

NOTICE

Notice is hereby given for the 36th Meeting of the Board of Directors of the Company scheduled to be held as under.

Day: Tuesday

Date: February 04, 2025

Time: 04:00 P.M.

Venue: Royal Plaza, Ashoka Road, New Delhi

Mode: Physical Mode Only

AGENDA

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4.	To consider and take note of the minutes of the previous meetings of the Audit Committee, Nomination & Remuneration Committee, Corporate & Social Responsibility Committee held on November 14, 2024.	9
5.	To consider and take note of the minutes of the Audit Committee and Board meeting of DCM Nouvelle Specialty Chemicals Limited, a subsidiary of the Company, held on November 14, 2024 and December 13, 2024.	10
6.	To consider and ratify / confirm the resolutions passed by circulation dated December 27, 2024.	11-12
B. Various Quarterly Statutory Compliances		
7.	<p>To consider and take note of the following Report(s)/ Certificate(s)/ and other Compliances for the quarter ended December 31, 2024-:</p> <p>A. Reconciliation of Share Capital Audit Report.</p> <p>B. Compliance Report cum Certificate of the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.</p> <p>C. Information to the Board in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p>	13-16

	<p>D. Compliance Certificate in pursuance to Regulation 17(3) of SEBI (LODR) Regulations, 2015</p> <p>E. Investors Complaints</p> <p>F. Compliance Report on Corporate Governance</p> <p>G. The details of Demat, Remat, Transmission & Duplicate Share</p>	
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9.	To consider and review the performance of the Company and approve the Unaudited financial results (both standalone as well as consolidated) of the Company for the Quarter and Nine Months ended December 31, 2024.	18
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Place: New Delhi

Date: 27.01.2025

Sd/-

**Sandeep Kumar Jain
Chief Financial Officer**

Circulated to:

Dr. Meenakshi Nayar	Chairperson
Dr. Vinay Bharat Ram	Whole-Time Director
Mr. Hemant Bharat Ram	Managing Director
Mr. Jitendra Tuli	Director
Mr. Kulbir Singh	Director
Mr. Rakesh Goel	Director
Mr. Vivek Chhachhi	Director

By Invitation:

Mr. Vivek Kaushal	Chief Executive Director
Mr. Sandeep Kumar Jain	Chief Financial Officer

Agenda Notes

A. Routine Matters

- 1. To consider and nominate the Chairman of the meeting in absence of Chairperson of the Board.**

The Chairperson of the Board may chair the Board. In case of absence of the Chairperson, the members of the Board may nominate one among them to chair the meeting.

2. To consider and grant leave of absence to the Director(s), if any, and to confirm the quorum.

Leave of absence, if any, may be granted to those Director(s) who is/are unable to attend the meeting and seek leave of absence.

The Chairperson may confirm the presence of quorum in the meeting and proceed further.

3. To consider and take note of the minutes of the previous meeting of the Board of Directors held on November 14, 2024.

Minutes of the previous meeting of the Board of directors of the Company held on November 14, 2024 are attached and marked as A-1.

The Board may consider and take note of the same.

4. To consider and take note of the minutes of the previous meetings of the Audit Committee, Nomination & Remuneration Committee, Corporate & Social Responsibility Committee held on November 14, 2024.

Minutes of the previous meetings of the Audit Committee, Nomination & Remuneration Committee, Corporate & Social Responsibility Committee held on November 14, 2024 are attached and marked as A-2.

The Board may consider and take note of the same.

5. **To consider and take note of the minutes of the Audit Committee and Board meeting of DCM Nouvelle Specialty Chemicals Limited, a subsidiary of the Company, held on November 14, 2024 and December 13,2024.**

Minutes of the previous meeting of the Audit Committee and Board meeting of DCM Nouvelle Specialty Chemicals Limited, a subsidiary of the Company, held on November 14, 2024 and December 13,2024 are attached and marked as A-3.

The Board may consider and take note of the same.

6. To consider and ratify / confirm the resolutions passed by circulation dated December 27, 2024.

The Board is informed that the following resolution was passed by the Directors via circulation dated December 27, 2024, marked as A-4 and approved by all the Directors of the Company.

