

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

Website: www.dcmnvl.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Member(s) of the Company,

Notice is hereby given that the resolutions set out below are proposed for approval by the members of DCM Nouvelle Limited ("**the Company**") by means of Postal Ballot, only by remote e-voting process ("**E-Voting**") being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 ("**the Act**"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") and other applicable provisions of the Act and the Rules read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

An Explanatory Statement, pursuant to the provisions of Section 102(1), 110 and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the Special Resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the LODR Regulations, and SS-2, the Company has provided E-Voting facility to its members to cast their votes electronically.

The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the National Securities Depository Limited ("**NSDL**") for facilitating e-voting.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

Commencement of e-voting period	09.00 A.M. IST on Saturday, 17 th January, 2026
Conclusion of e-voting period	05.00 P.M. IST on Sunday, 15 th February, 2026
Cut-off date for eligibility to vote	Friday, 09 th January, 2026

The e-voting facility will be disabled by NSDL immediately after 5.00 P.M. IST on 15th February, 2026, and will be disallowed thereafter.

The last date of e-voting, i.e. 15th February, 2026, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS

1. To approve the appointment of Mr. Deepak Sood (DIN: 07941499) as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Mr. Deepak Sood (DIN: 07941499), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from December 01st, 2025, be and is hereby approved;

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

2. To approve the appointment of Mr. Rajinder Khanna (DIN: 10961416) as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Mr. Rajinder Khanna (DIN: 10961416), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from December 05th, 2025, and notwithstanding that he shall attain the age of seventy-five (75) years during his said tenure be and is hereby approved;

RESOLVED FURTHER THAT Mr. Hemant Bharat Ram, Managing Director, Mr. Sandeep Kumar Jain, Chief Financial Officer, and Mr. Shekher Kapoor, Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

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

**Sd/-
Shekher Kapoor
Company Secretary and Compliance Officer
Membership No: A 69198**

**Date: 09th January, 2026
Place: New Delhi**

Registered Office:
407, Vikrant Tower, 04,
Rajendra Place,
New Delhi-110008
Website: www.dcmnvl.com
Email: info@dcmnvl.com
Tel: +911143678490

NOTES

1. An Explanatory Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached; As per the MCA Circulars, physical copies of this Postal Ballot Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members / register of beneficial owners as on January, 09th, 2026 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.
3. The Company has engaged the services of National Securities Depository Limited (“NSDL” or “**Depository**”) as the agency to provide E-Voting facility;
4. This Postal Ballot Notice will also be available on the Company’s website at www.dcmnvl.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Skyline Financial Services Private Limited.
5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.dcmnvl.com) duly filled and signed along with requisite supporting documents to Skyline Financial Services Pvt Ltd at D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020, India.
6. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the E-Voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
7. **Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date;**

8. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended (“SEBI Master Circular”), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. **The E-Voting period commences at 9:00 A.M. (IST) on Saturday, January 17th, 2026 and ends at 5:00 P.M (IST) on Sunday, February 15th, 2026.**
10. The E-Voting will not be allowed beyond the aforesaid date and time and the E-Voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.
11. The vote in this Postal Ballot cannot be exercised through proxy and Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
12. The Board of Directors has appointed Smt. Pragnya Pramita Pradhan, a Practising Company Secretary (Membership No.: A32778), Proprietor of Pragnya Pradhan & Associates, Company Secretaries as Scrutiniser for conducting the Postal Ballot, through E-Voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the Postal Ballot will be final and binding.
13. The Scrutiniser will submit her report, after the completion of scrutiny, to the Chairperson of the Company or any person authorised by him. The results of e-voting will be announced on or before Tuesday, 17th February, 2026 and will be displayed on the Company’s website at www.dcmnvl.com. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the website of the Company.
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. The resolutions, if approved, shall be deemed to have been passed on the last date of E-Voting i.e. on Sunday, February 15th, 2026.
16. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of E-Voting. Members seeking to inspect such documents can send an email to info@dcmnvl.com mentioning his / her / its folio number / DP ID and Client ID.

PROCEDURE FOR 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.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 **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.

5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
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. 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 able to directly access

	the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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 evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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 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.
4. Your User ID details are given below :

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'?

