

Date: 06th September, 2024

To
The General Manager,
Department of Corporate Services,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001.

Scrip Code: 534796

Dear Sir's,

Sub: Submission of Notice of 13th Annual General Meeting to be held on Saturday, 28th September, 2024 & 13th Annual Report for F.Y. 2023-24 – Reg.

Ref: Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 34 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations"), we are herewith submitting the 13th Annual Report of the Company along with the Notice of Annual General Meeting for the Financial Year 2023-24, which is being dispatched / sent to the members of the Company by Email in pursuance of MCA/SEBI Circular.

The 13th Annual General Meeting ("AGM") of the Company will be held on Saturday, 28th September, 2024 at 02.00 P.M through Video Conferencing (VC)/ Other Audio - Visual Means (OAVM) at Registered Office of the Company situated at Plot No. 10 & 11, MCH No. 1-8-304 to 307/, Pattigadda Road, Hyderabad, Telangana - 500003, India.

Kindly take the above information on record.

Thanking You,

Yours Faithfully,

For CDG Petchem Limited

Manoj
Kumar
Dugar

Manoj Kumar Dugar

Managing Director

DIN: 00352733

Encl: As above

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 13th Annual General Meeting of the members of CDG Petchem Limited (CIN: L51100TG2011PLC072532) will be held on Saturday, the 28th day of September, 2024 at 2.00 P.M through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) at the Registered Office of the Company situated at Plot No 10 &11, MCH No 1-8-304 to 307/, Pattigadda Road– 500003, Hyderabad, TG to transact with or without modification(s), as may be permissible, the following items of business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

To receive, consider and adopt

- a) The Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024, including the Audited Balance Sheet as at 31st March, 2024, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and reports of the Board of Directors and Auditors there on.
- b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024, together with the Report of the Auditors thereon.

2. Re-Appointment of Rajesh Chandanmal Dugar:

To re-appoint Mr. Rajesh Chandanmal Dugar (DIN: 00730059) who retires by rotation as Director, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. Approval for Sale/Disposal of land of the Company pursuant to the provisions of Section 180(1)(a) & 188 of the Companies Act, 2013 and Regulation 37A(1) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015:

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a), 188 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), the enabling provisions of the Memorandum and Articles of Association of the Company and Regulation 37A(1) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approvals, consents and permissions obtained/to be obtained from the appropriate third parties including concerned statutory authorities and subject to such terms and conditions as may be imposed by them, and which may be agreed to by the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), for effecting the sale, bifurcation, assignment, transfer and conveyance of the Property comprising of land admeasuring about 7030.00 Sq Mts located at 1/47/3&4 A Situated InLand Sy. No.4/1 Part, Village Kapnoor, 2nd Stage Industrial Area Kapnoor, Karnataka India to Ayushman Merchants Private Limited (hereinafter referred as the “Buyer”), a related party in one or more tranches/phases and either as a whole or in part for a consideration as the board may decide and subject to such terms and conditions as mutually agreed upon by the Company with the Buyer.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do such further acts, deeds and things as may be necessary including modifying, finalizing the terms and conditions and executing all such

agreements, undertakings, contracts, deeds and other documents on behalf of the Company, file applications and make representation in respect thereof and seek approval from statutory/administrative authorities, financial institutions/banks etc., in this regard as may be applicable and deal with any matters, take necessary steps in this matter as the Board may in its absolute discretion deem necessary, desirable and expedient to give effect to this resolution and to settle any question/difficulty that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of Directors or Director(s)/Manager/Chief Financial Officer / Company Secretary and/or any of the officers/authorised representatives of the Company, with authorities as required, affixing the Common Seal of the Company on agreement/documents, arranging delivery and execution of Contract, deeds, agreements and instruments.”

