

NOTICE

Notice is hereby given for the 40th Meeting of the Board of Directors of the Company scheduled to be held as under.

Day: Wednesday

Date: August 13, 2025

Time: 04:45 P.M.

Venue: Royal Plaza, Ashoka Road, New Delhi

Mode: Physical Mode Only

AGENDA

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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, 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Regulate, Monitor and Report Trading by Designated Persons and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.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 received from the Chief Executive Officer of the Company.</p> <p>E. Investors Complaints.</p> <p>F. Compliance Report on Integrated Filing-Governance.</p> <p>G. The details of Demat, Remat, Transmission, Duplicate Certificates.</p>	12-15
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	in his place.	
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Place: New Delhi
Date: 06 .08.2025

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. 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 16, 2025 and May 29, 2025.

Minutes of the previous meeting of the Board of directors of the Company held on May 16, 2025 and May 29, 2025 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 held on May 16, 2025 and May 29, 2025.

Minutes of the previous meetings of the Audit Committee held on May 16, 2025 and May 29, 2025, 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 16, 2025 and June 10, 2025.**

Minutes of the Board meetings of the DCM Nouvelle Specialty Chemicals Limited, subsidiary of the Company held on May 16, 2025 and June 10, 2025 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, 2025.

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	Reconciliation of Share Capital Audit Report issued by M/s Pragnya Pradhan& Associates, Practicing Company Secretary, for the quarter ended June 30, 2025, as submitted with the Stock Exchange(s) is attached	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			

<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 June 30, 2025 is attached and marked as <u>A-5</u></p>	<p>The Board may consider and take note of the said Report cum Compliance Certificate.</p>
<p>3. Minimum Information to the Board</p>		
<p>In pursuant to the Regulation 17(7) of SEBI listing Obligations and Disclosure Requirements) Regulations, 2015, are port 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 30, 2025 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>4. Compliance Certificate in pursuance to Regulation 17(3) of SEBI</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 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, 2025. 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>5. 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>The Statement of Investor Complaints for the quarter ended June 30, 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 same.</p>
<p>6. Compliance Report on Integrated Filing-Governance</p>		

<p>In pursuant to provisions of Regulation 27(2) of the SEBI (Listing Obligations 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>As per SEBI Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, The Exchange has introduced Integrated Filings – Governance which shall be filed within 30 days from the end of the quarter.</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, 2025 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>
<p>7. 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 June 30, 2025, 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><u>A-10</u></p>	<p>The Board may consider review and take note of the above</p>

C. Cost Audit Report

7. To consider and approve the Cost Statements and Annexures to the Cost Auditors Report of the Company for the year ended March 31, 2025 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, 2025 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, 2025.

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, 2025 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, 2025, as recommended by the Audit Committee is placed before the Board ,be and is hereby approved and Dr. Meenakshi Nayar 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.”

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

8. To take note of the Unaudited financial results for the quarter ended June 30, 2025 of the Unlisted Subsidiary namely DCM Nouvelle Specialty Chemicals Limited.

The Board is informed that the Unaudited Financials Result for the quarter ended June 30, 2025 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, 2025 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, 2025 of the unlisted subsidiary namely DCM Nouvelle Specialty Chemicals Limited be and are hereby, 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 ended June 30, 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-12 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, 2025; and (b) approve the unaudited financial results (standalone as well as consolidated) for the quarter ended June 30, 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 ended June 30, 2025, be and are hereby approved and taken on record.

10. To consider, review and take note related party transactions for the quarter ended June 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 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 June 30, 2025, as reviewed and as recommended by Audit Committee of the Company are as follows:

Transactions with related Parties	Rs./Lacs
Particulars	For the Period ended 30 June 2025
Investment in subsidiary	
DCM Nouvelle Specialty Chemicals Limited	300.00
Miscellaneous Income (Management consultancy services)	
DCM Nouvelle Specialty Chemicals Limited	3.00
Contribution to post-employment benefits	9.26
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 June 30, 2025.