- (i) 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'.
 - (ii) 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.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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 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 with a copy marked to 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 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 or call on : 022 - 4886 7000 or send a request to Pallavi Mhatre, Senior Manager at 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;
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. If you are an Individual shareholder 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 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.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

Item No. 1

The Nomination and Remuneration Committee, after evaluating and considering the skills, experience, and knowledge and pursuant to the provisions of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company, recommended to the Board of Directors, appointment of Mr. Deepak Sood (DIN: 07941499), as an Independent Director of the Company. The Board of Directors, vide resolution dated November 14th, 2025, considered the recommendation and appointed Mr. Sood, with effect from December 01st, 2025, as an Additional Director, designated as an Independent Director of the Company. The Board of Directors also approved that the term of office of Mr. Deepak Sood as an Independent Director will be for 5 (five) consecutive years from December 01st, 2025, subject to the approval of Members of the Company through Special Resolution.

Mr. Deepak Sood has abundance of experience in corporate and public relations, industrials, heavy engineering, process industry, power generation, and infrastructure, among many others. He has comprehensive experience working closely with industry veterans, policymakers, regulators, think-tanks, Central and State Governments that has helped facilitate insight-oriented policy changes at the Central and State level. He is adept at managing large teams and clients across geographies and industries, with a deep understanding of multiple cultures. He has worked as Executive Director of Confederation of Indian Industry, Secretary General of ASSOCHAM, as CEO of CII.

Mr. Sood is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Deepak Sood that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such Statutory Authority.

The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Deepak Sood for the office of Independent Director of the Company.

In the opinion of the Board of Directors, Mr. Sood fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Deepak Sood is Independent of the management and possesses appropriate skills, experience, knowledge and capabilities, required for the role of Independent Director.

Details of Mr. Deepak Sood pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the “**Annexure-A**” to this Postal Ballot Notice.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings.

In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Mr. Deepak Sood as an Independent Director requires approval of members of the Company.

As per Section 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members and as per Regulation 17 (1C) of the Listing Regulations, the Company is required to obtain the approval of the Members at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier. Further, as per Regulation 25 (2A) approval of the Members by way of a special resolution is required for the appointment of an Independent Director. Accordingly, approval of the Members is being sought for the appointment of Mr. Deepak Sood as an Independent Director of the Company by way of a Special Resolution.

Accordingly, the approval of members is sought for appointment of Mr. Deepak Sood as an Independent Director of the Company.

Item No. 2

The Nomination and Remuneration Committee, after evaluating and considering the skills, experience, and knowledge and pursuant to the provisions of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company, recommended to the Board of Directors, appointment of Mr. Rajinder Khanna (DIN: 10961416), as an Independent Director of the Company. The Board of Directors, vide resolution dated December 05th, 2025, considered the recommendation and appointed Mr. Khanna, with effect from December 05th, 2025, as an Additional Director, designated as an Independent Director of the Company. The Board of Directors also approved that the term of office of Mr. Rajinder Khanna as an Independent Director will be for 5 (five) consecutive years from December 05th, 2025, subject to the approval of Members of the Company through Special Resolution.

Mr. Khanna is a distinguished Civil Servant with 46 years of experience in the Government of India, serving in various key roles in National Security and intelligence. Starting his career as an IPS officer in Orissa, he gained recognition for his leadership as Superintendent of Police. He also served in the National Security Council Secretariat. He was appointed as Additional NSA reflecting his deep expertise in strategic and security affairs.

Mr. Khanna is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Rajinder Khanna that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such Statutory Authority.

The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Rajinder Khanna for the office of Independent Director of the Company.

In the opinion of the Board of Directors, Mr. Rajinder Khanna fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Khanna is Independent of the management and possesses appropriate skills, experience, knowledge and capabilities, required for the role of Independent Director.

As per the provisions of Regulation 17(1A) of the SEBI (LODR) Regulations, 2015, no listed entity shall appoint or continue the directorship of a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect and justification thereof is provided in the explanatory statement; Mr. Rajinder Khanna will attain the age of 75 years, during his tenure as Director. The Board considers that the association of Mr. Rajinder Khanna would be beneficial to the Company and recommends the resolution for approval of the Members as a Special Resolution.

Details of Mr. Rajinder Khanna pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the “**Annexure-A**” to this Postal Ballot Notice.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings.

In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Mr. Rajinder Khanna as an Independent Director requires approval of members of the Company.

