

NOTICE

Shorter Notice is hereby given for the 44th Meeting of the Board of Directors of the Company scheduled to be held as under.

Day: Friday

Date: February 06, 2026

Time: 02.10 P.M. (IST)

Venue: Royal Plaza, Ashoka Road, New Delhi

Mode: Physical Mode/VC Mode

AGENDA

SL. No	Particulars of agenda items	Page No.
A. Routine Matters		
1.	To consider and nominate the Chairperson 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 December 05, 2025.	8

4.	To consider and ratify / confirm the resolutions passed by circulation dated January 09, 2025.	9-11
B. Various Quarterly Statutory Compliances		
5.	<p>To consider, review and take note of the following Report(s)/ Certificate(s)/ and other Compliances for the quarter ended December 31, 2025-:</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Regulate, Monitor and Report Trading by Designated Persons and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information;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 in pursuance to Regulation 17(3) of SEBI (LODR) Regulations, 2015;</p> <p>E. Investors Complaints;</p> <p>F. Compliance Report on Integrated Filing-Governance;</p> <p>G. The details of Demat, Remat, Transmission & Duplicate Share.</p>	12-16
Review of Operations and Financial Statements/Results etc.		
6.	To take note of the Un-audited Financial Results for the quarter and nine Months ended December 31, 2025, of the Unlisted Subsidiary namely “ DCM Nouvelle Specialty Chemicals Limited ”.	17
7.	To consider and review the performance of the Company and	18-19

	approve the Un-audited Financial Results (both Standalone as well as Consolidated) of the Company for the Quarter and Nine Months ended December 31, 2025.	
8.	To consider and review the Related Party transactions during the quarter ended December 31, 2025	20
9.	To consider and approve the policy on dealing with Related Party Transaction.	21-22
D. HR Matter		
10.	To review cases under Whistleblower mechanism & POSH for the quarter ended 31st December, 2025.	23
E. Updates		
11.	To update about an overview of impact of New Labour Codes	24
F. Other important matter		
12.	Any other item with the permission of the Chair and consent of the majority of the directors present in the meeting.	25

Place: New Delhi
Date: 02.02.2026

Sd/-
Shekher Kapoor
Company Secretary

Circulated to:

Dr. Meenakshi Nayar	Chairperson
Dr. Vinay Bharat Ram	Whole-Time Director
Mr. Hemant Bharat Ram	Managing Director
Mr. Deepak Sood	Director

Mr. Jitendra Tuli	Director
Mr. Kulbir Singh	Director
Mr. Rakesh Goel	Director
Mr. Rajinder Khanna	Director
Mr. Vivek Chhachhi	Director

By Invitation:

Ms. Anya Bharat Ram	Invitee
Mr. Vivek Kaushal	Chief Executive Director
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 December 05, 2025.

Minutes of the previous meeting of the Board of directors of the Company held on December 05, 2025 are attached and marked as A-1.

The Board may consider and take note of the same.

4. To consider and ratify / confirm the resolutions passed by circulation dated January 09, 2025.

The Board is informed that the following resolutions was passed by the Directors via circulation dated January 09, 2025, marked as A-2 and approved by all the Directors of the Company:-

“RESOLVED THAT pursuant to the provisions of Sections 108, 110, 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard–2, and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of the Board of Directors be and is hereby accorded to approve the draft notice of Postal Ballot for the appointment of:

(a) **Mr. Deepak Sood (DIN: 07941499)** as an Independent Director of the Company for a term of five (5) consecutive years through Special Resolution; and

(b) **Mr. Rajinder Khanna (DIN: 10961416)** as an Independent Director of the Company for a term of five (5) consecutive years through Special Resolution.

RESOLVED FURTHER THAT the Draft Notice of Postal Ballot, together with the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, be and is hereby approved, and the same is to be issued to the Members of the Company in accordance with the applicable laws.

RESOLVED FURTHER THAT 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 finalise, sign, issue, and dispatch the Postal Ballot Notice, appoint the e-voting agency, receive and publish the scrutiniser report, upload of results on Stock Exchanges and to do all such acts, deeds, and things as may be necessary to give effect to this resolution, including making necessary filings and disclosures.

