

NOTICE

NOTICE is hereby given that Sixty-Third Annual General Meeting of DAI-ICHI KARKARIA LIMITED (L24100MH1960PLC011681) will be held on Friday, September 22, 2023 at 11:30 a.m. (IST) through Video Conferencing / Other Audio Visual Means (“VC/OAVM”) facility, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Report of the Auditors thereon.

2. To declare a dividend on equity shares for the financial year ended March 31, 2023.

3. To appoint a Director in place of Mrs. Shernaz Vakil (DIN:00002519), who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. To ratify remuneration payable to M/s. Diwanji & Associates, Cost Accountants, (Firm Registration no. 100227) appointed as Cost Auditor of the Company for the financial year ending March 31, 2024 and in this regard to consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), remuneration payable to M/s. Diwanji & Associates, Cost Accountants, (Firm's Registration No. 100227), appointed by the Board of Directors based on recommendation of Audit Committee, to conduct the audit of the cost records of the Company amounting to ₹ 1,50,000 (Rupees One Lakh Fifty Thousand Only) plus applicable taxes and reimbursement of actual out of pocket expenses incurred in connection with the Cost Audit of the Company for the financial year ending March 31, 2024, be and is hereby ratified.

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

5. To approve Material Related Party Transactions for Sale of Goods to ChampionX Dai-ichi India Private Limited and in this regard to consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement), Regulations 2015 (“Listing Regulations”), as amended till date, provisions of Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including statutory modification(s) or re-enactments thereof for the time being in force) and the Company’s policy on Related Party Transactions, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee of the Board), to enter into transactions for Sale of Goods to ChampionX Dai-ichi India Private Limited (“CXDI”) a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations on such terms and conditions as the Board may deem fit up to a maximum aggregate value of ₹ 50 Crores (Rupees Fifty Crores only) from the conclusion of this 63rd Annual General Meeting upto the date of the next 64th Annual General Meeting for a period not exceeding fifteen months, at arm’s length basis and in the ordinary course of business.

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

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution are hereby approved, ratified and confirmed in all respects.”



6. To appoint Mr. Cyrus Bagwadia (DIN: 01565989) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 16(1)(b), 17, 17(1A), 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Cyrus Bagwadia (DIN: 01565989), who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 11, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16 of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five years commencing from August 11, 2023 till August 10, 2028, notwithstanding that he has attained the age of 75 years.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to delegate all or any of the powers to any committee of the Board or any other Officials of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To appoint Mr. Behram Sorabji (DIN: 02035239) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 16(1)(b), 17, 17(1A), 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Behram Sorabji (DIN: 02035239), who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 11, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16 of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five years commencing from August 11, 2023 till August 10, 2028, notwithstanding that he has attained the age of 75 years.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to delegate all or any of the powers to any committee of the Board or any other Officials of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Registered Office:

Liberty Building,
Sir Vithaldas Thackersey Marg,
Mumbai – 400 020.

Place : Mumbai

Date : August 11, 2023

By Order of the Board
For **Dai-ichi Karkaria Limited**

Ankit Shah
Company Secretary

NOTES:

1. Pursuant to General Circular Nos.14/2020, 17/2020, 20/2020 and 11/2022 dated April 8, 2020, April 13, 2020, May 5, 2020 and December 28, 2022 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 ("The Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 63rd Annual General Meeting ("AGM") of the Company is being conducted on September 22, 2023 at 11:30 a.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) Facility, which does not require physical presence of members at a common venue. The deemed venue for the 63rd AGM shall be the Registered Office of the Company.

2. 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 pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. In pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Corporate Members can attend the AGM through VC/OAVM and cast their votes through e-voting.
4. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed to this Notice.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Central Depository Services (India) Limited ("CDSL") will be providing facility for voting through remote e-voting, participation in the 63rd AGM through VC/OAVM Facility and e-voting during the 63rd AGM.
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the below Instructions. The facility of participation at the AGM through VC/OAVM will be made available to 1000 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.
8. In line with the MCA Circulars, the Notice of the AGM along with the Annual Report for financial year 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participant(s)/ Registrars and Transfer Agents (RTA). The Notice convening the 63rd AGM has been uploaded on the website of the Company at www.dai-ichiindia.com under 'Investors' section and may also be accessed on the website of BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.
9. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of business to be transacted with respect to the items of Special Business is annexed hereto.
10. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its Circular No. SEBI/ HO/MIRSD/RTAMB/ CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company's Registrar and Transfer Agent, Link Intime India Private Limited for assistance in this regard.
11. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, which is hosted on the website of the Company and on the website of Registrar and Transfer Agent.
12. Members whose shareholding is in physical mode are requested to immediately notify any change pertaining to their postal address, e-mail address, telephone/mobile numbers, Bank Mandate details, etc. to Company's Registrar and Transfer Agent, M/s. Link Intime India Private Limited at C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 or email at rnt.helpdesk@linkintime.co.in and members whose shareholding is in electronic mode are requested to direct change of the aforesaid details to their respective Depository Participants. 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 electronic form are therefore, requested to submit their PAN to the Depository Participants with whom they maintained their demat accounts. Members holding shares in physical form should submit their PAN to M/s. Link Intime India Private Limited.



13. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated November 3, 2021 and December 14, 2021 respectively.
14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members may register their nomination by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Registrar at rnt.helpdesk@linkintime.co.in in case the shares are held in physical form, quoting their folio number.
15. (i) In pursuance of Regulation 42 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from September 16, 2023 to September 22, 2023 (both days inclusive) for the purpose of Annual General Meeting & Dividend. The dividend recommended by the Board of Directors, if approved at 63rd AGM, payment of such dividend will be made on or after September 27 2023, to those Members whose names are registered as such in the Register of Members of the Company/ Beneficiary list provided by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on September 15, 2023, subject to deduction of tax at source where applicable.
- (ii) Pursuant to Finance Act 2020, Dividend income will be taxable in the hands of Shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from Dividend paid to Shareholders at the prescribed rates. For the prescribed rates for various categories, Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The Shareholders are requested to update their Permanent Account Number (PAN) with the Company / Linkintime India Private Limited, Company's Registrar and Transfer Agent (in case of shares held in physical mode) and Depositories (in case of shares held in demat mode).
- A separate e-mail will be sent at the registered e-mail id of the Members describing about the detailed process to submit/upload the documents/declarations along with the formats in respect of deduction of tax at source on the dividend payout. Sufficient time will be provided for submitting the documents/declarations by the Members who are desiring to claim beneficial tax treatment. The intimation will also be uploaded on the website of the Company www.dai-ichiindia.com.
- (iii) A Resident Individual Shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by updating the details on the following link provided by the Company's RTA namely <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> latest by September 14, 2023. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
- (iv) Non-resident Shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending it on the link provided by the Company's RTA namely <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> latest by September 14, 2023.
16. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. Accordingly, the unpaid/unclaimed interim dividend for the financial year 2015-16, has been transferred by the Company to the IEPF. Accordingly, Members who have not encashed dividend for the financial year ended March 31, 2017 or any subsequent dividend declared thereafter by the Company, are advised to write to the Company / Registrar of the Company immediately.

Also, pursuant to the provisions of IEPF Rules, all the corresponding shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, in compliance with the aforesaid Rules, the Company has already transferred Equity Shares on which Interim Dividend remained unclaimed for 7 (seven) consecutive years starting from the financial year 2015-16 to the IEPF Suspense Account, after providing necessary intimations to the relevant shareholders.

17. Details of members whose shares are transferred to IEPF Suspense Account till date are uploaded on Company’s website at www.dai-ichiindia.com. The shares transferred to IEPF Suspense Account including all benefits accruing on such shares, if any, can be claimed by the members from IEPF Authority, after following the procedure prescribed under the IEPF Rules.
18. Electronic copy of all the documents referred to in the accompanying Notice of the 63rd AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at www.dai-ichiindia.com.
19. In compliance with the provisions of Section 108 of the Companies Act, 2013, (the Act), Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members remote e-voting facility in respect of the business to be transacted at the 63rd AGM, facility for Members participating through VC/OAVM in the 63rd AGM and to cast vote through e-voting system during the 63rd AGM.

A. THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The remote e-voting period begins on Tuesday, September 19, 2023 at 9 a.m. (IST) and ends on Thursday, September 21, 2023 at 5 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 15, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the AGM.
- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.



<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>A. NSDL IDeAS Facility If you are already registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1) Please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. 2) A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 3) Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. 4) Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <p>If the user is not registered for IDeAS e-Services, follow the below steps:</p> <ol style="list-style-type: none"> 1) Option to register is available at https://eservices.nsd.com. 2) Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Please follow steps as given in Point 1-4 above. <p>B. E-voting website of NSDL</p> <ol style="list-style-type: none"> 1) Visit the e-Voting website of NSDL. 2) Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. 3) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 4) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 5) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
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 or contact at toll free no. 1800 22 55 33.
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

(iv) **Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form other than individual 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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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 (3).