4. **Approval to sell the Land of the company:**

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013, read with applicable rules under Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members be and is hereby accorded to the Board of Directors to sell, bifurcate, assign or transfer the land of the Company admeasuring about 2488 Sq Mts. located at Plot No.163, Choutuppal, Yadadri Bhuvanagiri, Hyderabad in one or more tranches to any Buyer(s) with whom the board may finalize and on such terms and conditions as may be approved by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to the Board, to any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required to give effect to this resolution”

5. **Approval for Related Party Transactions with Dugar Polymers Limited, a related party**

To consider and if thought fit to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014, Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements), 2015, and pursuant to the approval accorded from the Audit committee, the consent of the members be and is hereby accorded to enter into transactions w.r.t availing or rendering of services, sale, purchase or supply of any goods or material, directly or through appointment of agent with Dugar Polymers Limited, a related party, in excess of 10% of turnover of the Company such that the aggregate of such transactions of sale, purchase or supply of goods with the said related party shall not exceed INR 1.6 Crores (INR One Crore and Sixty Lakhs) per annum for the Financial Year 2024-2025.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for purpose of giving effect to this Resolution.”

6. **Approval for Related Party Transactions with Morbido Merchandise Private Limited, a related party**

To consider and if thought fit to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014, Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements), 2015, and pursuant to the approval accorded from the Audit committee, the consent of the members be and is hereby accorded to enter into transactions w.r.t availing or rendering of services, sale, purchase or supply of any goods or material, directly or through appointment of agent with Morbido Merchandise Private Limited, a related party, in excess of 10% of turnover of the Company such that the aggregate of such transactions of sale, purchase or supply of goods with the said related party shall not exceed INR 11.5 Crores (INR Eleven Crores and Fifty Lakhs) per annum for the Financial Year 2024-2025.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for purpose of giving effect to this Resolution.”

7. **Approval for Related Party Transactions with Dugar Indvent Private Limited (formerly known as Defodil Dealcom Private Limited), a related party**

To consider and if thought fit to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014, Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements), 2015, and pursuant to the approval accorded from the Audit committee, the consent of the members be and is hereby accorded to enter into transactions w.r.t availing or rendering of services, sale, purchase or supply of any goods or material, directly or through appointment of agent with Dugar Indvent Private Limited (formerly known as Defodil Dealcom Private Limited), a related party, such that the aggregate of such transactions of sale, purchase or supply of goods with the said related party shall not exceed INR 40 Lakhs (INR Forty Lakhs) per annum for the Financial Year 2024-2025.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for purpose of giving effect to this Resolution.”

8. **Approval for Related Party Transactions with Ayushman Merchants Private Limited, a related party**

To consider and if thought fit to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014, Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements), 2015, and pursuant to the approval accorded from the Audit committee, the consent of the members be and is hereby accorded to enter into transactions w.r.t availing or rendering of services, sale, purchase or supply of any goods or material, directly or through appointment of agent with Ayushman Merchants Private Limited, a related party, such that the aggregate of such transactions of sale, purchase or supply of goods with the said related party shall not exceed INR 8 Crores (INR Eight Crores) per annum for the Financial Year 2024-2025.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for purpose of giving effect to this Resolution.”

By Order of Board of Directors

Sd/-

Manoj Kumar Dugar

Managing Director

DIN : 00352733

Place: Hyderabad

Date: 13.08.2024

1. The Ministry of Corporate Affairs (MCA), vide its General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 2/2022 dated 5th May, 2022, 10/2022 dated 28th December, 2022 the latest being general circular no. 09/2023 dated September 25, 2023 (collectively referred as “MCA circulars”) and Securities Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated 13th May, 2022 and SEBI Circular No SEBI/HO/CFD/PoD-2/P/CIR/2023 dated January 5, 2023 (referred as “SEBI circulars) and other applicable circulars issued in this regard, have permitted companies to conduct AGM through VC/OAVM till 30th September, 2024 without physical presence of Members at a common venue. In accordance with the applicable provisions of the Act and the said Circulars of MCA and SEBI, the 13th AGM is being convened and conducted through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of him-self and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circular No. 14/2020 dated April 08, 2020, physical attendance of members has been dispensed with. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
6. In line with MCA Circulars & SEBI Circular, the Notice calling the AGM has been uploaded on the website of the Company at www.procurepoint.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. Institutional/Corporate members are encouraged to attend and vote at the meeting through VC/OVAM. We also request them to send, a duly certified copy of the Board Resolution authorizing their representative to attend the AGM through VC/OAVM and vote through remote e-voting on its behalf at corporate@dugargroup.net pursuant to Section 113 of the Companies Act, 2013.
8. In case you are holding the Company's shares in dematerialized form, please contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses, email id, ECS mandate.
9. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities.
10. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. M/s. CIL Securities Limited, Hyderabad having their address at 214 Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad – 500 001 are the Registrar & Share Transfer Agents (RTA) of the Company. All communications in respect of share transfers dematerialization and change in the address of the members may be communicated to the RTA.
11. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the RTA/Company.
12. Members who have not registered their email ID with the depository participants, are requested to register their email ID with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, are requested to submit their request with their valid email ID to our RTA at rta@cilsecurities.com or corporate@dugargroup.net for receiving all communications including annual report, notices, letters etc., in electronic mode from the Company.
13. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.
14. Intimation to the Physical shareholders:

Shareholders holding the physical shares are hereby requested to note the following revised forms as per the SEBI circulars for availing the investor services. Further, the forms are also available on the website of the Company www.procurepoint.in

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, CIL Securities Limited either by email to rta@cilsecurities.com or by post to CIL Securities Limited, 214, RaghavaRatna Towers, Chirag Ali Lane, Abids,Hyderabad,Telangana,500001	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt out of Nomination	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4

15. In case of Joint Holders attending the AGM, only such Joint Holder whose name appears first in the order of names will be entitled to vote.
16. Only bonafide members of the Company, whose name appear first on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
17. Pursuant to the directions/notifications of Securities and Exchange Board of India (SEBI) and Depositories, the demat account holders can operate their accounts if they had already provided Income Tax Permanent Account Number either at the time of opening of the account or at any time subsequently. In case they have not furnished the Income Tax Permanent Account Number to the Depository Participants, such demat account holders are requested to contact their DPs with a photocopy of the PAN Card (with original PAN Card for verification), so that the frozen demat accounts would be available for operation and further consequences of non-compliance with the aforesaid directives would be obviated. SEBI, vide Circular Ref.No.MRD/Dop/Cir-05/2009 dated May 20, 2009 made it mandatory to have PAN particulars for registration of physical share transfer requests. Based on the directive contained in the said circulars, all share transfer requests are therefore to be accompanied with PAN details. Members holding shares in physical form can submit their PAN details to the Company / RTA.
18. Members seeking any information or clarification on the accounts are requested to send their queries to the Company, in writing, at least 10 days before the date of the meeting. Replies will be provided in respect of such written queries at the meeting.
19. Members who hold shares in dematerialized form are requested to bring their DP ID and Client ID numbers for easy identification of attendance at the meeting.

20. The Equity Shares of the Company are mandated for trading in the compulsory demat mode. The ISIN Number allotted for the Company's shares is INE198N01017.
21. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
22. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants.
23. Members may note that the Notice and the 13th Annual Report 2023-24 will also be available at the Company's website: www.procurepoint.in, on the website of the Stock Exchanges i.e. BSE Limited www.bseindia.com and on the website of CDSL www.evotingindia.com.
24. Additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Secretarial Standards on general meetings, information in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting is furnished in the annexure and forms part of the notice. The Directors have furnished the requisite consent / declaration for their appointment / re-appointment.
25. Members desiring inspection of statutory registers during the AGM may send their request in writing in advance to the Company at corporate@dugargroup.net
26. Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to corporate@dugargroup.net up to the date of the AGM.
27. The notice of Annual General Meeting will be sent to the members, whose name appears in the Register of members/ depositories as at closing hours of business on 30th August, 2024.
28. Register of Members and Share Transfer Books of the Company shall remain closed from 22nd September, 2024 to 28th September, 2024 (both days inclusive) for AGM.
29. The Members whose names appear in the Register of Members/ List of Beneficial Owners as on 20th day, September, 2024 (cut-off date), are entitled to vote on the resolutions set forth in this Notice.
30. The e-voting period will commence on Wednesday, 25th September, 2024 (09:00 hrs) and will end on Friday, 27th September, 2024 (17:00 hrs). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date & time mentioned above.
31. The Company has appointed M/s. A.S. Ramkumar & Associates, Company Secretaries, to act as Scrutinizer to conduct and scrutinize the electronic voting process of this Annual General Meeting in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.

