

**DCM**  
**NOUVELLE**  
**DCM NOUVELLE LIMITED**

**Corporate Identity No. (CIN):** L17309DL2016PLC307204

**Registered Office:** 407, Vikrant Tower, 04, Rajendra Place, New Delhi - 110008, India

**Tel. No.:** +91-11-43678490, **E-mail:** [info@dcmnvl.com](mailto:info@dcmnvl.com)

**Website:** [www.dcmnvl.com](http://www.dcmnvl.com)

## POSTAL BALLOT NOTICE

**[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]**

E-VOTING STARTS ON	E-VOTING ENDS ON
Saturday, March 23, 2024 (at 09:00 A.M. IST)	Sunday April 21, 2024 (at 05:00 P.M. IST)

**Dear Member(s),**

**NOTICE** is hereby given that the resolutions set out below are proposed for approval by the Members of DCM Nouvelle Limited (the '**Company**'), pursuant to the provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Companies Act'), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and in accordance with Secretarial Standard issued by Institute of Company Secretaries of India on General Meetings ('SS-2'), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable laws and regulations, if any, through postal ballot ("**Postal Ballot**") only by way of voting through electronic means ("**remote e-voting**") being provided by the Company to all its members to cast their votes electronically.

Pursuant to and in compliance of Section 102(1) of the Act, the Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof forms part of this Postal Ballot notice ("**the Postal Ballot Notice**").

The Board of Directors of the Company ('the Board'), at its meeting held on **Thursday, March 21, 2024** has appointed Ms. Pragnya Parimita Pradhan, Practicing Company Secretary (ACS 32778 | CP 12030), Proprietor of Pragnya Pradhan & Associates, Company Secretaries (Peer Review Certificate. No. 1564/2021), as the Scrutinizer for conducting

this Postal Ballot process, through remote e-voting, in a fair and transparent manner. Further, the Company has engaged National Securities & Depository Limited ('NSDL') to provide remote e-Voting facility to the Members of the Company.

Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically. Remote E-voting period shall commence on **Saturday, March 23, 2024 (at 09:00 A.M IST) and end on Sunday April 21, 2024 (at 05:00 P.M IST) (both days inclusive)**.

The Scrutinizer will submit her report to the Chairperson of the Company ('the Chairperson') or to any other person authorized by the Chairperson after the completion of the remote e-voting. The results of the postal ballot/ remote e-voting shall be declared on or before **Monday, April 22, 2024** and shall be communicated to the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), Depository and shall also be displayed on the Company's website [www.dcmnvl.com](http://www.dcmnvl.com)

The Resolutions along with the Explanatory Statements, pursuant to Section 102 of the Act, pertaining to the Resolutions, setting out the material facts are as follows:

### **SPECIAL BUSINESS:**

#### **ITEM NO. 1**

**RE-APPOINTMENT OF DR. MEENAKSHI NAYAR (DIN: 06866256) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections

149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17, 17(1A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Dr. Meenakshi Nayar (DIN: 06866256), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 23rd April, 2019 to 22nd April 2024 and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from April 23, 2024 upto April 22, 2029.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient, and desirable for the purpose of giving effect to this resolution.

## **ITEM NO. 2**

### **RE-APPOINTMENT OF MR. HEMANT BHARAT RAM (DIN: 00150933), AS MANAGING DIRECTOR OF THE COMPANY.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder and applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law applicable to the Company for time being in force (including any amendment(s), statutory modification(s) or

re-enactment(s) thereof for the time being in force and in accordance with relevant provisions of the Articles of Association of the Company, and upon recommendations of Nomination & Remuneration Committee and Board of Directors of the Company (hereinafter referred to as the 'Board') and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, consent of the Members be and is hereby accorded for re-appointment of Mr. Hemant Bharat Ram (DIN: 00150933) as Managing Director for a further period of five (5) years commencing from 01 April, 2024 to 31st March 2029, not liable to retire by rotation, as per the terms and conditions mentioned below:

#### **A) Salary Per Month (Including Basic Salary and Performance Allowance):**

**Rs. 22,48,000/-**

#### **B) Other Allowances, Reimbursements and Perquisites:**

- a. Rent free accommodation leased/House Rent Allowance upto 50% of Basic Salary.
- b. Medical Allowances / education allowance/ expenses for self and family at actuals as per Rules of the Company.
- c. Group Personal accident /medical policy as per Rules of the Company.
- d. Leaves in accordance with rules framed by the Company.
- e. Contribution to Provident Fund and Superannuation/Annuity Fund will be as per Scheme of the Company.
- f. Gratuity payable shall be at a rate not exceeding 15 days' salary for each completed year of service or part thereof in excess of six months as per Scheme of the Company.
- g. Encashment of un-availed leave at the end of the tenure or at specified intervals will be as per Scheme of the Company.
- h. LTA in accordance with rules framed by the Company

In addition to the above, he shall also be entitled to following facilities necessary for the purposes of business, which will not be considered as perquisites:

- i. Company maintained car(s) with driver(s);**
- ii. Telephone(s) facility.**

However, for the personal use of car, the amount equivalent to the perquisite value of the car(s) as per Income Tax Act shall be recovered from him.

