

DHP INDIA LIMITED

[Corporate Identity Number (CIN) : L65921WB1991PLC051555]

THIRTY-SECOND ANNUAL REPORT AND ACCOUNTS 2022-2023



DHP INDIA LIMITED

CONTENTS

Corporate Information	1
Notice of the Thirty-Second Annual General Meeting with their Notes	2-15
Explanatory Statement U/s.102 of the Companies Act [Part of Notice]	16-18
Information as per Reg.36(3) of SEBI(LODR) Regulation 2015 [Part of Notice]	19
Directors' Report	20-27
Annexure – "I" of Directors Report (Conservation of Energy etc.)	28-29
Annexure – "II" of Contract/Arrangement of Related party (AOC-2)	30
Annexure – "III" of Directors Report (CSR Report)	31-33
Annexure – "IV" of Directors Report (Remuneration to Managerial Personnel)	34
Annexure – "V" of Directors Report (Particulars of Employees Remuneration)	35
Management Discussion and Analysis Report	36-37
Corporate Governance Report	38-54
Declaration by C.E.O. & Managing Director for Code of Conduct	55
Certificate from Company Secretary in Practice as per Regulations 34(3) and Clause 10 of Part C of Schedule V of SEBI (LODR) regarding Directors	56
Certificate by Chief Executive Officer (C.E.O.) and Chief Financial Officer (C.F.O.)	57
Secretarial Audit Report (Form MR-3) along with Annexure-"A"	58-60
Secretarial Annual Compliance Report	61-64
Auditors' Certificate on Corporate Governance	65-66
Independent Auditors' Report on Financial Statement	67-71
Annexure-"A" of Auditors' Report (Internal Financial Control)	72-73
Annexure-"B" of Auditors' Report (CARO,2016)	74-76
Balance Sheet	77
Statement of Profit and Loss	78
Statement of Change in Equity	79
Cash Flow Statement	80
Notes accompanying Forming Parts of Financial Statements (Note "1" to "28")	81-98
Attendance Slip and Proxy Form	99
Ballot Form	100
AGM Route MAP	101



DHP INDIA LIMITED

BOARD OF DIRECTORS :

ASHEESH DABRIWAL	:	Managing Director & Chief Executive Officer (DIN – 00044783)
JANAK BHARDWAJ	:	Executive Director & Chief Operating Officer (DIN – 00047641)
ANJUM DHANDHANIA	:	Non-Executive Women Director (DIN – 00058506)
BUDDHADEB BASU	:	Non-Executive & Independent Director (DIN – 00061771)
DR. SUBRATA HALDAR	:	Non-Executive & Independent Director (DIN – 00089655)
SURAJIT RAHA	:	Non-Executive & Independent Director (DIN – 07019436)

COMMITTEES OF THE BOARD :

Audit Committee :

BUDDHADEB BASU	:	Chairman
DR.SUBRATA HALDAR	:	Member
SURAJIT RAHAa	:	Member

Nomination and Remuneration Committee :

BUDDHADEB BASU	:	Chairman
ANJUM DHANDHANIA	:	Member
SURAJIT RAHA	:	Member

Stakeholders Relationship Committee :

BUDDHADEB BASU	:	Chairman
ANJUM DHANDHANIA	:	Member
ASHEESH DABRIWAL	:	Member

Corporate & Social Responsibility Committee :

BUDDHADEB BASU	:	Chairman
SURAJIT RAHA	:	Member
ASHEESH DABRIWAL	:	Member

OTHER KEY MANAGERIAL PERSONNEL :

ASHOK KUMAR SINGH	:	Chief Financial Officer (C.F.O.)
SURUCHI TIWARI	:	Company Secretary-cum-Compliance Officer

BANKER : CITIBANK N.A.

AUDITORS :

Statutory & Tax Auditors	:	M/s. NAVIN NAYAR & CO., Chartered Accountants,
Cost Auditors	:	M/s. K. MAJUMDAR & ASSOCIATES, Cost Accountants,
Secretarial Auditors	:	M/s. SUSHIL TIWARI & ASSOCIATES, Companies Secretaries,
Internal Auditors	:	Mr. TIMIR BARAN HAZRA, Chartered Accountants,

REGISTRARS & SHARE TRANSFER AGENTS :

M/s. NICHE TECHNOLOGIES PRIVATE LIMITED
3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata – 700 017.