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant Company **DAI-ICHI KARKARIA LIMITED** on which you choose to vote.
- 11) 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.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) After selecting the resolutions 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.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) 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.
- 17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.



18) Facility for Non-Individual Shareholders and Custodians –Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed 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.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer by email on its registered e-mail address scrutinizer@vkco@gmail.com and to the Company at the email address viz; investor@dai-ichiindia.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

B. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES/ COMPANY FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. **For Physical shareholders** - Shareholders holding shares in physical mode and who have not registered/ updated their e-mail address are requested to register/ update the same by sending duly filled Form ISR-1 to Linkintime India Private Limited, Company's Registrar and Transfer Agent at rnt.helpdesk@linkintime.co.in along with copies of the requisite documents in support of address of the shareholder.

Shareholders may download the prescribed forms at the website of the Company under Investors Section at http://www.dai-ichiindia.com/wp-content/uploads/2023/02/Form_ISR-1.pdf or through RTA's website at https://web.linkintime.co.in/admin/DownloadFiles/Fillable_Link_ISR-1_%20Request%20form%20for%20Registering%20Pan,Bank,KYC.pdf

2. **For Demat shareholders** - Shareholders are requested to register/update their email id & mobile number with the respective Depository Participants (DP) and updation of email id & mobile number are mandatory for Individual Demat shareholders for e-voting & joining virtual meetings through Depository.

C. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. The procedure and link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
2. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting i.e. on or before September 14, 2023** mentioning their name, demat account number/folio number, email id, mobile number at investor@dai-ichiindia.com. The Shareholders desiring any information are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

8. Only those shareholders, who are present in the AGM through VC/OAVM 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 system available during the AGM.
9. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid, as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33.

Those persons, who have acquired shares and have become Members of the Company after the dispatch of Notice of this AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on cut-off date i.e. September 15, 2023 can view the Notice of the 63rd AGM on the Company's website or on the website of CDSL. Such Members shall exercise their voting rights through remote e-voting by following the procedures as mentioned above or by voting at the AGM.

Ms. Vinita Nair (Membership No. F10559 and COP No. 11902), Senior Partner, or in her absence any other Partner of, M/s Vinod Kothari & Company, Practicing Company Secretaries, has been appointed as a Scrutinizer to scrutinize the remote e-voting process and process of e-voting during the 63rd AGM in a fair and transparent manner. Remote E-Voting is optional to the shareholders; the shareholders can alternatively undertake the process of e-voting during the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

A Member can opt for only one mode of voting i.e. either through remote e-voting or e-voting during the AGM. If a Member casts his / her vote by both modes, then voting done through remote e-voting shall prevail and the e-voting done during the AGM shall be treated as invalid.

The Voting Results along with the Consolidated Scrutinizer's report shall be placed on the Company's website www.dai-ichiindia.com and on the website of CDSL within two days from the conclusion of the AGM of the Company and be communicated to BSE Limited.

20. In terms of Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and pursuant to Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, details of Director seeking appointment/ re-appointment at the 63rd Annual General Meeting:

Name of the Director	Mrs. Shernaz Vakil (DIN: 00002519)	Mr. Cyrus Bagwadia (DIN: 01565989)	Mr. Behram Sorabji (DIN: 02035239)
Age	72 years	76 years	75 years
Brief resume, Qualification and Expertise	Mrs. Shernaz Vakil holds an M.A. degree in Industrial Psychology from Bombay University and M.B.A. degree from U.S.A. and has more than 40 years of experience in business.	Mr. Cyrus Bagwadia is a polymer engineer, a post-graduate in Business Management from University of Singapore. He has over 3 decades of experience in international business and has worked with multinationals like DuPont. In past he was CEO of Essel Propack Limited and Director of Bilcare Limited. His expertise is in Management for Growth.	Mr. Behram Sorabji is a B. Tech (Hons.) IIT Bombay, Silver Medalist from 1970 batch. He has worked with various MNCs in metal trade and has held commercial functions as Director, in international metal trade. He has worked in Ferro Alloy Industry and was carrying out manufacturing and marketing activities for 40 years. He has represented several International Companies in India. He was also responsible for India v/s. USSR nonferrous metal trade for many years.