“RESOLVED THAT the consent of the Board be and is hereby accorded to accept the resignation of Mr. Mohd Sagir (Membership. No. F11061) from the post of Company Secretary, and Key Managerial Personnel (KMP) of the Company, with effect from 31.12.2024.

RESOLVED FURTHER THAT Mr. Mohd Sagir (Membership. No. F11061), be and is hereby ceased from the Post of Compliance Officer and Deputy Nodal Officer of the Company with effect from 31.12.2024.

RESOLVED FURTHER THAT all powers granted to Mr. Mohd Sagir, to act on behalf of, or to represent, the Company as a Company Secretary, Compliance officer or in any other capacity to exercise actual or apparent authority to act in any manner whatsoever on behalf of the Company be and is hereby withdrawn, revoked, and rescinded.

RESOLVED FURTHER THAT the Board places on record its appreciation for the invaluable contribution by Mr. Mohd Sagir during his tenure as the Company Secretary of the company.

RESOLVED FURTHER THAT pursuant to the requirement of the Companies Act, 2013 and rules made thereunder, the company do file necessary forms/documents with the Registrar of Companies, NCT Delhi & Haryana within due time limit to update the records of the company with the Registrar and that Mr. Sandeep Kumar Jain, Chief Financial Officer of the company be and is hereby authorised to do all such acts and deeds as may be necessary in this regard.”

Approval of the circular Resolution No- BM/04/2024-25

Sl. No	Name of Director	Assent/dissent	Date of approval
1.	Mr. Vivek Chhachhi	Assent	30.12.2024
2.	Mr. Kulbir Singh	Assent	30.12.2024
3.	Mr. Chetan Prakash Jain	Assent	30.12.2024
4.	Mr. Jitendra Tuli	Assent	30.12.2024
5.	Mr. Hemant Bharat Ram	Assent	30.12.2024

The Board may consider and confirm the same.

B. Various Quarterly Statutory Compliances

7. To consider and take note of the following Report(s)/ Certificate(s)/ and other Compliances for the quarter and nine month ended December 31, 2024.

Items	Regulations	Annexure	Remarks
A. Reconciliation of Share Capital Audit Report			
	In terms of SEBI Circular No. D&CC/FITTC/CIR-16/2002 dated 31-12-2002 read with Circular No. CIR/MRD/DP/30/2010 dated 6-9-2010, the Company is required to submit the Reconciliation of Share Capital Audit Report from a Practicing Company Secretary on a quarterly basis with the Stock Exchange (s) and place the same before the Board.	Reconciliation of Share Capital Audit Report issued by M/s Pragnya Pradhan & Associates, Practicing Company Secretary, for the quarter ended December 31, 2024, as submitted with the Stock Exchange(s) is attached and marked as <u>A-5</u>	The Board may consider and take note of the said Reconciliation of Share Capital Audit Report.
B. Compliance Report cum Certificate of the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information			
	As per provisions of "Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" (" Codes "), a certificate certifying that all procedures prescribed under Codes had been complied with and no contravention of the said Codes or reportable incident had been noticed, should be placed on quarterly basis.	A certificate for the quarter ended December 31, 2024 is attached and marked as <u>A-6</u>	The Board may consider and take note of the said Report cum Compliance Certificate.

C. Minimum Information to the Board		
<p>In pursuant to the Regulation 17(7) of SEBI listing Obligations and Disclosure Requirements) Regulations, 2015, a report on certain information on Corporate Governance with respect to details, if any, on show cause notices received, fatal accidents, foreign exchange exposures or any other material information should be placed before</p>	<p>A report on information for the quarter ended December 31, 2023 is attached and marked as <u>A-Z</u></p>	<p>The Board may consider and take note of the said Compliance Certificate.</p>
D. Compliance Certificate in pursuance to Regulation 17(3) of SEBI (LODR) Regulations, 2015		
<p>In pursuant to Regulation 17(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations), the Compliance Certificate certifying the adherence of all the applicable laws, orders, regulations and other legal requirements of the Central, State and other Government and Local Authorities concerning the business and affairs of the Company should be placed on quarterly basis.</p>	<p>A certificate on the same by Chief Executive Officer (Textiles) for the quarter ended December 31, 2024. A copy of the same is attached and marked as <u>A-8</u></p>	<p>The Board may consider and take note of the same.</p>
E. Investors Complaints		