SHARES LISTED WITH :

BSE LTD. (Bombay Stock Exchange) [Securities Code No. 531306]

SHARES ACTIVATED WITH DEPOSITORIES :

CENTRAL DEPOSITORIES SERVICES LIMITED (CDSL) AND
NATIONAL SECURITIES & DEPOSITORY LIMITED (NSDL)
UNDER ISIN – INE590D01016

REGISTERED OFFICE:

7B, Shreelekha, 7th Floor, 42A, Park Street, Kolkata - 700 016. WEST BENGAL

FACTORY :

“Dhulagarh Industrial Park” P.O.:-Kanduah, P.S. - Sankrail, N. H. – 6, Howrah – 711 302, West Bengal.



DHP INDIA LIMITED

Corporate Identity Number (CIN) : L65921WB1991PLC051555

Registered Office : 7B, Shreelekha, 7th Floor, 42A, Park Street, Kolkata – 700 016

E-mail : info@dhpindia.com, Website : www.dilindia.co.in

NOTICE

NOTICE IS HEREBY GIVEN THAT the **Thirty-Second Annual General Meeting (AGM)** of the Members of DHP INDIA LIMITED ("the Company") will be held on Monday, the 25th September, 2023 at 11.00 A.M. at **Y.W.C.A. Galloway House, 1 Middleton Row, Kolkata – 700 071**, to transact the following business:-

ORDINARY BUSINESS : Ordinary Resolutions :

Item No. (1) – Adoption of Standalone Audited Financial Statements :

To receive, consider and adopt the Standalone Audited Financial Statements (including the Statement of Financial Results, the Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity, the Statement of Cash Flow and Other Financial Reports) of the Company for the financial year ended March 31, 2023 and the Report of the Board of Directors ("the Board") and Auditors thereon.

"RESOLVED THAT, the Audited Financial Statement (including the Statement of Financial Results, the Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity, the Statement of Cash Flow and Other Financial Reports) of the Company for the financial year ended March 31, 2023 and the report of the Board of Directors and Auditors thereon as circulated to the members, be and hereby considered and adopted."

Item No. (2) – Declaration of Dividend :

To declare a final dividend of Rs.4/- per equity share (@40% of Share Capital of the Company) for the year ended March 31, 2023.

"RESOLVED THAT a final dividend at rate of Rs.4/- (Rupees Four only) per equity share of Rs.10/- (Ten rupees) each fully paid-up of the Company i.e. @40% of paid-up equity share capital of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2023 and the same be paid out of the profits of the Company for the financial year ended March 31, 2023."

Item No. (3)–Re-appointment of Smt. Anjum Dhandhanha (DIN:00058506) as a director liable to retire by rotation :

To appoint a directors in place of Smt. Anjum Dhandhanha (DIN: 00058506), who retires by rotation and, being eligible, seeks re-appointment.

Explanation : Under the terms of their appointment, our Executive Director Sri Janak Bhardwaj and our a Non-Executive and woman Director Smt. Anjum Dhandhanha are subject to retirement by rotation. Last year, Sri Janak Bhardwaj was subject to retirement by rotation and was appointed by shareholders. To the extent that Smt. Anjum Dhandhanha is required to retire by rotation, she would need to be re-appointed as Non-Executive Director.

Therefore, shareholders are requested to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT, pursuant to provisions of Section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to the re-appointment of Smt. Anjum Dhandhanha (DIN : 00058506) as a Non-Executive Women Director, to the extent that she is required to retire by rotation."



DHP INDIA LIMITED**NOTICE****ORDINARY BUSINESS : Ordinary Resolutions :****Item No. (4)–Re-appointment of Statutory Auditors :**

To re-appoint M/s. NAVIN NAYAR & COMPANY, Chartered Accountants (Firm Registration No.317117E) as the Statutory Auditors of the Company and to fix their remuneration, and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution** :

“RESOLVED THAT, pursuant to provisions of Section 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(s) thereof, for the time being in force) and pursuant to recommendations of the Audit Committee, M/s. NAVIN NAYAR & COMPANY, Chartered Accountants (Firm Registration No.317117E) be and is hereby re-appointed as Statutory Auditors of the Company [For Statutory Audit of 5(five) consecutive years from financial year started from 01/04/2023 to 31/03/2028] from the conclusion of the present 32nd Annual General Meeting of the Company (this Meeting) to hold such office for a period of 5(five) consecutive years till the conclusion of 37th Annual General Meeting of the Company on a remuneration to be mutually decided by the Board and the Auditors.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving to this Resolution.”