Provided that the above remuneration be paid to Mr. Hemant Bharat Ram, Managing Director of the company, under the above different heads which may be interchangeable either by operation of any law or due to amendment in any rules or schemes framed by the company or otherwise in future as may be decided by the company from time to time.

**C) Bonus:**

In addition to the Salary and Allowances mentioned in A & B above, Mr. Hemant Bharat Ram, Managing Director shall be paid such percentage or amount of bonus as may be determined by the Board of directors on the recommendation of the Nomination and Remuneration Committee based on profitability and overall performance of the Company in each financial year.

**D) Annual increment in remuneration**

The annual increment for Salary & Allowances mentioned in A & B above shall fall due on 01st April every year and shall be such amount as may be fixed by the Nomination and Remuneration Committee subject to a maximum of 30% of the total salary & allowances.

**E) Other Terms and Conditions:**

- i) Subject to overall superintendence, direction and control of the Board of Directors, Mr. Hemant Bharat Ram is entrusted with substantial powers of management of the Company. He shall look after the working and shall manage the affairs of the Company, as may from time to time be assigned to him by the Board of Directors of the Company.
- ii) For the discharge of duties, Mr. Hemant Bharat Ram shall report to and derive his authorities and functional responsibilities from the Board of Directors.
- iii) Either party may terminate the appointment by giving to the other, three calendar months' notice in writing.
- iv) In the event of termination of appointment by the Company, the Board of Directors shall determine the compensation on recommendation of Nomination and Remuneration Committee which

shall not exceed an amount of remuneration for the remaining term of his appointment in accordance with the provisions of section 202 of the Companies Act, 2013.

- v) Remuneration for a part of the year shall be computed on a pro-rata basis.
- vi) He shall not be entitled to any sitting fees for attending the meeting of Board of Directors or Committee(s) thereof.
- vii) Contribution to provident fund, superannuation fund, annuity fund to the extent not taxable under Income Tax Act, 1961, Gratuity payable not exceeding half a month's salary and encashment of leave at the end of the tenure, shall not be included in the computation of ceiling on remuneration as per Schedule V of the Companies Act, 2013.
- viii) Subject to limits as prescribed in Company's Policies, he shall be entitled to re-imburement of expenses including on entertainment and travelling incurred in the course of business of the Company, which will not be treated as an item of remuneration for the purpose of Section 197 of the Companies Act, 2013.
- ix) For the purposes of retirement benefits like Gratuity, Provident Fund, Earned Leave etc., the service of Mr. Hemant Bharat Ram, Managing Director of the company will be considered in continuation of service from the date of his joining with the Company.

**RESOLVED FURTHER THAT** pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), along with the provisions of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, consent of the Members be and is hereby accorded for the ratification and payment of remuneration as set out above to Mr. Hemant Bharat Ram (DIN: 00150933), Managing Director, notwithstanding that the annual aggregate remuneration including bonus payable to all Promoter and/or Executive Directors exceeds 5% and all directors exceeds 11 % of the net profit of the Company as calculated under section 198 of the Companies Act, 2013 in any year during the tenure of his appointment.

**RESOLVED FURTHER THAT** the approval of members shall be valid only till the expiry of the existing term of Mr. Hemant Bharat Ram (DIN: 00150933), as a Managing Director so however that the payment of remuneration to him as a Managing Director as given above shall be in force for a period of three years and subject to renewal of such remuneration by the shareholders thereafter, in case of inadequacy of profits as per Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as may be necessary, proper, or desirable or expedient to give effect to the above resolution.

**RESOLVED FURTHER THAT** the Board or any duly constituted committee of the Board be and is hereby authorized to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

### **ITEM NO. 3**

#### **RE-APPOINTMENT OF DR. VINAY BHARAT RAM (DIN: 00052826) AS WHOLE-TIME DIRECTOR OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder and Regulation 17, 17(1A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') or any other law applicable to the Company for time being in force (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with relevant provisions of the Articles of Association of the Company, and upon recommendations of Nomination & Remuneration Committee and Board of Directors of the Company (hereinafter referred to as the 'Board') and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, consent of the Members be and is hereby accorded for re-appointment of Dr. Vinay Bharat Ram, (DIN: 00052826) as Whole-time Director for a period of 5 (five) years

commencing from 01 April, 2024 to 31st March 2029, liable to retire by rotation, as per the terms and conditions mentioned below:

#### **A) Basic Salary per month: Rs. 5,00,000 /-**

#### **B) Other Allowances, Reimbursements and Perquisites:**

- a. Company Leased House / House Rent Allowance upto 50% of the Basic Salary
- b. Medical Allowances / expenses for self and family at actuals as per Rules of the Company.
- c. Water & Electricity Facility.
- d. Gratuity payable shall be at a rate not exceeding 15 days' salary for each completed year of service or part thereof in excess of six months as per scheme of the company.