<p>As per Regulation 13(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to submit to the Stock Exchanges i.e., BSE & NSE, a Statement of Investor Complaints within 30 days from the end of the quarter.</p> <p>No investor complaint pending for redressal as on December 31, 2024.</p>	<p>The Statement of Investor Complaints for the quarter ended December 31, 2024 has been filed with the Stock Exchanges. A copy of the same is attached and marked as <u>A-9</u></p>	<p>The Board may consider and take note of the same.</p>
<p>F. Compliance Report on Corporate Governance</p>		
<p>In pursuant to provisions of Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), a Quarterly Compliance Report on Corporate Governance stating the details like Composition of board and its committee, dates of meeting of board & its committee and material related party transaction, if any, as per the relevant provisions of SEBI Listing regulations, shall be filed within 30 days from the close of the quarter to the stock exchanges and should be placed before the board on quarterly basis.</p>	<p>The Company is in compliance with the requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to Corporate Governance.</p> <p>The Quarterly Compliance Report on Corporate Governance for the quarter and nine months ended December 31, 2024 has been filed with the Stock Exchanges. A copy of the same is attached and marked as <u>A-10</u></p>	<p>The Board may consider and take note of the above.</p>
<p>G. Details of Demat, Remat, Duplicate Share Certificates & Transmission</p>		

<p>A statement containing details of dematerialization, re-materialization, transmission of equity shares of the Company and issue of duplicate share certificates (Letter of Confirmations) during the quarter and nine months ended December 31, 2024, as received from the Registrar and Transfer Agent is required to be placed on quarterly basis</p>	<p>A statement will be placed during the meeting.</p>	<p>The Board may consider review and take note of the above</p>
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C. Review of Operations and Financial Statements/Results etc.

8. **To take note of the Unaudited Financial Results for the Quarter and Nine Months ended December 31, 2024 of the unlisted subsidiary namely DCM Nouvelle Specialty Chemicals Limited.**

The Board is informed that unaudited financials result for the Quarter and Nine Months ended December 31, 2024 of the unlisted subsidiary namely DCM Nouvelle Specialty Chemicals Limited are required to be reviewed and take note by the Board for consolidation pursuant to Section 129 (3) of the Companies Act, 2013, read with the applicable Rules thereon.

In this regard, the Unaudited Quarterly Financial Results for the Quarter and Nine Months ended December 31, 2024 shall be circulated before the meeting.

The Board is requested to consider, review, and take note of the same and may pass the following resolution:

"RESOLVED THAT Pursuant to Section 129 (3) of the Companies Act, 2013, read with the applicable Rules thereon, the Unaudited Financials for the Quarter and Nine Months ended December 31, 2024 of the unlisted subsidiary namely DCM Nouvelle Specialty Chemicals Limited be and are hereby reviewed and taken note thereof."

9. To consider and review the performance of the Company and approve the Unaudited financial results (both standalone as well as consolidated) of the Company for the quarter and nine months ended December 31, 2024.

As per Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board of Directors is to consider, review and approve the un-audited financial results, which shall be signed by the Chairperson or the Managing Director or the Whole-Time Director, for every quarter of the financial year. Such quarterly results, as approved by the Board, are to be reviewed by the Statutory Auditors within the period of forty-five days of the end of each quarter.

The un-audited financial results are to be announced to the Stock Exchanges immediately after the Board Meeting and are to be published in Newspapers within a period of 48 hours hereof.

A copy of the unaudited financial results, will be circulated to the Board before the Meeting. The Audit Committee at its meeting scheduled to be held prior to the Board meeting, shall consider, and review the financial results. The recommendation of the Audit Committee shall be apprised to the Board at the meeting.

A Certificate from the CEO and CFO in the prescribed format as required under Regulation 33(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached and marked as A-11 confirming that the un-audited quarterly financial statements are correct, sufficient, and credible.

Before considering the financial results, the Board of Directors shall review the performance of the Company. A presentation regarding the performance of the Company shall be made at the meeting.

The Board may consider and (a) review the performance of the Company during the Quarter and Nine Months ended December 31, 2024; and (b) approve the Unaudited Financial Results (both Standalone as well as Consolidated) for the Quarter and Nine months ended December 31 2024.