Terms and conditions of appointment/reappointment	As per Postal ballot resolution no. 1 dated 25th March, 2022 and Postal Ballot resolution no. 1 dated 30th March, 2023 read with respective explanatory statement thereto.	As per the resolution at Item No. 6 of Notice of AGM dated August 11, 2023 read with explanatory statement thereto.	As per the resolution at Item No. 7 of Notice of AGM dated August 11, 2023 read with explanatory statement thereto.
Last drawn remuneration (F.Y. 2022-23)	₹ 2,56,43,700/- which includes salary, perquisites and performance linked incentive	Not Applicable	Not Applicable
Date of first appointment on the Board	26.2.1979	11.8.2023	11.8.2023
No. of share held	3624179 equity shares (48.64%)	Nil	Nil
Relationship with Directors inter-se	Mrs. Shernaz Vakil is the mother of Ms. Meher Vakil, Managing Director of the Company.	Not related to any Director/ Key Managerial Personnel	Not related to any Director/Key Managerial Personnel
Number of Board Meeting attended during FY 2022-23	4 (four) Board meetings were held and attended during F.Y. 2022-23	Not Applicable	Not Applicable
List of Directorships held in other companies/LLP	i. Dai-ichi Goseichemicals (India) Limited ii. Rose Investments Limited iii. ChampionX Dai-ichi India Private Limited iv. Indian Oxides and Chemicals Private Limited v. Natch Products and Services Private Limited vi. Performance Polymers and Chemicals Private Limited vii. SFV Properties Private Limited	i. ChampionX Dai-ichi India Private Limited ii. 3D Technopark Private Limited	i. Indian Oxides and Chemicals Private Limited
Chairman/ Member of the Committees of Boards of other companies	Rose Investments Limited; Chairperson - Stakeholders Relationship Committee ChampionX Dai-ichi India Private Limited; Chairperson - CSR Committee	ChampionX Dai-ichi India Private Limited; Member - CSR Committee	Nil

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING SPECIAL BUSINESS

Item no. 4

The Board, on recommendation of the Audit Committee, has approved the appointment of M/s. Diwanji & Associates, Cost Accountants, (Firm Registration no. 100227) to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2024, on a remuneration of ₹ 1,50,000/- (plus applicable taxes and reimbursement of actual out of pocket expenses).

In accordance with the provisions of Sections 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration is required to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary resolution as set out at Item no. 4 for ratification of the remuneration payable to M/s. Diwanji & Associates, Cost Auditor for the financial year ending March 31, 2024.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, in the resolution set out at Item No. 4 of the Notice. The Board recommends the Ordinary Resolution set out at item no. 4 of the Notice for approval by the Members

Item No 5

Pursuant to the provisions of Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, (“SEBI Listing Regulations”) all material related party transactions and subsequent material modifications shall require prior approval of shareholders. Further, explanation provided to Regulation 23(1) of SEBI Listing Regulations, states that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds ₹ 1000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower. According to this definition the relevant turnover was ₹ 183.94 Crores for the financial year 2022-23 and 10% of which is equal to ₹ 18.39 Crores.

Dai-ichi Karkaria Limited has a Joint venture with CTI Chemicals Asia Pacific Pte. Ltd., in ChampionX Dai-ichi India Private Limited (CXDI) in the ratio of 50:50 and both the Joint Venture partners supply key raw materials to CXDI. The Company expects to enter into transactions for Sale of Goods to CXDI up to a maximum aggregate value of ₹ 50 Crores (Rupees Fifty Crores Only). The transactions proposed to be carried out will be on an arm’s length basis, in the ordinary course of business and in the best interest of the Company. Hence, it is proposed to secure Members approval for the following related party contracts/ arrangements to be entered by the Company.

Accordingly, on recommendation of Audit Committee, the Board of Directors at their meeting held on August 11, 2023 have approved the above mentioned related party transactions to be entered into with CXDI subject to the approval of Members. Members’ approval is sought by way of Ordinary Resolution under Regulation 23(4) of SEBI Listing Regulations, Section 188 of the Companies Act, 2013, the Companies (Meetings of Board and its Powers) Rules, 2014, to enable the Company to enter into the transactions for Sale of Goods to CXDI in one or more tranches from the conclusion of forthcoming 63rd AGM upto the date of the next 64th AGM for a period not exceeding fifteen months. However transactions for Purchase of Goods from CXDI is within the aforesaid limits of 10%, accordingly transactions from Purchase of Goods from CXDI will not be considered material.