In addition to the above, he shall also be entitled to following facilities necessary for the purposes of business, which will not be considered as perquisites:

- i) Company maintained car(s) with driver(s);
- ii) Telephone(s) facility.

However, for the personal use of car, the amount equivalent to the perquisite value of the car(s) as per Income Tax Act shall be recovered from him.

Provided that the above remuneration be paid to Dr. Vinay Bharat Ram, Whole Time Director of the company, under the above different heads may be interchangeable either by operation of any law or due to amendment in any rules or schemes framed by the company or otherwise in future as may be decided by the company from time to time.

#### **C) Commission/ Bonus:**

In addition to the Salary and Allowances mentioned in A & B above, Dr. Vinay Bharat Ram, Whole Time Director shall be paid such percentage or amount of commission/bonus as may be fixed by Nomination and Remuneration Committee based on profitability of the company in each financial year.

#### **D) Annual increment in remuneration**

The annual increment for Salary & Allowances mentioned in A & B above shall fall due on 01st April every year and shall be such amount as may be fixed by the Nomination and Remuneration Committee subject to the maximum of 20% of the total salary & allowances.

**E) Other terms and conditions:**

Subject to overall superintendence, direction and control of the Board of Directors, Dr. Vinay Bharat Ram is entrusted with substantial powers of management of the Company. He shall look after the working and shall manage the affairs of the Company, as may from time to time be assigned to him by the Board of Directors of the Company.

- a) For the discharge of duties, Dr. Vinay Bharat Ram shall report to and derive his authorities and functional responsibilities from the Board of Directors.
- b) Either party may terminate the appointment by giving to the other, three calendar months' notice in writing.
- c) In the event of termination of appointment by the Company, the Board of Directors shall determine the compensation on recommendation of Nomination and Remuneration Committee which shall not exceed an amount of remuneration for the remaining term of his appointment or for three years whichever is shorter in accordance with the provisions of section 202 of the Companies Act, 2013.
- d) Remuneration for a part of the year shall be computed on a pro-rata basis.
- e) He shall not be entitled to any sitting fees for attending the meeting of Board of Directors or Committee(s) thereof.
- f) Contribution to provident fund, superannuation fund, annuity fund to the extent not taxable under Income Tax Act, 1961, Gratuity payable not exceeding half a month's salary and encashment of leave at the end of the tenure, shall not be included in the computation of ceiling on remuneration as per Schedule V of the Companies Act, 2013.
- g) Subject to limits as prescribed in Company's policies, he shall be entitled to re-imbursment of expenses including on entertainment and travelling incurred in the course of business of the Company, which will not be treated as an item of remuneration for the purpose of section 197 of the Companies Act, 2013.
- h) For the purposes of retirement benefits like Gratuity, the service of Dr. Vinay Bharat Ram, Whole

Time Director of the company will be considered in continuation of service from the date of his joining the Company.

**RESOLVED FURTHER THAT** pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), along with the provisions of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, consent of the Members be and is hereby accorded for the ratification and payment of remuneration as set out above to Dr. Vinay Bharat Ram (DIN: 00052826), Whole Time Director, notwithstanding that the annual aggregate remuneration including bonus payable to all Promoter and/or Executive Directors exceeds 5% and all directors exceeds 11 % of the net profit of the Company as calculated under section 198 of the Companies Act, 2013 in any year during the tenure of his appointment.

**RESOLVED FURTHER THAT** the approval of members shall be valid only till the expiry of the existing term of Dr. Vinay Bharat Ram (DIN: 00052826), as a Whole Time Director so however that the payment of remuneration to him as a Whole Time Director as given above shall be in force for a period of three years and subject to renewal of such remuneration by the shareholders thereafter, in case of inadequacy of profits as per Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as may be necessary, proper, or desirable or expedient to give effect to the above resolution.

**RESOLVED FURTHER THAT** the Board or any duly constituted committee of the Board be and is hereby authorized to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

**By order of the Board of Directors of  
DCM Nouvelle Limited**

**Date: 21.03.2024  
Place: New Delhi**

**Mohd Sagir  
Company Secretary  
Membership No.: FCS 11061**

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Act read with Secretarial Standards on General Meetings ("SS-2") for the proposed Special Resolution setting out material facts in relation thereto is appended to the Notice.
2. In view of the exemptions granted pursuant to the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No.39/2020 dated December 31, 2020 and Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8,2021, Circular No. 3/2022 dated May 5, 2022 and Circular No.09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and Circular Nos. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021; SEBI/HO/ CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/ CFD-PoD- 2/ P/CIR/2023/167 dated October 07, 2023 , issued by the Securities and Exchange Board of India ("SEBI Circulars"), the Company is not dispatching the printed Postal Ballot Notice along with postal ballot forms and prepaid Business Reply Envelopes. The approval of Members is being sought through remote e-voting only. Members are requested to provide their assent or dissent through remote e-voting only.
3. An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the resolutions in respect of the businesses set out above is annexed hereto. A copy of the Postal Ballot Notice is also available on the company's websites [www.dcmnvl.com](http://www.dcmnvl.com), NSDL Website <https://www.evoting.nsdl.com> and at the relevant sections of the websites of the National Stock Exchange of India Limited and BSE Limited.
4. The shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:  
  
Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be served to them may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited. Shareholders may write the request to register/ update their E-mail address with RTA to the email: [info@skylinerta.com](mailto:info@skylinerta.com). Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for their Postal Ballot.
5. The Portal for remote e-voting will remain open for the Members for exercising their voting from **Saturday, March 23, 2024 at 09:00 AM India Standard Time ('IST') till Sunday, April 21, 2024 at 05:00 PM (IST)** both days inclusive. The remote e-voting needs to be exercised by **05:00 PM (IST) on Sunday, April 21, 2024**. Please note that remote e-voting module will be disabled for e-voting by NSDL, after the said date and time. During this period, the Members of the Company holding shares either in physical form or dematerialized form, as on **Thursday, March 21, 2024 ('cut-off date')**, may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
6. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for remote e-voting i.e. **Monday, April 21, 2024**. Further, resolutions passed by the Members through remote e-voting are deemed to have been passed effectively at a general meeting.
7. The Postal Ballot Notice is being sent by e-mail to all the Members, whose name appears on the Register of Members/ List of Beneficial Owners maintained by the Depositories as on cut-off date i.e. **Thursday, March 21, 2024** and who have registered their e-mail addresses in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent i.e. Skyline Financial Services Private Limited. Each Member's voting rights shall be in proportion to his/ her share of the Paid-Up Equity Share Capital of the Company as on cut-off date, which will only be considered for remote e-voting.
8. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
9. The Board of Directors has appointed Ms. Pragnya Parimita Pradha, Practicing Company Secretary (ACS

32778 | CP 12030), Proprietor of Pragnya Pradhan & Associates, Company Secretaries, as Scrutinizer for scrutinizing the remote e-voting process and conducting Postal Ballot process in a fair and transparent manner.

10. The Scrutinizer shall prepare Scrutinizer's Report on the total votes cast in favour or against or abstained, if any. The Scrutinizer will submit her report to the Chairperson of the Company or any person authorized by him, after completion of scrutiny of votes received through remote e-voting. The results of the Postal Ballot will be announced on or before **Monday, April 22, 2024**.
11. The results of the Postal Ballot will be posted on the company's website [www.dcmnvl.com](http://www.dcmnvl.com), NSDL's Website <https://www.evoting.nsdl.com> and will also be communicated to the National Stock Exchange of India Limited and BSE Limited ("BSE").
12. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the company's website [www.dcmnvl.com](http://www.dcmnvl.com) to facilitate online inspection of relevant documents until last date of remote e-voting of this Postal Ballot, i.e., **Sunday, April 21, 2024** Members desirous of inspecting these documents may mail to [info@dcmnvl.com](mailto:info@dcmnvl.com).
13. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one in vernacular language in that district (in Hindi language) in which registered office of the company is situated.

14. To support the "**Green Initiative**" Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the company's RTA or the Depository Participants, in respect of shares held in physical/ electronic mode respectively.
15. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Regulation 44 of SEBI Listing Regulations, SS-2 and the provisions of the Ministry of Corporate Affairs Circulars, and any amendments thereto, the company is providing facility for voting by remote E-voting to all the Members of the company to enable them to cast their votes electronically on the items mentioned in the Notice.

**PROCEDURE FOR REMOTE E-VOTING:**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	(i) Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " <b>Access to e-Voting</b> " under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
	(ii) If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select " <b>Register Online for IDeAS Portal</b> " or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>

Type of shareholders	Login Method
	<p>(iii) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>(iv) Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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. 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

**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. 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is
4. Your User ID details are given below :

launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- A. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- B. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

C. How to retrieve your 'initial password'?

- a) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- b) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - A. Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - B. **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - C. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - D. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [pragnyap.pradhan@gmail.com](mailto:pragnyap.pradhan@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Abhishek Mishra at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [info@dcmnvl.com](mailto:info@dcmnvl.com).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [info@dcmnvl.com](mailto:info@dcmnvl.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**By order of the Board of Directors of  
DCM Nouvelle Limited**

**Mohd Sagir**

**Company Secretary**

**Date: 21.03.2024**

**Place: New Delhi**

**Membership No.: FCS 11061**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013.**

The following Statement sets out all material facts relating to Item No(s). 1 to 3 mentioned in the accompanying Notice.

**ITEM NO. 1**

Dr. Meenakshi Nayar (DIN: 06866256) is currently a Chairperson and Independent Director of the Company, Member of the Audit Committee, Corporate Social Committee Responsibility, Stakeholder's & Finance Facilitation Committee, Nomination & remuneration Committee.

