

NOTICE

Notice is hereby given for the 35th Meeting of the Board of Directors of the Company scheduled to be held as under.

Day: Monday

Date: November 11, 2024

Time: 02:00 P.M.

Venue: Royal Plaza, Ashoka Road, New Delhi

Mode: Physical/ VC Mode

AGENDA

SL. No	Particulars of agenda items	Page No.
A. Routine Matters		
1.	To consider and nominate the Chairman of the meeting in absence of Chairperson of the Board.	6
2.	To consider and grant leave of absence to the Directors, if any, and to confirm the quorum.	7
3.	To consider and take note of the minutes of the previous meeting of the Board of Directors held on July 29, 2024.	8

4.	To consider and take note of the minutes of the previous meetings of the Audit Committee, Nomination & Remuneration Committee, Stakeholder relationship Committee and Risk Management Committee held on July 29, 2024.	9
5.	To consider and take note of the minutes of the Audit Committee meeting of DCM Nouvelle Specialty Chemicals Limited, subsidiary of the Company held on July 29, 2024.	10
6.	To consider and take note of the minutes of the Board meeting of DCM Nouvelle Specialty Chemicals Limited, subsidiary of the Company held on October 23, 2024.	11
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 September 30, 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Regulate, Monitor and Report Trading by Designated Persons and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.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> <p>D. Compliance Certificate received from the Whole-time director of the Company</p> <p>E. Investors Complaints</p>	12-14

	F. Compliance Report on Corporate Governance G. The details of Demat, Remat, Transmission & Duplicate Share H. Structural Digital Database compliance certificate	
C. Review of Operations and Financial Statements/Results etc.		
8.	To take note of the Unaudited financial results for the Quarter and Half year ended September 30, 2024, of the unlisted subsidiary namely DCM Nouvelle Specialty Chemicals Limited.	15
9.	To consider and review the performance of the Company and approve the Unaudited financial results (standalone as well as consolidated) of the Company for the Quarter and Half year ended September 30, 2024.	16
D. Other matter		
10.	Any other item with the permission of the Chair and consent of the majority of the directors present in the meeting.	17

Place: New Delhi
Date: 04.11.2024

Sd/-
Mohd Sagir
Company Secretary

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

Mr. Sandeep Kumar Jain

Chief Executive Officer

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 July 29, 2024.

Minutes of the previous meeting of the Board of Directors of the Company held on July 29, 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, Stakeholder relationship Committee and Risk Management Committee held on July 29, 2024.

Minutes of the previous meetings of the Audit Committee, Nomination & Remuneration Committee, Stakeholder relationship Committee and Risk Management Committee held on July 29, 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 meeting of the DCM Nouvelle Specialty Chemicals Limited, subsidiary of the Company held on July 29, 2024.

Minutes of the Audit Committee meeting of the DCM Nouvelle Specialty Chemicals Limited, subsidiary of the Company held on July 29, 2024 are attached and marked as A-3.

The Board may consider and take note of the same.

6. To consider and take note of the minutes of the Board meeting of the DCM Nouvelle Specialty Chemicals Limited, subsidiary of the Company held on October 23, 2024.

Minutes of the Audit Committee & Board meeting of the DCM Nouvelle Specialty Chemicals Limited, subsidiary of the Company held on October 23, 2024 are attached and marked as A-4.

The Board may consider and take note of 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 half year ended September 30, 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	Reconciliation of Share Capital Audit Report issued by M/s Pragnya Pradhan & Associates, Practicing Company Secretary, for the quarter ended September 30, 2024, as submitted with the Stock Exchange(s) is		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	A certificate for the quarter ended September 30, 2024 is attached and marked as <u>A-5</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</p>	<p>A report on information for the quarter ended September 30, 2024 is attached and marked as <u>A-6</u></p>	<p>The Board may consider and take note of the said Compliance Certificate.</p>
<p>D. Compliance Certificate in pursuance to Regulation 17(3) of SEBI (LODR)</p>		
<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</p>	<p>A certificate on the same by the Chief Executive Officer (Textiles) for the quarter ended September 30, 2024. A copy of the same is attached and marked as <u>A-7</u></p>	<p>The Board may consider and take note of the same.</p>
<p>E. Investors Complaints</p>		
<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 21 days from the end of the quarter.</p> <p>No investor complaint pending for</p>	<p>The Statement of Investor Complaints for the quarter ended September 30, 2024 has been filed with the Stock Exchanges. 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>
<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</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 ended September</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 during the quarter ended September 30, 2024, as received from the Registrar and Transfer Agent is</p>	<p>A statement is attached and marked as <u>A-9</u></p>	<p>The Board may consider review and take note of the above</p>

C. Review of Operations and Financial Statements/Results etc.

- 8. To take note of the Unaudited financial results for the quarter and half year ended September 30, 2024 of the unlisted subsidiary namely DCM Nouvelle Specialty Chemicals Limited.**

The Board is informed that unaudited financials result for the quarter and half year ended September 30, 2024 of the unlisted subsidiary namely DCM Nouvelle Specialty Chemicals Limited are required to be reviewed and taken 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 half year ended September 30, 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 half year ended September 30, 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 (standalone as well as consolidated) of the Company for the quarter and half year ended September 30, 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 (Textiles) 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-10 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 half year ended September 30, 2024; and (b) approve the unaudited financial results (standalone as well as consolidated) for the quarter and half year ended September 30, 2024.

D. Other important matter

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