

NOTICE

Notice is hereby given for the 42nd Meeting of the Board of Directors of the Company scheduled to be held as under.

Day:	Friday
Date:	November 14, 2025
Time:	02:50 PM
Venue:	Royal Plaza, Ashoka Road, New Delhi
Mode:	Physical Mode Only

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 meetings of the Board of Directors held on August 13, 2025 and September 10, 2025.	8
4.	To consider and take note of the minutes of the previous meetings of the Audit Committee, Nomination & Remuneration Committee, Independent Director Committee, Risk Management Committee and Stakeholder & Finance Facilitation Committee held on August 13, 2025.	9
5.	To consider and take note of the minutes of the Audit Committee & Nomination & Remuneration Committee held on August 13, 2025 and Board meetings held on August 13, 2025, September 10, 2025 and September 26, 2025 of DCM Nouvelle Specialty Chemicals Limited, a Subsidiary of the Company.	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 September 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Regulate, Monitor and Report Trading by Designated Persons and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.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 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>	11-12-13-14

	G. The details of Demat, Remat, Transmission & Duplicate Share	
C. Review of Operations and Financial Statements/Results etc.		
7.	To take note of the Unaudited Financial Results for the quarter and half year ended September 30, 2025, of the Unlisted Subsidiary namely DCM Nouvelle Specialty Chemicals Limited.	15
8.	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 half year ended September 30, 2025.	16-17
9.	To consider, review and take note related party transactions for the quarter ended September 30, 2025	18
D. Appointment of Directors		
10.	To consider and approve the appointment of Mr. Deepak Sood (DIN: 07941499) as Additional Director designated as Independent Director of the Company	19-20
11.	To consider and approve the appointment of Mr. Rajinder Khanna (DIN: 10961416) as Additional Director designated as Independent Director of the Company	21-22
E. Investment, Loan, Guarantee & Securities		
12.	To consider, review and approve the total limits for Loan, guarantee & investments under Section 186 of the Companies Act, 2013	23-24

F. Other important matter		
13.	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: 07.11.2025

Sd/-
Shekher Kapoor
Company Secretary

Circulated to:

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

By Invitation:

Mr. Vivek Kaushal	Chief Executive Director
Mr. Sandeep Kumar Jain	Chief Financial Officer
Mr. Shekher Kapoor	Company Secretary

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 Company 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 August 13, 2025 and September 10, 2025.

Minutes of the previous meetings of the Board of directors of the Company held on August 13, 2025 and September 10, 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, Nomination & Remuneration Committee, Independent Director Committee, Risk Management Committee and Stakeholder & Finance Facilitation Committee held on August 13, 2025.**

Minutes of the previous meetings of the Audit Committee, Nomination & Remuneration Committee, Independent Directors Committee, Risk Management Committee and Stakeholder & Finance Facilitation Committee, held on August 13, 2025 are attached and marked as A-2.

The Board may consider and take note of the same.

5. **To consider and take note of the minutes of the Audit Committee & Nomination & Remuneration Committee held on August 13, 2025 and Board meetings held on August 13, 2025, September 10, 2025 and September 26, 2025 of DCM Nouvelle Specialty Chemicals Limited, a subsidiary of the Company.**

Minutes of the previous meeting of the Audit Committee & Nomination & Remuneration Committee held on August 13, 2025 and Board meetings held on August 13, 2025, September 10, 2025 and September 26, 2025 of DCM Nouvelle Specialty Chemicals Limited, a Subsidiary of the Company, 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 September 30, 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 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 September 30, 2025, 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.
B. Compliance Report cum Certificate of the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information			
As per provisions of "Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" (" Codes "), a certificate certifying that all procedures prescribed under Codes had been complied with and no contravention of the said Codes or reportable incident had been	A certificate for the quarter ended September 30, 2025 is attached and marked as <u>A-5</u>		The Board may consider and take note of the said Report cum Compliance Certificate.

C. Minimum Information to the Board		
<p>In pursuant to the Regulation 17(7) of SEBI listing Obligations and Disclosure Requirements) Regulations, 2015, a report on certain information on Corporate Governance with respect to details, if any, on show cause notices received, fatal accidents, foreign 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 September 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>
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 September 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>
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 the quarter ended September 30, 2025.</p>	<p>The Statement of Investor Complaints for the quarter ended September 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>F. Compliance Report on Integrated Filing-Governance</p>		
<p>In pursuant to provisions of Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 September 30, 2025 has been filed with the Stock Exchanges.</p> <p>A copy of the same is attached and marked as A-9</p>	<p>The Board may consider and take note of the above.</p>
<p>G. Details of Demat, Remat, Duplicate Share Certificates & Transmission</p>		

<p>A statement containing details of dematerialization, re-materialization, transmission of equity shares of the Company and issue of duplicate share certificates (Letter of Confirmations) during the quarter and half year ended September 30, 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. A copy of the same is attached and marked as <u>A-10</u></p>	<p>The Board may consider review and take note of the above</p>
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C. Review of Operations and Financial Statements/Results etc.