As per Section 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members and as per Regulation 17 (1C) of the Listing Regulations, the Company is required to obtain the approval of the Members at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier. Further, as per Regulation 25 (2A) approval of the Members by way of a Special Resolution is required for the appointment of an Independent Director. Accordingly, approval of the Members is being sought for the appointment of Mr. Rajinder Khanna as an Independent Director of the Company by way of a Special Resolution.

Accordingly, the approval of members is sought for appointment of Mr. Rajinder Khanna as an Independent Director of the Company.

DETAILS OF DIRECTORS WHOSE RE-APPOINTMENT/ APPOINTMENT IS PROPOSED PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETING (SS-2).

Particulars	Mr. Deepak Sood	Mr. Rajinder Khanna
Director Identification Number (DIN)	07941499	10961416
Designation and Category of Director	Non-Executive Independent Director	Non-Executive Independent Director
Date of Birth and Age	October 03, 1969 (56 Years)	December 14, 1954 (71 Years)
Date of appointment	December 01, 2025	December 05, 2025
Qualifications	Bachelor of Engineering	BA in economics (Hons.), M.B.A
Brief Profile	Mr. Deepak Sood has abundance of experience in corporate and public relations, industrials, heavy engineering, process industry, power generation, and infrastructure, among many others. He has comprehensive experience working closely with industry veterans, policymakers, regulators, think-tanks, Central and State Governments that has helped facilitate insight-oriented policy changes at the Central and State level. He is adept at managing large teams and clients across geographies and industries, with a deep understanding of multiple cultures. He has worked as Executive Director of Confederation of Indian Industry, Secretary General of ASSOCHAM, as CEO of CII.	Mr. Rajinder Khanna is a distinguished civil servant with 46 years of experience in the Government of India, serving in various key roles in National Security and intelligence. Starting his career as an IPS officer in Orissa, he gained recognition for his leadership as Superintendent of Police. He also served in the National Security Council Secretariat He was appointed as Additional NSA reflecting his deep expertise in strategic and security affairs.
Terms and Conditions of Appointment	Mr. Deepak Sood, shall be appointed as a Non-Executive Independent Director on the Board of DCM Nouvelle Limited. The appointment shall be for a period of five (5) consecutive years commencing from date of first appointment on the Board, and he shall not be liable to retire by rotation during this tenure.	Mr. Rajinder Khanna, IPS (Retd.) shall be appointed as a Non-Executive Independent Director on the Board of DCM Nouvelle Limited. The appointment shall be for a period of five (5) consecutive years commencing from date of first appointment on the Board, and he shall not be liable to retire by rotation during this tenure.

Expertise in specific functional areas	Mr. Deepak Sood has expertise in corporate and public affairs, public policy and government relations, industrial and infrastructure sectors, and institutional leadership. He has led premier industry bodies, driven policy advocacy, advised stakeholders, and managed large, multi-geography teams with strong governance and strategic insight.	Mr. Rajinder Khanna has deep expertise in national security, strategic intelligence, internal security, and law enforcement. His experience includes policy formulation at the highest levels of Government, Security Strategy and risk assessment, intelligence operations, inter-agency coordination, crisis management, and advisory roles within the National Security Council Secretariat, including service as Additional National Security Advisor.
Details of Remuneration last drawn	Not Applicable	Not Applicable
Details of Remuneration sought to be paid	Sitting fees for attending Board and Committee Meetings, if any, where he is a member.	Sitting fees for attending Board and Committee Meetings, if any, where he is a member.
Number of Board meetings attended during the last Financial Year	None	None
Directorships held in other Companies (excluding Foreign Companies)	None	Independent Director at Gujarat Mineral Development Corporation Limited (GMDC Ltd.).
Listed Entities from which he has resigned as Director in past 3 years	None	None
Memberships/Chairmanships of Committees of other Companies	None	Chairperson of Nomination and Remuneration Committee of GMDC Ltd. Member of Risk Management Committee of GMDC Ltd.
Number of Equity Shares held in the Company	None	None
Inter-se relationship between Director/Manager and other Key Managerial Personnel (KMPs) of the Company	Not related to any Director & Key Managerial Personnel of the Company	Not related to any Director & Key Managerial Personnel of the Company
Stock Option	None	None