

NOTICE

Notice is hereby given for the 34th Meeting of the Board of Directors of the Company scheduled to be held as under.

Day: Monday

Date: July 29, 2024

Time: 03:15 P.M.

Venue: Royal Plaza, Ashoka Road, New Delhi

Mode: Physical Mode Only

AGENDA

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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 May 28, 2024.	8
4.	To consider and take note of the minutes of the previous meetings of the Audit Committee, Risk Management Committee, & Nomination & Remuneration Committee, held on May 28, 2024.	9
5.	To consider and take note of the minutes of the Board meetings of DCM Nouvelle Specialty Chemicals Limited, subsidiary of the Company held on May 28, 2024 & July 08, 2024.	10
B. Various Quarterly Statutory Compliances		
6.	<p>To consider and take note of the following Report(s)/ Certificate(s)/ and other Compliances for the quarter ended June 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Regulate, Monitor and Report Trading by Designated Persons and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.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> <p>F. Compliance Report on Corporate Governance</p> <p>G. The details of Demat, Remat, Transmission, Duplicate Certificates</p>	11-13

C. Review of Operations and Financial Statements/Results etc.		
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14.	To consider and fix the date of the Annual General Meeting and issue Notice for the same.	27-30
15.	To consider and approve re-appointment of Mr. Rakesh Goel as a Director of the Company whose period of office shall be liable to determination by retirement by rotation.	31-32
16.	Any other item with the permission of the Chair and consent of the majority of the directors present in the meeting.	33

Place: New Delhi
Date: 22.07.2024

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	Whole-time Director
Mr. Vivek Chhachhi	Director

By Invitation:

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

Agenda Notes

A. Routine Matters

- 1. To consider and nominate the Chairperson 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 May 28, 2024.

Minutes of the previous meeting of the Board of directors of the Company held on May 28, 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, Risk Management Committee and Nomination & remuneration Committee held on May 28, 2024.**

Minutes of the previous meetings of the Audit Committee, Risk Management Committee and Nomination & remuneration Committee held on May 28, 2024, is 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 Board meetings of the DCM Nouvelle Specialty Chemicals Limited, subsidiary of the Company held on May 28, 2024 & July 08, 2024.**

Minutes of the Board meetings of the DCM Nouvelle Specialty Chemicals Limited, subsidiary of the Company held on May 28, 2024 & July 08, 2024 are attached and marked as A-3.

The Board may consider and take note of the same.

B. Various Quarterly Statutory Compliances

6. To consider and take note of the following Report(s)/ Certificate(s)/ and other Compliances for the quarter ended June 30, 2024.

Items	Regulations	Annexure	Remarks
1. 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 June 30, 2024, as submitted with the Stock Exchange(s) is attached and marked as <u>A-4</u>	The Board may consider and take note of the said Reconciliation of Share Capital Audit Report.
2. 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 June 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.

3. 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 the board on quarterly basis</p>	<p>A report on information for the quarter ended June 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>
4. 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 for the quarter ended June 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>
5. 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 21 days from the end of the quarter.</p> <p>There is one investor complaint pending for redressal as on June 30, 2024.</p>	<p>The Statement of Investor Complaints for the quarter ended June 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>

6. Compliance Report on Corporate Governance		
<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 21 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 ended June 30, 2024 has been filed with the Stock Exchanges.</p> <p>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 above.</p>
7. Details of Demat, Remat, Duplicate Share Certificates & Transmission		
<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 June 30, 2024, as received from the Registrar and Transfer Agent is required to be placed</p>	<p>A copy of the same shall be placed during the meeting</p>	<p>The Board may consider review and take note of the above</p>

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

7. To take note of the Unaudited financial results for the quarter ended June 30, 2024 of the unlisted subsidiary namely DCM Nouvelle Specialty Chemicals Limited.

The Board is informed that unaudited financials result for the quarter ended June 30, 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 ended June 30, 2024 shall be circulated before the meeting.

The Board is requested to consider and take note 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 ended June 30,2024 of the unlisted subsidiary namely DCM Nouvelle Specialty Chemicals Limited be and are hereby, taken note thereof."

8. 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 ended June 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 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 ended June 30, 2024; and (b) approve the unaudited financial results (standalone as well as consolidated) for the quarter ended June 30, 2024.