Dr. Meenakshi Nayar, was appointed as an Independent Director of the Company by the Members at the 03<sup>rd</sup> Annual General Meeting of the Company held on April 27, 2019 for a period of 5 (five) consecutive years commencing from

April 23, 2019 upto April 22, 2024 and is eligible for re-appointment for a second term on the Board of the Company subject to passing a special resolution by members. Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on March 21, 2024, proposed the re-appointment of Dr. Meenakshi Nayar as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from April 23, 2024 upto April 22, 2029, not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

During the proposed term of appointment, Dr. Meenakshi Nayar, will attain the age of seventy-five years on 09th April, 2028. The Special Resolution under Item Nos. 1, once passed, shall also be deemed as your approval under the Listing Regulations 2015, for continuation of Dr. Meenakshi Nayar as an Independent Director beyond the age of seventy-five years.

Dr. Meenakshi Nayar, holds Master degree in Psychology from M S University, Vadodara, and FPM(Ph.D.) from IIM Ahmedabad in Organizational Behavior. She is Founder Chairperson of ETASHA Society, a not-for-profit organization that provides market-oriented employability and vocational skills to disadvantaged Indian youth. She has worked for more than two decades in Human Resource Management and Development in the corporate sector. She is also Founder of Edu-Serve Consultants working with Adolescents in schools in the areas of Sexuality Education, Career Guidance, and Life Skills Development.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded, and recommended to the Board that Dr. Meenakshi Nayar's qualifications and the rich experience of over three decades in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company.

The Board is of the opinion that Dr. Meenakshi Nayar, continues to possess the identified core skills, expertise, and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her continued association would be of immense benefit to the Company. The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing her candidature for the office of Director. The Company has received a declaration from Dr. Meenakshi Nayar confirming that she continues to meet

the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Dr. Meenakshi Nayar has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Dr. Meenakshi Nayar, has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Further, Dr. Meenakshi Nayar has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Dr. Meenakshi Nayar, has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Dr. Meenakshi Nayar, is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA. In the opinion of the Board, Dr. Meenakshi Nayar fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that she is independent of the Management.

The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at <https://www.dcmnvl.com/terms-and-conditions-of-appointment-of-independent-director.html>.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Dr. Meenakshi Nayar and her relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

The Board recommends the special resolution set forth at Item No. 1 for the approval of the Members.

## **ITEM NO. 2**

Mr. Hemant Bharat Ram was appointed as the Managing Director of the Company w.e.f. April 1, 2019 for a period of 5 years i.e. upto March 31, 2024 pursuant to the resolution passed by the Members through postal ballot held on September 30, 2019. Based on the strong performance of the Company under the leadership of Mr. Hemant Bharat Ram and other key factors as elaborated below, the Nomination & Remuneration Committee ("NRC") recommended the reappointment of Mr. Hemant Bharat Ram as Managing Director of the Company for a further period of 5 years i.e. from April 01, 2024 to March 31, 2029 on the existing terms and conditions with same remuneration, as contained in the above mentioned resolution. Accordingly, the Board of Directors, at its meeting held on March 21, 2024, based on the recommendation of Nomination & Remuneration Committee and subject to approval of members, approved the re-appointment of Mr. Hemant Bharat Ram as Managing Director of the Company for a further period of 5 years i.e. from April 01, 2024 to March 31, 2029, on the existing terms and conditions with same remuneration payable to Mr. Hemant Bharat Ram. The Details of the terms and condition, as contained in the abovementioned resolution.

Mr. Hemant Bharat Ram, currently responsible for defining and delivering the business strategy and providing overall leadership for DCM Nouvelle Limited, has demonstrated strong leadership during challenging times, contributing to the growth and resilience of DCM Nouvelle Limited. Under his guidance, DCM Nouvelle has consistently delivered positive results despite industry challenges, maintaining, and even increasing its revenue market share. The Company has expanded its manufacturing capacity from 114096 spindle to 157872 Spindles, during his tenure and achieved its highest-ever revenues and profits in FY 2021-22.

During his tenure, the market capitalisation of the Company has decently improved as well as the returns to the shareholders in the form of stock price appreciation. Mr. Hemant Bharat Ram has also played a key role in advancing the Company's Environmental, Sustainability, and Governance (ESG) initiatives. He being on the Risk Management Committee as Chairman, monitors the long-term, sustained value creation for all the stakeholders of the Company.

In addition to his role as Managing Director of the Company, he is also acting as Managing Director of DCM Nouvelle Specialty Chemical Limited ("DCMSCL"), a subsidiary of the

Company. Under his guidance, the DCMSCSCL successfully conceptualized and commissioned efficiently its chemical plant at Ujjain, Madhya Pradesh, and the plant became operational in record time.

Mr. Hemant Bharat Ram is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation including his consent to be re-appointed as a Managing Director of the Company. In terms of the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for time being in force) and relevant provisions of Articles of Association of the Company, re-appointment of the Managing Director is proposed for the approval of the Members.

The Board of Directors at its meeting held on March 21, 2024 based on the recommendation of NRC, has kept the existing remuneration given in the resolution subject to usual Annual increment be paid to Mr. Hemant Bharat Ram from the date of re appointment for a period of 3 years. Taking into consideration the size of the Company, his profile, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level employees in other companies.