- (i) The e-voting period will commence on Wednesday, 25th September, 2024 (09:00 hrs) and will end on Friday, 27th September, 2024 (17:00 hrs). During this period, shareholders of the Company holding shares either in

physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 :Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode:

- i. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility. Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login into Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and select New System Myeasi Tab. 2) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available

	<p>on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile and email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
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Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode:

- i. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
 - 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **corporate@dugargroup.net**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **corporate@dugargroup.net**.
2. For Demat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

General Instructions:

- i. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 20th September 2024.
- ii. The Scrutinizer, after scrutinizing the votes cast at the meeting through remote e-voting and during AGM will, not later than 48 hours from the conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.procurepoint.in and on the website of CDSL www.cdslindia.com. The results shall simultaneously be communicated to the Bombay Stock Exchange.
- iii. The voting result will be announced by the Chairman or any other person authorized by him within two days of the AGM.

By Order of Board of Directors

Sd/-

Manoj Kumar Dugar

Managing Director

DIN : 00352733

Place: Hyderabad

Date: 13.08.2024

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 3

The Company proposes to sell the land located at 1/47/3&4A situated In Land Sy No.4/1 Part, Village Kapnoor, 2nd Stage Industrial Area Kapnoor, Karnataka India to Ayushman Merchants Private Limited ("Buyer"), a related party in 1 or 2 phases/trenches for a consideration as the board may decide.

The funds realized from the proposed sale shall be used for retiring the borrowings of the Company, making investment in forthcoming realty projects for driving future growth and profits and for other general corporate purposes including making treasury investments. Considering the scale and impact this transaction will have on the future prospects of the Company, the Board recommends the resolution for approval of the shareholders to ensure the Company delivers sustainable shareholder value.

Further, pursuant to the provisions of Section 180(1)(a), 188 of the Companies Act, 2013 and Regulation 37A(1) of the SEBI Listing Regulations, 2015, sale, lease or otherwise disposal of the whole or substantially the whole of an undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking, requires the consent of the Company by way of a special resolution. As the proposed sale of land falls within the ambit of undertaking as per Section 180(1)(a), 188 of the Companies Act, 2013 and Regulation 37A of SEBI Listing Regulations, 2015, it is proposed to obtain approval of the shareholders by special resolution.

The following disclosure(s) for sale, bifurcation, assignment, transfer and conveyance of land to the related party i.e., Ayushman Merchants Private Limited is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014.

Name of the Related Party	Ayushman Merchants Private Limited
Name of the director/KMP who are related and nature of relationship	A private company that has following common directors - Mr. Manoj Kumar Dugar - Rajesh Chandanmal Dugar
Nature, Duration of the contract and particulars of the contract or arrangement and material terms, monetary value and particulars of the contract or arrangement	The transaction being in the nature of sale of immovable property

Any advance paid or received for the contract or arrangement, if any	NIL
Any other information relevant or important for the members to take a decision on the proposed resolution	NIL

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.3 for approval by the members of the Company.

Except the Promoters and their relatives, none of the other Directors and Key Managerial Personnel of the Company is concerned or interested, financially or otherwise in the Special Resolution except to the extent of their Shareholding in the Company, if any

Item No.4:

In light of provisions of Section 180(1)(a) of the Companies Act, 2013 read with rules made there under, the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution.

Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are requested to note that their consent to the board is being sought to sell, bifurcate, assign or transfer the land of the Company admeasuring about 2488 Sq Mts. located at Plot No.163, Choutuppall, Yadadri Bhuvanagiri, Hyderabad in one or more tranches to any buyer(s) with whom the board may finalize. The Company proposes to divest its unproductive assets and utilize the proceeds be repay bank loans, thereby reducing the Company's debt burden and enhancing its financial sustainability.