E. Secretarial Audit Report

11. To consider, review and take note of the Secretarial Audit Report of the company for the year ended March 31, 2025.

The draft Secretarial Audit Report for the financial year ended March 31, 2025 received from M/s Pragnya Pradhan and Associates, Company Secretary is attached and marked as A-13.

The Board is informed that there is no qualification in the draft Secretarial Audit report for the year ended March 31, 2025.

In this regard, on the recommendation of Audit Committee to be scheduled earlier in the day shall be apprised to the Board. The Board may consider, review, and pass the following resolution:

“RESOLVED THAT, upon recommendation of the Audit Committee, the draft secretarial audit report for the year ended March 31, 2025 be and are hereby approved and taken on record.

F. Appointment of Statutory Auditors

12. To re-appoint M/s M/s Walker Chandiok & Co LLP, as Statutory Auditors of the Company

M/s Walker Chandiok & Co LLP, Firm's Registration No.: 001076N/N500013, were appointed as Statutory Auditors of the Company in the 4th Annual General Meeting (AGM) held on 25th September, 2020, till the conclusion of upcoming 9th AGM of the Company.

The term of existing auditors is expiring in this AGM and the auditors have confirmed their eligibility for re-appointment as Statutory Auditors of the Company as *A-14*.

Considering the experience of the Auditors, the management has proposed the re-appointment of M/s Walker Chandiok & Co LLP, Firm's Registration No.: 001076N/N500013, as the Auditors of the Company for further period of 5 years from the conclusion of the ensuing AGM till the conclusion of the 14th AGM.

In this regard, on the recommendation of Audit Committee to be scheduled earlier in the day shall be apprised to the Board.

Board may review, consider, and pass the following resolution subject to the approval of the shareholders:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), on recommendation of Audit Committee, consent of the Board be and is hereby accorded for recommending to

the shareholders the re-appointment of M/s. Walker Chandiok & Co. LLP, Chartered Accountants, with Firm registration number 001076N/N500013, as the Statutory Auditors, for a period of five years commencing from the conclusion of this 9th Annual General Meeting until the conclusion of the 14th Annual General Meeting of the Company at a remuneration to be fixed by the Audit Committee in consultation with the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things which may be deemed necessary and expedient to give effect to this resolution.”

G. Change in KMP

13. To consider and approve the Resignation of Mr. Nitish Nautiyal as Company Secretary & Compliance Officer and Key Managerial Personnel of the Company and Appointment of Mr. Shekher Kapoor in his place.

The Board is informed that, Mr. Nitish Nautiyal, had tendered his resignation from the position of Company Secretary & Compliance Officer of DCM Nouvelle Limited via letter dated 30th June, 2025, expressing his desire to step down due to personal reasons. He has requested for his release effective from the close of business hours on 4th July, 2025. The Nomination & Remuneration Committee("NRC") of the Company had approved and accepted his resignation on July 3, 2025 via circular resolution.

The NRC of the Company had also on July 3, 2025 via circular resolution, considered and approved the appointment of Mr. Shekher Kapoor, an Associate member of the Institute of Company Secretaries of India having membership No. A69198, as Company Secretary & Compliance Officer and Key Managerial Personnel of the Company in terms of provisions of Section 203 of the Companies Act, 2013 and Rule made thereunder and Regulation 6 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from July 4, 2025 and recommended the same for the approval of the Board.

Accordingly, the Board of Directors may consider and pass the following resolution:

"RESOLVED THAT the resignation of Mr. Nitish Nautiyal from the position of Company Secretary & Compliance Officer and Key Managerial Personnel of DCM Nouvelle Limited, tendered vide his resignation letter dated 30th June,

2025, and effective from the close of business hours on 4th July, 2025, be and is hereby approved and accepted by the Board of Directors.

RESOLVED FURTHER THAT pursuant to provisions of Section 203 of the Companies Act, 2013 read with applicable rules made thereunder and Regulation 6 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the recommendation of Nomination and Recommendation Committee, consent of the Board be and is hereby accorded to consider and approve the appointment of Mr. Shekher Kapoor, a qualified Company Secretary holding Membership No. A69198 and having more than 3 years of experience, as the Company Secretary & Compliance Officer and key Managerial Personnel of the Company, with effect from 4th July, 2025.