- 7. To take note of the Unaudited Financial Results for the Quarter ended September 30, 2025 of the unlisted subsidiary namely “DCM Nouvelle Specialty Chemicals Limited”.**

The Board is informed that unaudited Financial Result for the quarter and half year ended September 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 and half year ended September 30, 2025 shall be circulated/placed before the meeting.

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

"RESOLVED THAT Pursuant to Section 129 (3) of the Companies Act, 2013, read with the applicable Rules thereon, the Unaudited Financials for the Quarter and half year ended September 30, 2025 of the unlisted subsidiary namely DCM Nouvelle Specialty Chemicals Limited be and are hereby reviewed and taken note thereof."

8. 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 half year ended September 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 unaudited 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/placed to the Board before the Meeting. The Audit Committee at its meeting scheduled to be held prior to the Board meeting, shall consider, and review the Financial Results. The recommendation of the Audit Committee shall be apprised to the Board at the meeting.

A Certificate from the CEO and CFO in the prescribed format as required under Regulation 33(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached and marked as A-11 confirming that the un-audited quarterly and half yearly Financial Results 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 (a) review the performance of the Company during the quarter and half year ended September 30, 2025; and (b) approve the unaudited financial results (standalone as well as consolidated) for the quarter and half year ended September 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 and half year ended September 30, 2025, be and are hereby approved and taken on record.”

9. To consider, review and take note related party transactions for the quarter ended September 30, 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 September 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 Quarter ended September 30 2025	
Investment in subsidiary		
DCM Nouvelle Specialty Chemicals Limited	392.50*	
Miscellaneous Income (Management consultancy services)		
DCM Nouvelle Specialty Chemicals Limited	3.00	
Contribution to post-employment benefits	11.05	
CSR Expenses		
H T M Educational Society	8.91	

*Pending for allotment

The Board may review and take note all the related party Transactions held during the quarter ended September 30, 2025.

D. Appointment of Directors

10. To consider and approve the appointment of Mr. Deepak Sood (DIN: 07941499) as Additional Director designated as Independent Director of the Company.

This is informed to the Board that to further strengthen the Board composition; it is proposed to nominate one more board member under Independent Director category. Mr. Deepak Sood (DIN: 07941499) who brings an abundance of experience in corporate and public relations, industrials, heavy engineering, process industry, power generation, and infrastructure, among many others. He has comprehensive experience working closely with industry veterans, policymakers, regulators, think-tanks, Central and State Governments that has helped facilitate insight-oriented policy changes at the Central and State level. He is adept at managing large teams and clients across geographies and industries, with a deep understanding of multiple cultures. He has worked as Executive Director of Confederation of Indian Industry, Secretary General of ASSOCHAM, as CEO of CII. The consent in form DIR-2, Letter of Independence, confirmation of registration with Indian Institute of Corporate Affairs as well as profile of Mr. Deepak Sood is attached and marked as A-12

The Nomination and Remuneration Committee in its meeting held earlier in the day shall consider appointment of Mr. Deepak Sood as an Independent Director on the Board of the Company with effect from December 1, 2025 and recommendation of NRC about suitability of his candidature as Independent Director shall be apprised to the Board.

The Board may consider and pass the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), on the recommendation of the Nomination and Remuneration Committee, consent be and is hereby accorded for appointment of Mr. Deepak Sood (DIN: 07941499) as an Additional Director (Non-Executive & Independent) on the Board of the Company w.e.f. December 1, 2025 subject to the approval of the members, for appointment as an Independent Director to hold office for a term of five consecutive years from the date of appointment.”

“RESOLVED FURTHER THAT the that the draft notice of postal ballot proposing the appointment of Mr. Deepak Sood as an Independent Director placed before the Board be and is hereby approved.”

“RESOLVED FURTHER THAT Mr. Sandeep Kumar Jain, Chief Financial Year or Mr. Shekher Kapoor, Company Secretary and Compliance officer of the Company be and are hereby severally authorized to take all necessary actions, sign and file all forms, documents and returns with the Registrar of Companies and Stock Exchanges, as may be required to give effect to this resolution.”

“RESOLVED FURTHER THAT Mr. Sandeep Kumar Jain, Chief Financial Year or Mr. Shekher Kapoor, Company Secretary and Compliance officer of the Company be and are hereby severally authorized to sign the certified true copy of the resolution to be given as and when required.”

11. To consider and recommend the appointment of Mr. Rajinder Khanna (DIN: 10961416) as Additional Director designated as Independent Director of the Company

The Committee informed that to further strengthen the Board, composition it is proposed to nominate one more board member under Independent Director category. Mr. Rajinder Khanna (DIN: 10961416) is a retired Indian Police Service (IPS) officer. He has served as the secretary of the National Security Council Secretariat. He is also a former chief of the Research and Analysis Wing, the external intelligence agency of India.