SPECIAL BUSINESS : Special Resolutions :**Item No. (5)–To approve the Appointment of Sri Rajat Banerjee (DIN-06473127), as a Non-Executive, Independent Director (Non Rotational Director) of the Company for a period of 5(five) years from August 10, 2023 to August 9, 2028.**

To consider and if thought fit to pass with or without modifications(s) of the following resolution as an **Special Resolution** :

“RESOLVED THAT, pursuant to provisions of section 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that the Board, Mr. Rajat Banerjee (DIN : 06473127), who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 10, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years from August 10, 2023 to August 9, 2028, and that he shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s)/Authorised Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Cont. page – 3



DHP INDIA LIMITED

NOTICE

SPECIAL BUSINESS : Special Resolutions :

Item No. (6)–To approve the Appointment of Smt. Aditi Bagchi (DIN : 09840440), as a Non-Executive, Independent Director (Non Rotational Director) of the Company for a period of 5(five) years from August 10, 2023 to August 9, 2028.

To consider and if thought fit to pass with or without modifications(s) of the following resolution as an **Special Resolution** :

“RESOLVED THAT, pursuant to provisions of section 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that the Board, Mrs Aditi Bagchi (DIN : 09840440), who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 10, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years from August 10, 2023 to August 9, 2028, and that she shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s)/Authorised Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office :

7B, Shreelekha, 7th Floor, 42A, Park Street, Kolkata – 700 016.

Corporate Identity Number (CIN) : L65921WB1991PLC051555

By Order of the Board of Directors

SD/-

SURUCHI TIWARI

Dated : 10TH August, 2023

Company Secretary-cum-Compliance Officer

Enclosed : Notes (forming part of Notice)



DHP INDIA LIMITED

Corporate Identity Number (CIN) : L65921WB1991PLC051555

Registered Office : 7B, Shreelekha, 7th Floor, 42A, Park Street, Kolkata – 700 016

E-mail : info@dhpindia.com, Website : www.dilindia.co.in

NOTES :

- 1) Pursuant to the General Circular No.10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through Video Conferencing or Other Audio Visual, without the physical presence of the members at a common venue. Now as from our past experience and records of attendance in AGM, the total presence recorded only 20-25, hence the Board Decided to hold the Annual General Meeting in physical presence and not exercise the relaxation issued by above circular by MCA & SEBI.
- 2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding 50 (Fifty) in number and holding in aggregate not more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights. A member holding more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder. Proxies in order to be effective, should be deposited at the Registered Office of the Company at 7B, Shreelekha, 7th Floor, 42A, Park Street, Kolkata-700 016, duly completed and signed, not less than forty-eight hours before the commencement of the Annual General Meeting. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolutions/authority, as applicable. A Proxy Form, Attendance Slip and the Route Map of the venue of the meeting are **annexed** to this Notice.
- 3) The Explanatory Statement setting out material facts, pursuant to section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meeting and Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Ordinary Business – Ordinary Resolution under appointment of Statutory Auditors and Special Business – Special Resolution under appointment of two Nos Independent Directors at the Thirty-Second Annual General Meeting under item Nos. 4, 5 & 6 of the accompanying Notice is **annexed** thereto.
- 4) Additional Information of Directors seeking re-appointment by rotation in respect of the Ordinary Business under item No. 3 and appointment of two Nos New Independent Directors in respect of the Special Business under item Nos. 5 & 6 at the Thirty-Second Annual general Meeting as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and a brief resume to each of the Directors proposed to be appointed/re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership/chairmanships of Board Committees, Shareholding and relationship between directors inter se as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, and other requisite information as per clause 1.2.5 of Secretarial Standard-2 of Annual General Meetings, are provided in **Annexure-1**.
- 5) Corporate Members are required to send a certified true copy of the Board Resolution, pursuant to section 113 of the Companies Act, 2013, authorising their representatives to attend and vote on their behalf at the Annual General Meeting.
- 6) The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company or Company.