Pursuant to the provisions of Section 197 read with Schedule V to the Act relating to payment of managerial remuneration in case of absence of profits and/or inadequacy of profits (calculated under Section 198 of the Act), the Company may pay such remuneration over and above the ceiling limit as specified in Schedule V, subject to the members' approval by way of a Special Resolution for payment of minimum remuneration for a period not exceeding 3 years, compliance of disclosure requirements and other conditions stated therein. In view of the foregoing factors, the approval of the members is being sought for payment of remuneration to Mr. Hemant Bharat Ram from April 1, 2024 to March 31, 2027, as may be permitted under applicable laws, in case of absence of profits and/ or inadequacy of profits or otherwise, in the Company.

The information as required to be disclosed under paragraph (iv) of the second proviso after Paragraph B of Section II of Part II of Schedule V to the Act is given in the Annexure to the Notice. The Company has not defaulted in payment of dues to any bank or public financial institution

or non-convertible debenture holders or other secured creditor, if any.

Except Mr. Hemant Bharat Ram and Dr. Vinay Bharat Ram, father of Mr. Hemant Bharat Ram, none of the promoters, directors, key managerial personnel, and their relatives are considered to be concerned or interested financially or otherwise, in the Resolution.

The Board recommends the special resolution set forth at Item No. 2 for the approval of the Members.

### **ITEM NO. 3**

Dr. Vinay Bharat Ram, was re-appointed as Whole Time Director of the Company by the Members at the 06th Annual General Meeting of the Company held on September 06, 2022 for a period of 2 (two) consecutive years commencing from October 1, 2022 upto September 30, 2024. Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on March 21, 2024, proposed the re-appointment of Dr. Vinay Bharat Ram as a Whole Time Director of the Company for a period of 5 (five) years commencing from April 1, 2024 upto March 31, 2029, liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Dr. Vinay Bharat Ram has a rich and varied experience in the industry and has been involved in the operations of Textiles Division of the company over a long period of time. Besides in-depth knowledge about the Company, he has strong technical and analytical skills and expertise for leading the Textile Operation of the Company. Dr. Vinay Bharat Ram, is educated from the University of Delhi (BA), Michigan University (MBA) and Harvard Business School (MDP) and holds Ph.D. in Economics from the University of Delhi. He has a wide industry experience of around 60 years. Dr. Vinay Bharat Ram has given the consent for his re-appointment as a whole-time director. Further, as per confirmation received from him, he is not disqualified from being reappointed as a Director in terms of Section 164 of the Companies Act, 2013.

The details of proposed remuneration, as approved by the Board of Directors at its meeting held on March 21, 2024 based on the recommendation of NRC, to be paid to Dr. Vinay Bharat Ram is given in the resolution.

Taking into consideration the size of the Company, his profile, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level employees in other companies.

Pursuant to the provisions of Section 197 read with Schedule V to the Act relating to payment of managerial remuneration in case of absence of profits and/or inadequacy of profits (calculated under Section 198 of the Act), the Company may pay such remuneration over and above the ceiling limit as specified in Schedule V, subject to the members' approval by way of a Special Resolution for payment of minimum remuneration for a period not exceeding 3 years, compliance of disclosure requirements and other conditions stated therein. In view of the foregoing factors, the approval of the members is being sought for payment of remuneration to Dr. Vinay Bharat Ram from April 1, 2024 to March 31, 2027, as may be permitted under applicable laws, in case of absence of profits and/ or inadequacy of profits or otherwise, in the Company.

The information as required to be disclosed under paragraph (iv) of the second proviso after Paragraph B of Section II of Part II of Schedule V to the Act is given in the Annexure to the Notice. The Company has not defaulted in

payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

Except Dr. Vinay Bharat Ram and Mr. Hemant Bharat Ram, son of Dr. Vinay Bharat Ram, none of the promoters, directors, key managerial personnel, and their relatives are considered to be concerned or interested financially or otherwise, in the Resolution.

The Board recommends the special resolution set forth at Item No. 3 for the approval of the Members.

**By order of the Board of Directors of  
DCM Nouvelle Limited**

**Date: 21.03.2024  
Place: New Delhi**

**Mohd Sagir  
Company Secretary  
Membership No.: FCS 11061**

**Information for item no 2 & 3 as required under item (iv) to third proviso of Section II of Part II of Schedule V of the Companies Act, 2013**

<b>Nature of Industry</b>	The Company is engaged in the manufacturing of cotton yarn.												
<b>Date of or expected date of commencement of commercial production</b>	Not Applicable												
<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:</b>	Not Applicable												
<b>Financial Performance based on the given indicators:</b>	Performance for Financial Year 2022-23 & 2021-22												
	<b>(Amount in lacs except EPS)</b>												
	<table border="1"> <thead> <tr> <th>Year</th> <th>2022-23</th> <th>2021-22</th> </tr> </thead> <tbody> <tr> <td><b>Gross Revenue</b></td> <td>87032.76</td> <td>91763.55</td> </tr> <tr> <td><b>Profit After Tax</b></td> <td>1427.04</td> <td>12279.46</td> </tr> <tr> <td><b>EPS</b></td> <td>7.64</td> <td>65.75</td> </tr> </tbody> </table>	Year	2022-23	2021-22	<b>Gross Revenue</b>	87032.76	91763.55	<b>Profit After Tax</b>	1427.04	12279.46	<b>EPS</b>	7.64	65.75
Year	2022-23	2021-22											
<b>Gross Revenue</b>	87032.76	91763.55											
<b>Profit After Tax</b>	1427.04	12279.46											
<b>EPS</b>	7.64	65.75											
<b>Foreign investments or collaborations, if any.</b>	Not Applicable												