D. Corporate Social Responsibility related matter

- 10. To Consider, review and approve the modification in the Annual Action Plan for the FY 2024-25 as may be recommended by the CSR Committee.**

The Board is informed that in the previous meeting an Annual Action Plan for the FY 2024-25 for extending CSR Funds of Rs. 1.26 crore was approved by the Board as recommended by the CSR Committee.

The Board is further informed in view of clear visibility of expenses towards CSR Obligation of the Company, it is proposed to modify the Annual Action Plan for CSR programme for the FY 2024-25 to include the ongoing project of Rs. 75,11,000/- Lacs (Rs. Seventy-Five Lacs Eleven Thousand only). The Draft modified Annual Action plan is annexed herewith and marked as A-12.

The Board is further informed that Company has received proposals under CSR Activities from **H.T.M. Educational Society (HTM), Hisar**, an MCA registered implementing agency (CSR No: CSR00015865), which will be placed before the meeting for Promoting education, including renovation of school and auditorium & allied work as ongoing project for 3 Years (FY 2024-25, 2025-26 & 2026-27); and the said CSR activities is as specified in CSR Policy as per Scheduled VII of the Companies Act, 2013.

The details of the ongoing project i.e., multi-year project that the company undertakes to fulfil its CSR obligation within three years, excluding the financial year it was commenced are as follows :-

Supporting Expenses for renovation of H.T.M Educational Society (HTM), Auditorium & Allied work at Hisar.

Sr.no.	Description of the works	Amount	GST 18%	Total Amount (Including GST)
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1	Providing & Fixing of Prepolished Kota Stone tiles 25 mm thick Size , 23"x23" flooring with Epoxy grout filling in joints in HTM School for Classrooms & Veradah.	20,74,775	3,73,460	24,48,235
2	Civil Retrofitting & Renovation work for Auditorium stands area (Flooring , plastering of walls, Paint work)	36,51,143	6,57,206	43,08,349
3	Electrical work for Auditorium stands area & allied areas	6,39,335	1,15,080	7,54,415
	Total	63,65,254	11,45,746	75,11,000

The Board is further informed that any amount remaining unspent under sub-section (5), pursuant to any ongoing project, fulfilling such conditions as may be prescribed, undertaken by a company in pursuance of its Corporate Social Responsibility Policy, shall be transferred by the company within a period of thirty days from the end of the financial year to a special account to be opened by the company in that behalf for that financial year in any scheduled bank to be called the "Unspent Corporate Social Responsibility Account", and such amount shall be spent by the company in pursuance of its obligation towards the Corporate Social Responsibility Policy within a period of three financial years from the date of such transfer, failing which, the company shall transfer the same to a Fund specified in Schedule VII, within a period of thirty days from the date of completion of the third financial year.

The Board is further informed that the above proposals received from H.T.M Educational Society (HTM), Hisar, for Rs. 75,11,000/- Lacs (Rs. Seventy Five Lacs Eleven Thousand only) under CSR obligations is for Promoting education, including renovation of school and auditorium & allied work as ongoing project for 3 Years (FY 2024-25, 2025-26 & 2026-27); The Board may consider the recommendation of the CSR Committee and approve the annual action plan for financial year 2024-25 including the aforesaid ongoing project and may pass the following resolution :

"RESOLVED THAT in pursuant to section 135 of the Companies Act, 2013 and other applicable provisions including any modification or re-enactment thereof, on the recommendation of the CSR Committee, the approval of the Board be and is hereby accorded to the revised annual action plan for the financial year 2024-25 including the ongoing project for an amount of Rs. 75,11,000/- Lacs (Rs. Seventy-Five Lacs Eleven Thousand only) as CSR obligations of the Company for Promoting education, including renovation of school and auditorium & allied work as ongoing project for 3 Years (FY 2024-25, 2025-26 & 2026-27); under CSR Activities in accordance with Schedule VII of the Companies Act, 2013."

E. Other important matter

11. To open an account with Trade Receivable Discounting System Platform for MSME Compliance.

Ministry of Micro, Small and Medium Enterprises has notified that all the companies registered under the Companies Act, 2013 with a turnover of more than 250 crore shall be required to get themselves onboarded on the Trade Receivable Discounting System Platform before March 31, 2025.