Cont. page – 2



DHP INDIA LIMITED**NOTES (continuing) :**

- 7) Members, Proxies and Authorised Representatives are requested to bring to the Annual General Meeting, the attendance slip enclosed herewith, duly completed and signed mentioning their in details of their DP ID and Client ID/Folio No. and Number of Shares holding. Duplicate attendance slip or copies of the Report and Accounts will not be made available at the AGM venue. Members seeking any information or clarification on the Accounts are requested to send, in writing, queries to the Company, at least one week before the date of the meeting. Replies will be provided, in respect of such written queries, only at the meeting.
- 8) Electronic copy of the Annual Report for F.Y. 2022-23 (Year Ended March 31, 2023) is uploaded on the Company's website at www.dilindia.co.in and is being send to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a physical copy of the same. Members are requested to support Green Initiative by registering/updating their email addresses with the Depository Participant (in case of shares in dematerialized form) or with link in M/s. Niche Technologies Private Limited, 3A, Acuckland Place, 7th Floor, Room No.7A & 7B, Kolkata- 700017, the Registrars and Transfer Agents ("RTA") of the Company (in case of shares held in physical form). Electronic copy of the Notice of the Thirty-Second AGM is uploaded on the Company's website at www.dilindia.co.in and also on the website of Central Depository Services (India) Limited at www.evotingindia.com of the Company inter alia indicating the process and manner of e-voting along with attendance slip and Proxy Form and same is being send to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a physical copy of the same. For Members who have not registered their email address, physical copies of this Notice and the Annual Report for FY 2022-23 (Year Ended March 31, 2023) are being send through permitted mode. For any communication the Members may also send requests to the Company's email ID at : info@dhpindia.com .
- 9) The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the other statutory register etc. will be available for inspection by members during the AGM. Other Relevant documents refer to in the accompanying Notice and in the Explanatory Statement are opened for inspection by the Members at the Companies Registered Office : 7B, Shreelekha, 7th Floor, 42A, Park Street, Kolkata-700 016 on all working days (except Saturdays, Sundays and Public Holidays) between 11:00 AM 1:00 PM up to the date of this AGM and also at the AGM.
- 10) The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company or Company.
- 11) SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be process from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
- 12) Pursuant to the provisions of Section 91 of the Companies Act, 2013 and rules framed thereunder, the Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, the 19th September, 2023** to **Monday, the 25th September, 2023** (both days inclusive), for the purpose of AGM and determining the names of Members eligible for dividend on Equity Shares, if declared at the AGM.

Cont. page – 3



DHP INDIA LIMITED**NOTES (continuing) :**

- 13) Subject to the provisions of Section 126 of the Companies Act, 2013, if the Final Dividend on Equity Shares as recommended by the Board of Rs.4/- per Equity Shares, if approved/declared at the AGM, payment of such dividend will be made within 30 days from the date of declaration of dividend to :
- a) all those Beneficial Owner holding shares in electronic form, whose names shall appear in the statement of beneficial ownership data as may be made available to the Company by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Monday, the 18th September, 2023;
 - b) all those Members whose names appear in the Register of Members of the Company at the end of business hours on Monday, the 18th September, 2023, after giving effect to all valid share transfers in physical mode lodged with the Company/the RTA (i.e. Niche Technologies Private Limited) on or before Monday, 18th September, 2023.
- 14) Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, the Company has transferred on due dates, all unclaimed dividends up to the financial years ended 31st March, 2015 to Investor Education and Protection Fund ("said Fund") established by the Central Government. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the Company has uploaded the details of the unpaid and unclaimed amounts lying with the Company on the website of the Ministry of Corporate Affairs (www.mca.gov.in). During the current financial year ended from April 1, 2022 to March 31, 2023, the Company has transferred the unpaid or unclaimed dividend of FY 2014-15 to the **Investor Education and Protection Fund**. Those Members, who have not encashed their dividends for the FY 2015-16 to FY 2021-22, are requested to claim it from the Company immediately.