D. Cost Audit & Auditors related matter

- 9. To consider and approve the Cost Statements and Annexures to the Cost Auditors Report of the Company for the year ended March 31, 2024 and take note of the Cost Audit Report.**

The Cost Statements and Annexures to the Cost Auditors Report together with the draft Cost Audit Report for the financial year ended March 31, 2024 received from M/s. KG Goyal & Associates Cost Accountants, Jaipur, are attached and marked as A-11.

The board is informed that there is no qualification in the draft Cost Audit Report for the year ended March 31, 2024.

In this regard, on the recommendation of Audit Committee, the Board may consider, review, and approve the Cost Statements and Annexures to the Cost Auditors Report and take note of the aforesaid draft Cost Audit Report for the year ended March 31, 2024 and pass the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013, read with Rule 6 of the Companies (Cost records and Audit) Rules, 2014, Cost Statements and Annexures to the Cost Auditors Report for the year ended March 31, 2024, as placed before the Board, be and is hereby approved and Mr. Vivek Kaushal, Chief Executive Officer be and is hereby authorized to sign the Cost Statements and Annexures to the Cost Auditors Report for and on behalf of the Board, and submit the same to the Cost Auditors for their report thereon.”

10. To consider and appoint Cost Auditor of the Company for the financial year 2024-25.

The Board is informed that pursuant to section 148 of the Companies Act, 2013 read with Rule 3 and 4 of the Companies (Cost Records and Audit) Rules, 2014, the Company is required to appoint a Cost Auditor for audit of Cost Records of the Company for the financial year 2024-25.

The Board is further informed that M/s. KG Goyal & Associates, Cost Accountants, Jaipur are the existing Cost Auditors of the Company and their services are satisfactory. Hence, it is proposed to re-appoint M/s. KG Goyal & Associates, Cost Accountants, Jaipur as Cost Auditors of the Company to conduct the audit of Cost records of the Company for the financial year 2024-25.

The Consent letter received from M/s. KG Goyal & Associates, Cost Accountants, Jaipur to the effect that they are eligible to be re-appointed as the Cost Auditors of the Company together with a letter of independence as per requirement is attached and marked as A-12.

In this regard, on the recommendation of Audit Committee, the Board may consider the same and appoint M/s. KG Goyal & Associates, Cost Accountants, Jaipur as Cost Auditors of the Company and pass the following resolution.

The Board is requested to consider and take note of the same.

“RESOLVED THAT pursuant to the recommendation of the Audit Committee, the Board of Directors of the Company do hereby approve the appointment of M/s. KG Goyal & Associates, Cost Accountants, Jaipur, as the Cost Auditors of the Company, to conduct the Cost Audit for the financial year ending March 31, 2025 at a remuneration of Rs. 65,000/-(Rupees Sixty Five thousand only) plus applicable taxes besides reimbursement of out-of-pocket expenses incurred by them in the conduct of such Audit, subject to approval of such remuneration by the shareholders under section 148 of the Companies Act, 2013.”

E. Performance Evaluation

11. To consider, discuss and evaluate the performance of the independent director(s) of the Company.

In terms of Clause VIII of Schedule IV of Companies Act, 2013 and Regulation 25(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation of Independent Directors is to be done by the entire Board of Directors, excluding the Director being evaluated.

The Board may accordingly consider and evaluate the performance of Independent Directors as per the Nomination and Remuneration Policy and evaluation criteria adopted by the Company.

F. Other Important Matters

12. To consider, review the Environmental, Social, and Governance (ESG) Framework for the Company.

The Board is informed that as a responsible corporate citizen, our Company is acutely aware of its environmental and societal responsibilities. The Company firmly embraces the conviction that the integration and adherence to **Environmental, Social, and Governance** (ESG) principles within our business operations are paramount in fostering resilience, nurturing an inclusive culture, and generating enduring value for all stakeholders.

The Board is further informed that the Company is meticulously assessing opportunities and risks, formulating both short-term and long-term strategies to ensure the sustainable growth of our organization.

The Board is informed as may recommend by the Risk management Committee, to identify the following primary material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to our business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications

The Board is further informed that these material topics/issues will serve as the foundation for the ESG.