RESOLVED FURTHER THAT Mr. Sandeep Kumar Jain, Chief Financial Officer of the Company, be and is hereby authorized to do all such acts, deeds and things as may be necessary or incidental to give effect to the foregoing resolution.”

H. Performance Evaluation

14. To consider, discuss and evaluate the formal annual Evaluation of the Board, Committees, and Individual director(s) of the Company.

In terms of the Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the Board is required to formally evaluate the performance of the Board as a whole, committees established and Individual Directors on annual basis. The Board shall discuss upon the matter and formally discuss and evaluate the performance of the Board, Committee and individual directors and may pass the following resolution, with or without modifications, if any:

"RESOLVED THAT in accordance with the provisions of the Companies Act, 2013 and applicable rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (if applicable), and other applicable laws, the Board hereby considers, discusses and takes note of the formal annual evaluation of:

- a) the performance of the Board as a whole,
- b) the performance of various Committees of the Board, and
- c) the performance of individual directors (including Independent Directors and Chairperson),

based on the criteria laid down and evaluation mechanism adopted by the Board.

RESOLVED FURTHER THAT the Board expresses satisfaction on the overall functioning and performance of the Board, Committees and individual Directors, and notes areas identified for improvement, if any, for further action.

I. Other Important Matters

15. 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 whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications 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 Investment	O	Investment approach that recognizes the generation of long-term sustainable returns and is dependent on stable, well-functioning and well-governed social, environmental, and economic systems	NA	Positive
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, may consider, review, take note of the same.

16. 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, 2025.

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, 2025 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-15.

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, 2025, 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. Shekher Kapoor, Company Secretary be and is hereby authorized to submit the Directors’ Report along with annexures thereto for the financial year ended March 31, 2025 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.”

17. To consider and approve re-appointment of Mr. Vinay Bharat Ram 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. Vinay Bharat Ram, (DIN: 00052826) Director of the Company, is retiring by rotation at 09th Annual General meeting of the Company and he offers himself for re-appointment.

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.

In this regard, on the recommendation of Nomination and Recommendation Committee to be scheduled earlier in the day shall be apprised to the Board.

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

RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013, on the recommendation of Nomination and Recommendation Committee, consent of the Board be and is hereby accorded to re-appoint Mr. Vinay Bharat Ram, (DIN: 00052826) as director of the Company whose period of office shall be liable to determination by retirement by rotation.”

18. 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 dated September 19, 2024, 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, 2025 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 xxxx, August xx, 2025, for determining the eligibility to vote by electronic means during the general meeting and e-voting period to commence on September xx, 2025 (9:00 am) and to end on September xx, 2025 (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 9th Annual General Meeting (AGM) of the Company on xxxxxxxx, **September xxxxx, 2025** 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. Shekher Kapoor, 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.”

19. To consider and approve annual appraisal and Increment of the Key Managerial Personnel and Senior Managerial Personnel of the Company.

The Chairman informed the Board regarding annual appraisal and increment of Senior Management Personnel ("SMP") of the Company for the Financial Year 2024-25.

In this regard, on the recommendation of Nomination and Recommendation Committee to be scheduled earlier in the day shall be apprised to the Board.

The Board may discuss on the matter and may pass the following resolution, with or without modifications, if any.

RESOLVED THAT pursuant to the provisions of Section 178 of the Companies Act, 2013 read with applicable rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (if applicable), and in accordance with the Nomination and Remuneration Policy of the Company, the Board hereby considers and approves the annual performance appraisal and corresponding increment in the remuneration of the Senior Management Personnel (SMP) of the Company for the financial year 2024-25, as per the details placed before the Committee.

RESOLVED FURTHER THAT, the Board hereby considers the said increments and performance evaluation outcomes for final approval.

RESOLVED FURTHER THAT, Mr. Sandeep Jain, Chief Financial Officer of the Company be and is hereby authorized to do all such acts, deeds, and things as may be necessary or expedient to give effect to this resolution, including submission to the Board of Directors and necessary disclosures, if any."