Therefore, It is proposed to open an account with A.TREDS Limited (a joint venture between Axis Bank and mjunction services) and authorize the Authorised Persons for availing all the facilities offered by A.TREDS Limited (a joint venture between Axis Bank and mjunction services) from time to time in respect / in the operation of the account opened and execution of documents as required by A.TREDS Limited (a joint venture between Axis Bank and mjunction services) from time to time.

The Board of Directors may consider and pass the following resolution:

“Resolved that Company do open an Account in its name **DCM Nouvelle Limited** with **A.TREDS Limited** having registered office at Axis House, C-2, Wadia International Centre, P. B. Marg, Worli, Mumbai, Maharashtra – 400 025 and **Mr. Hemant Bharat Ram, Managing Director of the company and Mr. Vivek Kaushal, Chief Executive Officer of the company** do hereby severally authorized to sign and deliver necessary Application Forms, Master Agreement, Declarations and other Documents thereof as required from time to time and generally do all such acts and deeds and submit documents as may be required by A.TREDS Limited in connection with opening and operating the Account from time to time AND that the Company do accept all the terms and conditions applicable for the Account as may be contained in the Application Forms, Master Agreement and displayed on the www.invoicemart.com ("Website") or any other

terms and conditions as may be notified by A.TREDS Limited from time to time in connection with the provision of products and services offered in respect of the Account.

RESOLVED FUTURE THAT A.TREDS Limited be instructed to create User ID in the TREDS platform for operation of the account like upload of invoice, creation of FU, acceptance of FU for payment on due date, acceptance of bid etc. in the name of the Company. **Mr. Vivek Kaushal, Chief Executive Officer of the company and Mr. Sandeep Kumar Jain, Chief Financial Officer of the company** be and are hereby jointly authorised to have User ID on TREDS Platform and aforesaid authorised persons be and hereby jointly authorised with administration rights to create User ID including but not limited to filling up and updating personal details, mobile no., etc. for other personnel of the company as required by the company from time to time to operate the account and conduct transactions on TREDS platform. The Company do convey to A.TREDS Limited that all the operations done under the User ID of the Company created by TREDS as well as under User ID and/or Login ID created by the above authorised persons of the Company in respect of the account to be operated on TREDS platform are binding on the Company notwithstanding any fraud, negligence, allowing unauthorized use, failure to maintain confidentiality of Login id and / or Password or default on the part of the authorized Official(s) or other Personnel in the operation of the Account on TREDS Platform and the Company agrees to hold A.TREDS Limited harmless and its interest protected for all actions done on TREDS platform and shall not hold A.TREDS Limited liable for any such unauthorized or fraudulent action.

RESOLVED FURTHER THAT foregoing Resolutions certified to be true copies be furnished to A.TREDS Limited by any Director or Chief Financial Officer or Company Secretary and it be requested to act thereon.”

12. To consider and authorize for signing the bank credit facilities renewal.

It is informed that the company is availing the credit facilities from PNB, MCC, Hisar for day-to-day operations. The same is due for renewal and the company will submit the renewal proposal with the bank.

The Board may consider and pass the following resolutions authorizing the following persons for signing the loan documents:

RESOLVED THAT the Company do hereby apply for Renewal of following credit facilities from Punjab National Bank (PNB), MCC, Delhi Road, Hisar or any other bank and accept the terms and conditions stipulated in the sanction letter to be issued by the PNB/ other bank.

(I) Working Capital Facilities

Rs. In Lacs

Particulars	Existing Limit			Propo sed Limit	Total
	PNB	HDFC	Total (PNB/HDFC)	PNB/H DFC	PNB/HDFC
Fund based					
Cash Credit	6000	1000	7000		7000
(WC DL)	(3600)	(600)	(4200)		(4200)
Packing Credit/PCFC	8200	1000	9200		9200
FOBNLC/FOUBNLC/FOBP	10000	3000	13000		13000
(CC Pledge)		(2000)	(2000)		(2000)

Total Fund Based	24200	5000	29200		29200
Non fund based					
Letter of Credit	4800	0	4800		4800
Letter of Guarantee	200	0	200		200
Total Non-Fund Based	5000	0	5000		5000
Existing Term Loans	8162.77	0	8162.77		8162.77
Total Term Loan	8162.77	0	8162.77		8162.77
Total Commitment	37362.77	5000	42362.77		42362.77

B. RESOLVED THAT Term Loan of Rs. 13140 lacs (outstanding Rs. 8162.77 lacs), respectively be and is hereby secured / to be secured by way of first charge on existing as well as future block of assets of Textile Division of the Company at Hisar.