**2. INFORMATION ABOUT THE APPOINTEE(S):**

<b>Background Details</b>	<p>Mr. Hemant Bharat Ram is the Managing Director of DCM Nouvelle Limited. Previously, he was the Vice Chairman of DCM Engineering Limited, which manufactures iron blocks and heads for automotive engines. He started his career managing DCM's information technology businesses. He has 30 years of professional experience.</p> <p>Mr. Hemant Bharat Ram obtained a Bachelor's Degree in Mathematics and Computer Science in 1989 followed by an MBA in 1991, both from Carnegie Mellon University, USA.</p> <p>Mr. Hemant Bharat Ram drew Rs. 486.78 Lakhs during the financial year 2022- 23.</p>	<p>Dr. Vinay Bharat Ram has a rich and varied experience in the industry and has been involved in the operations of Textiles Division of the company over a long period of time. Besides in-depth knowledge about the Company, he has strong technical and analytical skills and expertise for leading the Textile Operation of the Company. Dr. Vinay Bharat Ram, is educated from the University of Delhi (BA), Michigan University (MBA) and Harvard Business School (MDP) and holds Ph.D. in Economics from the University of Delhi. He has a wide industry experience of around 60 years</p> <p>Dr. Vinay Bharat Ram drew Rs. 71.10 Lakhs during the financial year 2022- 23.</p>
<b>Recognition or Awards</b>	None	<ol style="list-style-type: none"> <li>1. Past President of Harvard Club of Delhi, Manufacturers Association of Information Technology</li> <li>2. Ex- Member of the International Council of the Asia Society, New York, U.S.A</li> <li>3. Honored and admired as member of the Textile Association of India.</li> </ol>

		<ol style="list-style-type: none"> <li>4. Recipient of the National Citizen's Award 1990 for Entrepreneurship from the Ex-Prime Minister of India.</li> <li>5. Recipient of the National Excellence Award for Art &amp; Culture for 1996-97 from T.P. Jhunjhunwala Foundation</li> <li>6. Nominated as Life Trustee of the Institute of Economic Growth, Delhi by Ex-Prime Minister Dr. Manmohan Singh</li> <li>7. Chairman of the Governing Board of Population Foundation of India</li> </ol>
<b>Job Profile and his suitability</b>	Mr. Hemant Bharat Ram, is instrumental in spear heading the Company and currently responsible for defining and delivering the business strategy and providing overall leadership for DCM Nouvelle Limited and its subsidiary.	Dr. Vinay Bharat Ram has nearly 60 years of experience in the textile business and plays a strategic role in the company, contributing significantly to its successful growth.
<b>Proposed Remuneration</b>	As set out in the Special resolutions forming part of the Notice.	
<b>Comparative Remuneration</b>	Considering the responsibility shouldered by them of the enhanced business activities of the company, proposed remuneration is commensurate with the industry Standards and Board Level positions held in similar sized and similarly positioned businesses.	
<b>Pecuniary Relationship directly or indirectly with the company, or relationship with the managerial personnel; if any</b>	Mr. Hemant Bharat Ram holds 93,59,149 equity shares of Rs. 10 each, comprising 50.11% of the total paid up capital of the company. He is the son of Dr. Vinay Bharat Ram.	Dr. Vinay Bharat Ram does not hold any Share in the Company. Dr Vinay Bharat Ram is the father of Mr. Hemant Bharat Ram.

### III) OTHER INFORMATION

<b>Reasons of loss or inadequate profits</b>	The Company is growing from strength to strength, however since the Company is in commodity business and has a very volatile demand scenario, the profitability may go down due to market situation. In view of the same, as a cautionary measure, the Board has sought approval of the members by special resolution for the items set out at item number 2 & 3.	
<b>Steps taken or proposed to be taken for improvement</b>	<p>The steps taken or proposed to be taken to improve the profitability inter-alia includes:</p> <ul style="list-style-type: none"> <li>• Continued focus to achieve improved quality standard, skill set improvement and enhancement of machine efficiencies for better productivity and cost effectiveness across all areas of operations.</li> <li>• Better product mix /development of new items to match with the increased market dynamics to further increase the market share and better realization.</li> <li>• Various automation measures undertaken/to be undertaken to improve the productivity and cost reductions in the area of power, manpower and material cost.</li> <li>• Implementation of new TQM modules to further improve the overall efficiency.</li> <li>• Driving for energy efficiency through green energy.</li> </ul>	
<b>Expected increase in productivity and profits in measurable terms</b>	The series of steps taken/to be taken by the company would increase productivity and profits. With these measures, the company would expect increase in sales as well as cash accruals.	