None of the Directors, Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, in any way, in the proposed resolutions except to the extent of their shareholding, if any, in the Company.

Item No.'s 5 -8

In light of provisions of Section 188(1) of the Companies Act, 2013 read with rules made there under and Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirements), 2015, Audit Committee and board of directors of the company approved and recommended to the members for their approval with respect to the Availing or rendering of services, sale, purchase or supply of any goods or material, directly or through appointment of agent along with the annual limits that your company may enter with its related parties i.e., Dugar Polymers Limited, Morbido Merchandise Private Limited, Dugar Indvent Private Limited and Ayushman Merchants Private Limited for the financial year 2024-25.

All disclosures prescribed to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its powers) Rule, 2014 are provided below the for the perusal of the members:

	Item 5	Item 6	Item 7	Item 8
Name of the related party:	Dugar Polymers Limited.	Morbido Merchandise Private Limited.	Dugar Indvent Private Limited (Formerly known as Defodil Dealcom Private Limited)	Ayushman Merchants Private Limited

Name(s) of the Directors/ KMP who is related, if any:	- Mr. Manoj Kumar Dugar - Mr. Rajesh Chandamal Dugar - Mrs. Renu Dugar	- Mr. Manoj Kumar Dugar - Mr. Rajesh Chandanmal Dugar - Mrs. Renu Dugar	- Mr. Manoj Kumar Dugar - Mr. Rajesh Chandanmal Dugar - Mrs. Renu Dugar	- Mr. Manoj Kumar Dugar - Mr. Rajesh Chandanmal Dugar - Mrs. Renu Dugar
Nature of Relationship	A Public company in which Mrs. Renu Dugar, director holding more than 2% shareholding, Mr. Manoj Kumar Dugar and Rajesh Chandanmal Dugar are common directors.	A subsidiary private company that has following common directors Mr. Manoj Kumar Dugar Rajesh Chandanmal Dugar	A private company that has following common directors Mr. Manoj Kumar Dugar Rajesh Chandanmal Dugar	A private company that has following common directors Mr. Manoj Kumar Dugar Rajesh Chandanmal Dugar
Nature of the transaction	Availing or rendering of services, sale, purchase or supply of any goods or material	Availing or rendering of services, sale, purchase or supply of any goods or material	Availing or rendering of services, sale, purchase or supply of any goods or material	Availing or rendering of services, sale, purchase or supply of any goods or material
Duration of the contract and particulars of the contract or arrangement	One Year	One Year	One Year	One Year
Monetary value:	aggregate of such transactions shall not exceed INR 1.6 Crores	aggregate of such transactions shall not exceed 11.5 Crores	aggregate of such transactions shall not exceed Rs. 40.00 Lakhs	aggregate of such transactions shall not exceed Rs. 8.00 Crores
Any other information relevant or important for the Board to take a decision on the proposed transaction	Nil	Nil	Nil	Nil
Directors of the Company are interested in this resolution	- Mr. Manoj Kumar Dugar - Mr. Rajesh Chandanmal Dugar - Mrs. Renu Dugar	- Mr. Manoj Kumar Dugar - Mr. Rajesh Chandanmal Dugar	- Mr. Manoj Kumar Dugar - Mr. Rajesh Chandanmal Dugar	- Mr. Manoj Kumar Dugar - Mr. Rajesh Chandanmal Dugar

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 of General Meetings]

Name of the Director	Rajesh Chandanmal Dugar
Date of Birth & Age	23/11/1973 (50 Years)
Date of Appointment	29/08/2016
Qualifications	Graduate
Relationship between Directors inter-se	Brother of Mr. Manoj Kumar Dugar, Chairman and Managing Director of the Company and brother-in-law of Mrs. Renu Dugar, Non-executive women director of the company.
Terms and conditions for re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Rajesh Chandanmal Dugar who was appointed as an Executive Director on 29/08/2016, is liable to retire by rotation.
Expertise in specific functional area	Finance and Administration
Directorship in other listed companies	Nil
Remuneration Drawn for the FY 2023-24	Nil
Shareholding as on 31.03.2024	276975 shares (9% of holding)