RESOLVED FURTHER THAT pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the consent of the Board of Directors be and is hereby accorded to appoint M/s Pragnya Pradhan and Associates, Practising Company Secretary, (CP No.12030), as the Scrutiniser to conduct the Postal Ballot process of the Company in a fair and transparent manner and to submit the Scrutiniser's Report thereon.

RESOLVED FURTHER THAT Mr. Shekher Kapoor, Company Secretary and Compliance officer of the Company be and is hereby authorised to communicate the appointment to the Scrutiniser and to do all such acts, deeds, and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any, approval of the Board of Directors be and is hereby accorded to appoint National Securities Depository Limited ("**NSDL**") as the authorised e-voting agency for providing remote e-voting facility to the Members of the Company in connection with the Postal Ballot process for seeking approval of the Members on the appointment of Independent Directors of the Company.

RESOLVED FURTHER THAT Mr. Shekher Kapoor, Company Secretary and Compliance officer of the Company be and is hereby authorised to finalise the terms and conditions, execute necessary agreements, submit requisite documents, and do all such acts, deeds, matters, and things as may be necessary or incidental for availing the e-voting services of NSDL and for giving effect to this resolution."

Approval of the circular Resolution No- BM/01/02/03/2025-26

Sl. No	Name of Director	Assent/dissent	Date of approval
1.	Mr. Hemant Bharat Ram	Assent	08.01.2026
2.	Mr. Kulbir Singh	Assent	08.01.2026
3.	Mr. Deepak Sood	Assent	08.01.2026
4.	Mr. Jitendra Tuli	Assent	09.01.2026
5.	Mr. Vivek Chhachhi	Assent	08.01.2026
6.	Dr. Meenakshi Nayar	Assent	11.01.2026

The Board may consider and confirm the same.

C. Various Quarterly Statutory Compliances

5. To consider and take note of the following Report(s)/ Certificate(s)/ and other Compliances for the quarter and nine month ended December 31, 2025.

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 CircularNo. 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, 2025, as submitted with the Stock Exchange(s) is attached and marked as <u>A -3</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			

<p>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.</p>	<p>A certificate for the quarter ended December 31, 2025 is attached and marked as <u>A-4</u></p>	<p>The Board may consider and take note of the said Report cum Compliance Certificate.</p>
---	---	--

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 the board on quarterly basis</p>	<p>A report on information for the quarter ended December 31, 2025 is attached and marked as <u>A-5</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, 2025. A copy of the same is attached and marked as <u>A-6</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, 2025.</p>	<p>The Statement of Investor Complaints for the quarter ended December 31, 2025 has been filed with the Stock Exchanges. 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>

F. Compliance Report on Integrated Filing-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 Integrated 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 Integrated Corporate Governance for the quarter and nine months ended December 31, 2025 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 above.</p>

G. 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 (Letter of Confirmations) during the quarter and nine months ended December 31, 2025, 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>

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

6. To take note of the Unaudited Financial Results for the Quarter and Nine Months ended December 31, 2025 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, 2025 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 Nine Months ended December 31, 2025 of the subsidiary 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, 2025 of the unlisted subsidiary namely "DCM Nouvelle Specialty Chemicals Limited" be and are hereby reviewed and taken note thereof."

7. 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, 2025.

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-9 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, 2025; and (b) approve the Unaudited Financial Results (both Standalone as well as Consolidated) for the Quarter and Nine months ended December 31 2025, and may pass the following resolution unanimously:-

“RESOLVED THAT, pursuant to the provisions of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013, and upon recommendation of the Audit Committee, the Unaudited Financial Results (Standalone and Consolidated) of the Company for the quarter and nine months ended December 31st, 2025, be and are hereby approved and taken on record.”