The consent as well as profile of Mr. Rajinder Khanna is attached and marked as **A-13**.

The Nomination and Remuneration Committee in its meeting held earlier in the day shall consider appointment of Mr. Rajinder Khanna as an Independent Director on the Board of the Company with effect from December 1, 2025 and recommendation of NRC shall be apprised to the board.

The Board may consider and pass the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), on the recommendation of the Nomination and Remuneration Committee, consent be and is hereby accorded for appointment of Mr. Rajinder Khanna (DIN: 10961416) as an Additional Director (Non-Executive & Independent) on the Board of the Company w.e.f. December 1, 2025 subject to the approval of the members, for appointment as an Independent Director to hold office for a term of five consecutive years from the date of appointment”.

“RESOLVED FURTHER THAT the that the draft notice of postal ballot proposing the appointment of Mr. Rajinder Khanna as an Independent Director placed before the Board be and is hereby approved.”

“RESOLVED FURTHER THAT Mr. Sandeep Kumar Jain, Chief Financial Year or Mr. Shekher Kapoor, Company Secretary and Compliance officer of the Company be and are hereby severally authorized to take all necessary actions, sign and file all forms, documents and

returns with the Registrar of Companies and Stock Exchanges, as may be required to give effect to this resolution.”

“RESOLVED FURTHER THAT Mr. Sandeep Kumar Jain, Chief Financial Year or Mr. Shekher Kapoor, Company Secretary and Compliance officer of the Company be and are hereby severally authorized to sign the certified true copy of the resolution to be given as and when required.”

E. Investment, Loan, Guarantee & Securities

12. To consider, review and approve the total limits for Loan, guarantee & investments under Section 186 of the Companies Act, 2013

The Board is informed that the Company had sanctioned an investment of up to Rs. 110 Crores for the chemical project. This funding was intended to ensure the completion of Phase I of Plant as well the day to operation of the DCMNSCL. Out of this sanctioned amount, the company has invested Rs. 107.40 crore. To meet day to day overheads including interest and margin money and for new product development, a requisition has been proposed to increase the said sanctioned amount to Rs. 150 Crores for smooth functioning of business operations in DCMNSCL.

The Board is informed that Company has already invested Rs. 107.40 crores out of total Rs. 110 crores which is approved by the company:

S.NO	Particulars	Amount in (Rupees/Cr)
1.	Equity	107.40
Total		107.40

* Equity Investment is 87.99 % by DCM Nouvelle Limited & 12.01 % by Mr. Hemant Bharat Ram.

It is further informed that Section 186(2) of the Companies Act, 2013, prescribes for the limits upto which the Board of Directors of the company can directly or indirectly (a) give any loan to any person or other body corporate (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate. The prescribed limit is upto 60% of its paid-up share capital, free reserves, and securities premium account or 100% of its free reserves and securities premium account, whichever is more. In case the said limit is exceeded, approval of the shareholders by special resolution is required.

The Board is further informed that the prescribed limit of investment/Loan/guarantee as per section 186 (2) upto which the Board can make without getting the shareholders' approval as on March 31, 2025 computed to INR. 206.81 crores (60% of its paid-up share capital, free reserves, and securities premium account) or INR 326.01 crores (100% free reserves and securities premium account, whichever is higher), since the investments limit are within the limits, the requirement of shareholders' approval is not applicable.

The Board may consider the above proposal and approve the proposal and may pass the following resolution:

“RESOLVED THAT pursuant to section 179(3) read with section 186(2) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and such other approvals, consents, permissions or sanctions of any other appropriate authorities or entities, including Banks/Financial Institutions, as the case may be, consent of the Board be and is hereby accorded to

- a. make loan to;
- b. give any guarantee, or provide security, in connection with a loan made by any other person to and;
- c. acquire by way of subscription, purchase or otherwise the securities of the DCM Nouvelle Specialty Chemicals Limited, Subsidiary of the Company, as the Board may deem fit, to the extent of and not exceeding INR 150,00,00,000/- (INR One Hundred and Fifty Crores only) from time to time in one or more tranches.

RESOLVED FURTHER THAT Mr. Hemant Bharat Ram, Managing Director, Mr. Sandeep Kumar Jain, Chief Financial Officer or Mr. Shekher Kapoor, Company Secretary and Compliance officer of the Company, be and are hereby severally authorised to negotiate the terms, condition, quantum of loan/investment, repayment, interest, and other related matters for providing any loan, guarantee, and securities to the subsidiary and to do all such deeds and things as may be deemed expedient and necessary to give effect to this resolution.

RESOLVED FURTHER THAT a copy of this resolution duly certified by Mr. Sandeep Kumar Jain, Chief Financial Officer or Mr. Shekher Kapoor, Company Secretary and Compliance officer of the Company be provided to various authorities wherever required."

F. Other Important Matter

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