Sr. No	Material issue identified	Indicate	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications
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		whether risk or opportunity (R/O)			of the risk or opportunity (Indicate positive or negative implications)
1.	Corporate Governance & Conduct	R	Corporate governance is critical for the success of DCM Nouvelle and any risks can result in reputation loss and damage to stakeholder trust and business disruption.	Periodical internal reviews, audit and presentations on changes introduced by regulators.	Negative
2.	Health and Safety	R	Health and safety of our employees and workers is of paramount importance to the organisation. Identifying health and safety issues and hazards, placing measures to minimise the risks to life and property instils confidence in our employees and workforce	We provide regular health and safety trainings to all our employees and workers in order to foster a safety culture and create safe working environment.	Negative
3.	Labour Management	R/O	As a manufacturing organization, compliance to labour management and labour laws is critical.	The Company ensures complete compliance with all the applicable labour rules and regulations.	Negative/ Positive
4.	Human Capital Development	O	Trainings and programmes for the employee skill enhancement via vocational, soft skill enhancement, and sabbaticals to improve the performance and develop an innovative and empowered workforce	NA	Positive
5.	CSR	O	As a part of the Company's commitment to society, comprehensive interventions are undertaken in education, healthcare, and the Sports.	NA	Positive
7.	Responsible Supply Chain	R/O	Our supply chain consists of local suppliers, with a significant part of our raw materials being supplied by Domestic suppliers.	The organization has managed to forge long-term relationships with our significant raw material suppliers, with a significant number of our suppliers having the best practices for sustainability. We have put in practice a necessary due-diligence process before engaging with any supplier or logistics delivery partner for long- term contracts.	Negative/ Positive
8.	Enhancement of Renewable Power	O	Supply of Renewable clean power helps in reducing CO2 emissions & reduce Power cost to the Company.	NA	Positive
9.	Responsible	O	Investment approach that recognizes	NA	Positive

	Investment		the generation of long-term sustainable returns and is dependent on stable, well-functioning and well-governed social, environmental, and economic systems		
10.	Business Ethics	R	-	Whistle blower policy and its deployment. The Company has a whistle blower policy for its employees, vendors and channel partners	Negative

The Board is further informed that the Company, with an intent to strengthen the governance of ESG, on the recommendation of the Risk management Committee, it may consider, review, take note the adoption of reporting of Business responsibility & sustainability of the Company.

13. To consider and approve the Directors' Report, the Corporate Governance, Business Responsibility & sustainability Report & Management Discussion and Analysis Report for the year ended March 31, 2024.

The Board is informed that pursuant to the provisions of Section 134 of the Companies Act, 2013 and Regulation 34 read with Schedule V of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Board is required to consider and approve the Directors Report together with its Annexures.

The Board is further informed that pursuant to the Regulation 34 read with Schedule V of SEBI listing regulations, the Corporate Governance report and Management Discussion and Analysis Report for the year ended March 31, 2024 that forms part of the Annual Report are also to be reviewed and approved by the Board. The Management Discussion and Analysis Report was also considered and reviewed by the Audit Committee.

Accordingly, a draft Board's Report and Annual Report together with all annexures such as

1. Form AOC-2
2. Secretarial Audit Report
3. Secretarial Audit Report of Material Subsidiary

4. Annual Report on CSR
5. Business Responsibility & Sustainability Report
6. Particulars of Employees and its Related Disclosures under section 197(12) of the Act.
7. Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Companies (Accounts) Rules, 2014
8. Corporate Governance Report
9. Management discussion and Analysis Report are attached and all marked as A- 13.

Ms. Pragnya Parimita Pradhan, Practicing Company Secretary (Membership No. ACS 32778 & Certificate of Practice No. 12030) has examined the compliance of conditions of Corporate Governance as stipulated in Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. No observation has been made by her in the said report.

The Board may consider the same and may pass the following resolutions:

“RESOLVED THAT the Directors’ Report along with annexures thereto for the financial year ended March 31, 2024, as circulated to the Board, and forming part of the agenda, be and is hereby approved and that Dr. Meenakshi Nayar, Chairperson of the Board be and is hereby authorized to effect necessary modifications

thereto, if required, and to sign the same and in terms of the provisions of the Companies Act 2013 for and on behalf of the Board of Directors of the Company.