8. To consider and review the related party transactions during the quarter ended December 31, 2025.

The Board is informed that in terms of Regulation 18 read with Part C of Schedule II and Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Section 177 and 188 of the Companies Act, 2013, and other applicable provision if any, a statement of the actual amount of related party transactions for the quarter ended December 31, 2025, as reviewed and as recommended by Audit Committee of the Company are as follows:

Transactions with related Parties		Rs./Lacs
Particulars	For the Quarter ended December 31 2025	
Investment in subsidiary		
DCM Nouvelle Specialty Chemicals Limited	107.51	
Miscellaneous Income (Management consultancy services)		
DCM Nouvelle Specialty Chemicals Limited	3.00	
Contribution to post-employment benefits		
DCM Nouvelle Limited Superannuation Trust	10.02	
CSR Expenses		
H T M Educational Society	8.91	

The Board may review and take note all the related party Transactions held during the quarter ended December 31, 2025.

9. To consider and approve the policy on dealing with Related Party Transaction.

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to formulate and maintain a Related Party Transactions Policy for governing the identification, approval, disclosure, and monitoring of related party transactions.

Accordingly, the Related Party Transactions Policy has been reviewed to ensure compliance with the applicable provisions of the SEBI LODR Regulations, including recent amendments. The Policy lays down the framework for approval of related party transactions by the Audit Committee and the Board, criteria for material related party transactions, disclosure requirements, and safeguards to ensure transparency and arm's length dealings is attached and marked as A-10.

The Policy is proposed to be approved for a period of three (3) years, unless amended. The Audit Committee at its meeting prior to this meeting shall review the Policy and its recommendations/suggestion, if any, shall be placed before the Board for their consideration.

The Board is requested to consider and approve the Related Party Transactions Policy and pass the following resolution with or without modification, if any;

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and other applicable provisions, if any, the Related Party Transactions Policy of the Company, as placed before the Board be and is hereby approved and adopted.

RESOLVED FURTHER THAT the said Related Party Transactions Policy shall be valid for a period of three (3) years from the date of approval, unless amended or modified earlier in accordance with applicable laws.

RESOLVED FURTHER THAT the Board hereby authorises the Audit Committee to oversee the implementation of the said Policy and to review, approve or recommend related party transactions in accordance with the said Policy and Regulation 23 of the SEBI (LODR) Regulations, 2015.

E. HR Matter

10. To review cases under Whistleblower mechanism & POSH for the quarter ended 31st December, 2025.

The Board will take note that no complaints were received under the Company’s Whistleblower Mechanism and Prevention of Sexual Harassment (POSH) Policy during the quarter ended 31st December, 2025. Accordingly, there were no cases requiring investigation or action during the said period. This update is placed before the Board in compliance with the applicable provisions of the Companies Act, 2013, SEBI (LODR) Regulations, 2015, and the Company’s internal governance policies.

Sr.No	Particulars	Cases Received
1.	Internal Complaints Committee (POSH)	NIL
2.	Whistle Blower Mechanism	NIL

11. To update about an Overview of impact of New Labour Codes

The Government of India has consolidated various central labour laws into four comprehensive labour codes, namely the Code on Wages, 2019, the Industrial Relations Code, 2020, the Occupational Safety, Health and Working Conditions Code, 2020, and the Code on Social Security, 2020, with the objective of simplifying and rationalising labour law compliances.

A detailed overview of the New Labour Codes will be presented to the Board highlighting the key provisions, compliance framework, and potential impact on the Company's employment practices, wage structure, industrial relations, workplace safety, and social security obligations. While certain provisions of the Labour Codes are yet to be notified and made effective, preparatory steps are required to assess applicability and readiness.

The Board is requested to take note of the overview for further evaluation and alignment of internal policies and systems and pass the following resolution, with or without modifications, if any:

“RESOLVED THAT the overview and presentation on the New Labour Codes, namely the Code on Wages, 2019, the Industrial Relations Code, 2020, the Occupational Safety, Health and Working Conditions Code, 2020, and the Code on Social Security, 2020, as placed before the Board of Directors, be and is hereby taken on record and noted.

RESOLVED FURTHER THAT the Board takes note of the key provisions, compliance requirements, and potential implications of the New Labour Codes on the Company's operations, employment policies, and statutory compliances.

RESOLVED FURTHER THAT the Board authorises Mr. Sandeep Kumar Jain, Chief Financial Officer and Mr. Vishwas Chandel, HR-Head to examine the applicability and impact of the New Labour Codes, and to take necessary steps for alignment of internal policies, systems, and processes, including framing or modification of HR policies, once the relevant provisions are notified and made effective.

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