Pursuant to SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, the particulars of the transactions proposed to be entered with CXDI are as follows:

Name of the Related Party	ChampionX Dai-ichi India Private Limited (CXDI)
Name of the Director/KMP who is related	Mrs. Shernaz Vakil, Mr. Kavas Patel and Mr. Cyrus Bagwadia are also the Directors of ChampionX Dai-ichi India Private Limited
Nature of Relationship	Associate/Joint Venture Company as per Section 2(76)(viii) of the Companies Act 2013
Estimated Amount	₹ 50 Crores (Rupees Fifty Crores Only)
Nature/Material terms/ Particulars of transactions	The transaction involves Sale of goods pursuant to Joint Venture Agreement entered with CXDI
Justification as to why the proposed transaction is in the interest of the Company	It involves Sale of goods to CXDI under Ordinary course of business and at arms’ length basis
Any other information relevant or important for Members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs

None of the other Directors and / or Key Managerial Personnel except Mrs. Shernaz Vakil, Mr. Kavas Patel and Mr. Cyrus Bagwadia and their relatives, to the extent of their Directorship in both the Companies are concerned or interested, financially or otherwise in the resolution as set out in Item no. 5. The Board recommends the Ordinary Resolution set out at Item no. 5 of the Notice for approval by the Members.

Item No 6

The Board of Directors (“Board”) upon recommendation of the Nomination and Remuneration Committee, appointed Mr. Cyrus Bagwadia, (DIN: 01565989) as an Additional Independent Director of the Company, with effect from August 11, 2023. Pursuant to the provisions of Section 161 and Section 149 of the Companies Act, 2013 (“the Act”), Regulation 16(1)(b) and 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulation”) and the Articles of Association, Mr. Cyrus Bagwadia is eligible to be appointed as Director of the Company. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Mr. Cyrus Bagwadia, as a candidate for the office of a Director.



Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, provides that no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy-five) years unless it is approved by the members by passing a special resolution.

The matter regarding appointment of Mr. Bagwadia as Independent Director was placed before the Nomination and Remuneration Committee and Board held on August 11, 2023, which recommended and approved his appointment as an Independent Director of the Company, not liable to retire by rotation, for a period of five years commencing from August 11, 2023 till August 10, 2028.

In the opinion of the Board, Mr. Cyrus Bagwadia fulfils the conditions specified in the Act and the Rules made there under and SEBI Listing Regulations for appointment as Independent Director and he is independent of management. The Board has formed an opinion that Mr. Bagwadia possesses requisite skills, knowledge and experience and it would be in the interests of the Company to appoint Mr. Bagwadia, as an Independent Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Mr. Bagwadia as an Independent Director is also being placed before the Members in this General Meeting for their approval as a special resolution, considering he has already attained the age of 75 years. The profile and specific areas of expertise of Mr. Bagwadia are provided as annexure to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Cyrus Bagwadia, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice. The Board recommends the Special resolution set forth in Item No. 6 for the approval of the Members.

Item No 7

The Board of Directors ("Board") upon recommendation of the Nomination and Remuneration Committee, appointed Mr. Behram Sorabji, (DIN: 02035239) as an Additional Independent Director of the Company, with effect from August 11, 2023. Pursuant to the provisions of Section 161 and Section 149 of the Companies Act, 2013 ("the Act"), Regulation 16(1)(b) and 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulation") and the Articles of Association, Mr. Behram Sorabji is eligible to be appointed as Director of the Company. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Mr. Behram Sorabji, as a candidate for the office of a Director.

Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, provides that no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy-five) years unless it is approved by the members by passing a special resolution.

The matter regarding appointment of Mr. Sorabji as Independent Director was placed before the Nomination and Remuneration Committee and Board held on August 11, 2023, which recommended and approved his appointment as an Independent Director of the Company, not liable to retire by rotation, for a period of five years commencing from August 11, 2023 till August 10, 2028.

In the opinion of the Board, Mr. Sorabji fulfils the conditions specified in the Act and the Rules made there under and SEBI Listing Regulations for appointment as Independent Director and he is independent of management. The Board has formed an opinion that Mr. Sorabji possesses requisite skills, knowledge and experience and it would be in the interests of the Company to appoint Mr. Sorabji, as an Independent Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Mr. Sorabji as an Independent Director is also being placed before the Members in this General Meeting for their approval as a special resolution, considering he has already attained the age of 75 years. The profile and specific areas of expertise of Mr. Sorabji are provided as annexure to this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Behram Sorabji, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 7 of the Notice. The Board recommends the Special resolution set forth in Item No. 7 for the approval of the Members.

Registered Office:

Liberty Building,
Sir Vithaldas Thackersey Marg,
Mumbai – 400 020.

Place : Mumbai
Date : August 11, 2023

By Order of the Board
For **Dai-ichi Karkaria Limited**

Ankit Shah
Company Secretary