RESOLVED FURTHER THAT Mr. Mohd Sagir, Company Secretary be and is hereby authorized to submit the Directors' Report along with annexures thereto for the financial year ended March 31, 2024 to the Auditors/ Practicing Company Secretary, for certification.

RESOLVED FURTHER THAT the Annual report on CSR activities pursuant to section 135 read with applicable rules be and is hereby approved and be signed by Mr. Hemant Bharat Ram, Chairman, CSR Committee and Mr. Rakesh Goel, Member, CSR Committee."

14. To consider and fix the date of the Annual General Meeting and issue Notice for the same.

The Board is informed that pursuant to the provisions of Section 96 and Articles of Association of the Company, a Company is required to conduct the Annual General Meeting (AGM) within 6 months from end of the financial year.

The Board is further informed that pursuant to 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 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM).

Hence, it is proposed to conduct the AGM on **September xx, 2024 at 11:00 am** or any other date/time as may be approved by the Board. The meeting shall be convened through VC / OAVM. The Draft Notice for AGM shall be placed before the Board.

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed company is required to provide to its members facility to exercise their right to vote at general meetings by electronic means.

The Company is required to avail the services from an agency providing facility of digital platform for holding AGM as per the said MCA circular. As per internal assessment, the services of National Services Depositories Limited (NSDL) is considered to be satisfactory and reasonable in comparison to other such service providers such as CDSL and KFin Technologies (earlier known as Karvy). Hence, it is proposed to avail the services of NSDL for providing electronic digital platforms for the AGM to facilitate the members to enable them to cast their votes electronically on the resolutions requiring their approval during the AGM and participate in the AGM in digital mode.

It is proposed to fix the cut-off date as Friday, August xx, 2024, for determining the eligibility to vote by electronic means during the general meeting and e-voting period to commence on September xx, 2024 (9:00 am) and to end on September xx, 2024 (5:00 pm).

It is also proposed to appoint Ms. Pragnya Parimita Pradhan, Practicing Company Secretary (Membership No. ACS 32778 & Certificate of Practice No. 12030) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner at the ensuing AGM. Ms. Pragnya Parimita Pradhan had given her consent to act as a Scrutinizer. The same is attached and marked as A-13.

The Board is requested to consider the above and pass the following resolutions:

"RESOLVED THAT the consent of the Board be and is hereby accorded to hold the 8th Annual General Meeting (AGM) of the Company on Friday, **September xx, 2024** at 11:00 A.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

RESOLVED FURTHER THAT the notice calling the Annual General Meeting as per the draft placed before the Board, be and is hereby approved and Mr. Mohd Sagir, Company Secretary be and is hereby authorized to sign and issue the notice of the meeting to all eligible Members, Directors, and Auditors of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company do avail the services of National Securities Depository Limited (NSDL) for providing electronic facilities to the members to enable them to cast their votes electronically on the resolutions requiring their approval during the AGM and also the facility of remote e-voting or otherwise, as may be required from time to time.

RESOLVED FURTHER THAT Ms. Pragnya Parimita Pradhan, Practicing Company Secretary (Membership No. ACS 32778 & Certificate of Practice No. 12030) be and is hereby appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and give her report thereon at a remuneration

as may be fixed in consultation with the Managing Director and as agreed by Scrutinizer.”

15. To consider and approve re-appointment of Mr. Rakesh Goel as a Director of the Company whose period of office shall be liable to determination by retirement by rotation.

The Board is informed that Mr. Rakesh Goel, (DIN: 00226058) Director of the Company, is retiring by rotation at 08th Annual General meeting of the Company and he offers himself for reappointment.

The Board is further informed that as per the section 152 of the Companies Act 2013, 2/3rd of total number of directors of the Company (except Independent Directors) shall be liable to retire by rotation and 1/3rd of such directors is liable to retire at every general meeting.

The Board is further informed that the directors to retire by rotation at every annual general meeting shall be those who have been longest in office since their last appointment, but as among persons who became directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot.

Considering the above requirements and his experience the re-appointment of Mr. Rakesh Goel longest in office, as director of the Company whose period of office shall be liable to determination by retirement by rotation and the board is requested to kindly consider the same and pass the following resolution:

RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013, consent of the board be and is hereby accorded to reappoint Mr. Rakesh Goel (DIN: 00226058)) as director of the Company whose period of office shall be liable to determination by retirement by rotation.

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