Information in respect of such unclaimed dividend when due for transfer to the said Fund is given below:-

Serial No.	Financial Year Ended	Date of declaration of dividend	Last date for claiming unpaid dividend	Due date for transfer to IEP Fund
1.	31/03/2016	19/09/2016	18/09/2023	17/10/2023
2.	31/03/2017	20/09/2017	19/09/2024	18/10/2024
3.	31/03/2018	24/09/2018	23/09/2025	22/10/2025
4.	31/03/2019	20/09/2019	19/09/2026	18/10/2026
5.	31/03/2020	28/09/2020	27/09/2027	26/10/2027
6.	31/03/2021	27/09/2021	26/09/2028	25/10/2028
7.	31/03/2022	26/09/2022	25/09/2029	24/10/2029

- 15) Pursuant to the provisions of Sections 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, all Equity Shares of the Company on which dividend has not been paid or claimed for seven consecutive years or more on January 4, 2023 shall be transferred by the Company to Investor Education and protection Fund ("IEPF").
- During the current financial year ended from April 1, 2022 to March 31, 2023, the Company has transferred the shares of constant unclaimed dividend from financial year ended 31st March, 2015 to till date to the **Investor Education and Protection Fund**. The Company has also written to the concern Shareholders intimating them their particulars of the Equity Shares due for transfer. This details are also available on the Company's website www.dilindia.co.in. No claim shall lie against the Company in respect of this Equity Shares post their transfer to IEPF. Upon transfer, the Shareholders will be able to claim this Equity Shares only from the IEPF Authority by making and online application, the details of which are available at www.iepf.gov.in. All correspondence should be addressed to the RTA of the Company M/s. Niche Technologies Private Limited, 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata-700017, Tel : 033-22806616, Email : nichetechpl@nicetechpl.com.

Cont. page - 4



DHP INDIA LIMITED

NOTES (continuing) :

- 16) The cutoff date for the purpose of determining the members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM is September 18, 2023. Please note that Members can opt for only one mode of voting i.e. either by voting at the meeting or remote e-voting. If Members voted in remote e-voting, then they should not vote at the meeting and vice versa. However, once an e-vote on a resolutions is casted by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the AGM can attend the meeting and participate in the meeting, but shall not be entitled to cast their vote again.
- 17) Any person, who acquired shares of the Company and becomes a Member of the Company after dispatched of the Notice, hold shares as of the cut-off date i.e. September 18, 2023, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if the Member is already registered with CDSL, for remote e-voting, then he/she can use his/her existing user ID and password for casting the vote. Only a Member which entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on the cut-off date should treat the same as intimation only.
- 18) In case of Joint holders attending the meeting, the joint holders who is highest in the order of names will be entitled to vote at the AGM.
- 19) Members may note that the Income-tax Act, 1961 ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit their PAN (the above PAN is linked with Aadhar only).
- 20) Pursuant to provisions of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share capital and Debentures) Rules, 2014, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
- 21) SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 1, 2023, and linking PAN with Aadhar by June 30, 2023 vide its circular dated March 16, 2023. Shareholders in physical mode are requested to submit their PAN, KYC and nomination details to the Company's RTA, Niche Technologies Private Limited.. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their DP. In case of holder of physical securities fails to furnish PAN and KYC details before October 1, 2023 or link their PAN with Aadhar before June 30, 2023, in accordance with the SEBI circular dated March 16, 2023, RTA is obligated to freeze such folio. The Securities in frozen folio shall be eligible to receive payment (including dividend) and lodge grievance only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA/the Company shall refer such securities to the administering authority under Benami Transactions (Prohibitions) act, 1988, and/or the Prevention of Money Laundering Act, 2002.
- 22) At present the Company's Equity Shares are listed on the Stock Exchange at BSE Limited, Mumbai (Securities Code : 531306) only and listing fees for the previous financial year 2022-23 and current financial year 2023-2024 of BSE Limited have been paid. Members are informed that the scripts of the Company have been activated both in Central Depositories Services Limited (CDSL) and National Securities Depository Limited (NSDL) and may be dematerialised under the ISIN – INE 590D 01016. The Custodian/Issuer fees for the previous financial year 2022-23 and current financial year 2023-2024 have been paid to CDSL as well as NSDL.

Cont. page – 5