20. To consider and take note additional omnibus approval for related party transactions for the FY 2025-26 with respect to appointment of Mr. Shekher Kapoor, Company Secretary and Compliance Officer of the Company.

The Chairman informed the board regarding the appointment of Mr. Shekher Kapoor as Company Secretary and Compliance officer of the Company. Further, consideration of the Board be and is hereby required for omnibus approval for related party transactions for Financial Year 2025-26. The Board shall discuss on the matter and may pass the following resolution, with or without modifications:

RESOLVED THAT, pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 177 of the Companies Act, 2013, and other applicable provisions, if any, including relevant rules made thereunder, the Board of Directors hereby considered and take note additional omnibus approval for entering into related party transactions for the financial year 2025-26 in respect of the appointment of Mr. Shekher Kapoor as the Company Secretary and Compliance Officer of the Company, being a related party under applicable laws.

RESOLVED FURTHER THAT, the Board considers the said appointment and related party transaction for their approval, wherever necessary.

21. To consider, review and approve policies of the Company.

The Board is informed that the Company is mandated under various applicable laws, rules, and regulations inter-alia the Companies Act, 2013, rules framed thereunder, to formulate various policies / codes of conduct.

The following policies shall be placed before the board for consideration and review of the Board without any modifications.

1. Nomination and Remuneration Policy
2. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
3. Code of Conduct to regulate, monitor and report trading by designated persons
4. Corporate Social Responsibility (CSR) Policy
5. Code of Business Conduct and Ethics
6. Safety Policy
7. Policy on Criteria for Determining Materiality of Events
8. Policy on Related Party Transactions
9. Vigil mechanism and whistle blower policy.
10. Archival Policy.
11. Prevention of Sexual Harassment Policy at workplace (Posh Policy).
12. Dividend Distribution Policy.
13. Material Subsidiary Policy.
14. Policy for preservation of documents.
15. Sustainability & Business Continuity -Policy
16. Internal Audit Policy

The Board is requested to take note of the policies & consider, review & approve the above policies of the Company without any modification, and may pass the following resolution:

“RESOLVED THAT pursuant to the various applicable laws, rules, and regulations inter-alia the Companies Act, 2013, rules framed thereunder, the following policies, each as laid before the meeting and initialed by the Chairman for the purpose of identification, be and are hereby approved:

1. Nomination and Remuneration Policy
2. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
3. Code of Conduct to regulate, monitor and report trading by designated persons
4. Corporate Social Responsibility (CSR) Policy
5. Code of Business Conduct and Ethics
6. Safety Policy
7. Policy on Criteria for Determining Materiality of Events
8. Policy on Related Party Transactions
9. Vigil mechanism and whistle blower policy.
10. Archival Policy.
11. Prevention of Sexual Harassment Policy at workplace (Posh Policy).
12. Dividend Distribution Policy.
13. Material Subsidiary Policy.
14. Policy for preservation of documents.
15. Sustainability & Business Continuity -Policy
16. Internal Audit Policy

RESOLVED FURTHER THAT the Audit Committee be and is hereby authorized to oversee the vigil mechanism and whistle blower policy.

RESOLVED FURTHER THAT Mr. Vivek Kaushal, Chief Executive Officer and Mr. Hemant Bharat Ram, Managing Director of the Company, be and are hereby authorized to oversee the implementation of the Policies.”

22. To Consider and grant authorisation to file the forms with the Registrar of Companies, NCT of Delhi & Haryana.

The Board is informed that the Company needs to authorise a Director, Chief Financial Officer and Company Secretary to sign and file various forms with the Registrar of Companies, NCT of Delhi & Haryana on behalf of the Board of Directors of the Company.

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

“RESOLVED THAT Mr. Hemant Bharat Ram, Managing Director of the Company, Mr. Sandeep Kumar Jain, Chief Financial Officer and Mr. Shekher Kapoor, Company Secretary of the Company be and are hereby severally authorized to sign physically or digitally various forms along with annexures thereto for and on behalf of the Board of Directors of the Company.”

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