**Additional information on directors recommended for reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards.**

<b>Name of the Director</b>	<b>Dr. Meenakshi Nayar</b>	<b>Mr. Hemant Bharat Ram</b>	<b>Dr. Vinay Bharat Ram</b>
<b>Brief Profile</b>	<p>Dr. Meenakshi Nayar holds Master degree in Psychology from M S University, Vadodara, and FPM(Ph.D.) from IIM Ahmedabad in Organizational Behaviour. She is Founder President of ETASHA Society, a not-for-profit organization that provides market-oriented employability and vocational skills to disadvantaged Indian youth. She has worked for more than two decades in Human Resource Management and Development in the corporate sector. She is also Founder of Eduserve Consultants working with Adolescents in schools in the areas of Sexuality Education, Career Guidance, and Life Skills Development.</p>	<p>Mr. Hemant Bharat Ram is the Managing Director of DCM Nouvelle Limited, which is the erstwhile cotton yarn manufacturing business of DCM. He started his career managing DCM's information technology businesses. He has 30 years of professional experience. Previously, he was the Vice Chairman of DCM Engineering Limited, which manufactures iron blocks and heads for automotive engines.</p> <p>Mr. Hemant Bharat Ram obtained a Bachelor's degree in Mathematics and Computer Science in 1989 followed by an MBA in 1991, both from Carnegie Mellon University, USA.</p> <p>He is the Executive Vice President of Shri Ram Centre for Performing Arts, and a trustee of the Indian National Theatre. He was a member of the General Committee of the Delhi Golf Club.</p>	<p>Dr. Vinay Bharat Ram educated at the universities of Delhi, Michigan (Ann Arbor) and Harvard; and holds a Ph.D. in Economics from the University of Delhi. Taught at IIM-Ahmedabad, IIT-Delhi and FMS, University of Delhi. He has authored numerous papers published in various Indian and international journals.</p> <p>Dr. Vinay Bharat Ram is an Indian-born businessman and entrepreneur. He has been awarded the National Citizen's Award for Entrepreneurship in 1990 from the Prime Minister of India, and also received National Excellence Award for Art &amp; Culture from T. P. Jhunjhunwala Foundation.</p>
<b>DIN:</b>	06866256	00150933	00052826
<b>Date of Birth</b>	09.04.1953	16.10.1965	18.02.1936
<b>Nationality</b>	India	India	India
<b>Date of Appointment on the Board</b>	23.04.2019	17.10.2016	01.10.2019
<b>Qualifications</b>	<p>Master degree in Psychology from M S University.</p> <p>FPM(Ph.D.) from IIM Ahmedabad in Organizational Behaviour.</p>	<p>B.S. (Math &amp; Comp. Sc.), MS (IA)</p>	<p>B.A. (Hons.) Economics, University of Delhi, MBA, Michigan University (AnnArbor), Management Development Programme, Harvard University, Ph.D. in Economics from University of Delhi</p>

<b>Name of the Director</b>	<b>Dr. Meenakshi Nayar</b>	<b>Mr. Hemant Bharat Ram</b>	<b>Dr. Vinay Bharat Ram</b>
<b>Expertise in specific functional area</b>	<ul style="list-style-type: none"> <li>• Strategic Leadership and Management experience</li> <li>• Industry and sector experience</li> <li>• Financial Management</li> <li>• Governance</li> <li>• Sustainability and ESG</li> </ul>	<ul style="list-style-type: none"> <li>• Strategic Leadership and Management experience</li> <li>• Technology</li> <li>• Industry and sector experience</li> <li>• Financial and Risk Management</li> <li>• Governance</li> <li>• Sustainability and ESG</li> </ul>	<ul style="list-style-type: none"> <li>• Strategic Leadership and Management experience</li> <li>• Industry and sector experience</li> <li>• Financial and Risk Management</li> <li>• Governance</li> </ul>
<b>Number of shares held in the Company</b>	Nil	93,59,149	Nil
<b>List of the directorships held in other companies*</b>	Nil	DCM Nouvelle Specialty Chemicals Limited Confederation of Indian Textile Industry	Nil
<b>Number of Board Meetings attended during the year 2024</b>	5	5	5
<b>Chairman/*Member in the Committees of the Boards of companies in which he is Director*</b>	<b>DCM Nouvelle Limited</b> Stakeholders' & Finance Facilitation Committee Audit Committee	<b>DCM Nouvelle Specialty Chemicals Limited</b> Audit Committee	N. A
<b>Relationships between Directors inter-se</b>	No	Relative of Dr. Vinay Bharat Ram	Relative of Mr. Hemant Bharat Ram
<b>Remuneration details</b>	-	486.78 Lacs	71.10 Lacs

**\*Directorship includes Directorship of Public Companies & Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether listed or not).**