C.RESOLVED THAT the above working capital and term loan facilities be and hereby secured/to be secured by way of:

For Working Capital Limits (FBWC/Pre & Post Shipment):

Hypothecation of all the current assets of the company including book debts, raw materials, stores, spares, stock in process and finished goods which now or hereinafter from time to time during the continuance of the security of these presents be brought in or be in or about their premises or godown wherever else the same may be debts outstanding, decrees, money receivable, claims contracts, engagements, investments, rights and other movables assets of Textile Division at Hisar for securing the working capital borrowings in the ordinary course of business .

b. For Term Loan Facilities :

- i. First pari pasu charge, as the case may be, on existing as well as future block of assets of Textile Division at Hisar (including equitable mortgage of Land & Building of Textile Division on land admeasuring 267 acre).
- ii. 2nd charge on current assets of Textile Division at Hisar

RESOLVED FURTHER THAT the company do execute all security documents including loan agreement, Deed of Hypothecation, undertaking / indemnity and all such other deed and documents as may be required in connection with availing the working capital facilities in terms of sanction letter of PNB/ the Bank(s).

RESOLVED FURTHER THAT Dr. Meenakshi Nayar, Chairperson and Mr. Hemant Bharat Ram, Managing Director of the Company be and are hereby severally authorized to accept the term and conditions of renewal / enhancement of cash credit/ other limits as per sanction by PNB/ the Bank(s) and convey the acceptance of the term and conditions of the same on behalf of company and also agree to such changes and modifications in the said term and conditions as may be suggested and acceptable to PNB/ the Bank(s) from time to time and to execute such deeds documents and other writings as ay be required for this purpose.

RESOLVED FUTHER THAT Dr. Meenakshi Nayar, Chairperson and Mr. Hemant Bharat Ram, Managing Director of the Company be and are hereby jointly or severally authorized to finalize, accept and settle on behalf of the company all such deeds and documents as and when be necessary for availing the various credit facilities.

RESOLVED FUTHER THAT Dr. Meenakshi Nayar, Chairperson and Mr. Hemant Bharat Ram, Managing Director of the Company be and are hereby severally authorized to sign and execute the letters of undertaking /indemnity, declarations, agreements, all security documents including loan agreement, Deed of Hypothecation, undertaking and all such other deed and documents and other papers which the company may be required to sign for availing the above Working Capital and Term Loan facilities and, if so, required the common seal of the company, if necessary, be affixed on the documents in the presence of Mr. Sandeep Kumar Jain, Chief Financial Officer of the Company who shall sign the same in token thereof.

RESOLVED FURTHER THAT Dr. Meenakshi Nayar, Chairperson and Mr. Hemant Bharat Ram, Managing Director of the Company be and are hereby severally authorized to appear at PNB/ the Bank(s) and deposit all title deeds of the company's immovable properties at Hisar and to make declaration on behalf of the company that the said deposit has been made with intend to crate security by way of mortgage thereon in favour of PNB/ the Bank(s) .

RESOLVED FURTHER THAT Dr. Meenakshi Nayar, Chairperson and Mr. Hemant Bharat Ram, Managing Director of the Company be and are hereby severally authorized to state on behalf of the Company to PNB/ the Bank(s) that the said title deed so deposited is the only document relating to said immovable property and that company has a clear and marketable title on the said immovable properties.

RESOLVED FURTHER THAT Mr. Sandeep Kumar Jain, Chief Financial Officer of the company be and is hereby authorized to file & sign the requisite particulars including filing of forms relating to charges / modification of charges in connection with said mortgage of title deed and hypothecation of immovables in favour of PNB/ the Bank(s) with ROC, New Delhi within the prescribed time by law.

RESOLVED FURTHER THAT copy of above resolution duly signed by any one of Mr. Sandeep Kumar Jain, Chief Financial Officer of the Company be furnished to PNB/ the Bank(s) and to request to act thereon.”

13. Any other item with the permission of the Chair and consent of the majority of the directors present in the meeting.