In case of ambiguous, incomplete or conflicting information, or valid information/documents not being provided, tax at maximum applicable rate will be deducted.
- j) In case of any discrepancy in documents submitted by the member, the Company will deduct tax at higher rate as applicable, without any further communication in this regard.
- k) In the event of a mismatch in category of shareholder (individual, Company, trust, partnership, local authority, Government, Association of Persons etc.) as per register of members and as per fourth letter of PAN (10-digit alpha-numeric number), the Company would consider fourth letter of PAN for determining the category of shareholders and the applicable tax rate/surcharge/education cess.
- l) Shareholders may note that in case the tax on said dividend is deducted at a higher rate in absence of receipt, or insufficiency of the aforementioned details/documents from you, an option is available to you to file the return of income as per the Act and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.
- m) In case of joint shareholding, the withholding tax rates shall be considered basis the status of the primary beneficial shareholder.
- n) In case you hold shares under multiple accounts under different status/category but under a single PAN, the highest rate of tax as applicable to the status in which shares held under the said PAN will be considered on the entire holding in different accounts.
- o) For deduction of tax at source, the Company would be relying on the above data shared by RTA as updated up to the record date.
- p) Shareholders, whose valid PAN is updated, will be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://www.incometax.gov.in/iec/foportal/>. The Company shall not be liable to entertain any request from such shareholder and the requisite steps will have to be taken by the shareholder at his/her end only. The shareholders are required to ensure that instructions mentioned herein are duly adhered to, failing which the Company would not be able to entertain any requests for allowing any exception, whatsoever.

DISCLAIMER: The information set out herein above is included for general information purposes only and does not constitute legal or tax advice. Since the tax consequences are dependent on facts and circumstances of each case, the investors are advised to consult their own tax consultant with respect to specific tax implications arising out of receipt of dividend.

For **DMCC Speciality Chemicals Limited**

(Formerly known as The Dharamsi Morarji Chemical Company Limited)

Bimal Lalitsingh Goculdas

Managing Director & CEO

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