



April 22, 2024

**BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai-400 001
Scrip Code: 542729**

**National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex, Bandra East
Mumbai, Maharashtra – 400 051
Symbol: DCMNVL**

Dear Sir/ Madam,

Ref: Disclosure of Voting Results - Postal Ballot Notice dated March 21, 2024

In continuation to our letter dated March 21, 2024, titled 'Postal Ballot Notice' please find enclosed;

1. Voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Report of Scrutinizer dated April 22, 2024.
3. Minutes of Postal Ballot proceedings.

The resolutions as proposed in the postal ballot notice have been passed by the shareholders by remote e-voting process with requisite majority on April 21, 2024 (the last date of remote e-voting).

The voting results along with the scrutinizer's report will also be made available on the Company's website at <https://www.dcmnvl.com/postal-ballot.html>

This is for your information and records.

Thanking You,
Yours Sincerely

For DCM Nouvelle Limited

**Mohd Sagir
Company Secretary &
Compliance Officer
Membership No-F11061**

Encl-a/a

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General information about company

Scrip code	542729
NSE Symbol	DCMNVL
MSEI Symbol	NOTLISTED
ISIN	INE08KP01019
Name of the company	DCM NOUVELLE LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	21-04-2024
Start time of the meeting	Not Applicable
End time of the meeting	

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Scrutinizer Details

Name of the Scrutinizer	PRAGNYA PARIMITA PRADHAN
Firms Name	PRAGNYA PRADHAN & ASSOCIATES
Qualification	CS
Membership Number	32778
Date of Board Meeting in which appointed	21-03-2024
Date of Issuance of Report to the company	22-04-2024

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Voting results	
Record date	21-03-2024
Total number of shareholders on record date	35086
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	Not Applicable
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	Not Applicable
b) Public	
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	Add Notes

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Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				RE-APPOINTMENT OF DR. MEENAKSHI NAYAR (DIN: 06866256) AS AN INDEPENDENT DIRECTOR OF THE COMPANY				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		9359149	99.9998	9359149	0	100.0000	0.0000
	Poll	9359167	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	9359167	9359149	99.9998	9359149	0	100.0000	0.0000
Public- Institutions	E-Voting		58637	12.4596	0	58637	0.0000	100.0000
	Poll	470617	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	470617	58637	12.4596	0	58637	0.0000	100.0000
Public- Non Institutions	E-Voting		1058332	11.9613	1054471	3861	99.6352	0.3648
	Poll	8847965	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8847965	1058332	11.9613	1054471	3861	99.6352	0.3648
Total		18677749	10476118	56.0888	10413620	62498	99.4034	0.5966
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				RE-APPOINTMENT OF MR. HEMANT BHARAT RAM (DIN: 00150933), AS MANAGING DIRECTOR OF THE COMPANY				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		9359149	99.9998	9359149	0	100.0000	0.0000
	Poll	9359167	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	9359167	9359149	99.9998	9359149	0	100.0000	0.0000
Public- Institutions	E-Voting		58637	12.4596	0	58637	0.0000	100.0000
	Poll	470617	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	470617	58637	12.4596	0	58637	0.0000	100.0000
Public- Non Institutions	E-Voting		1058332	11.9613	1054071	4261	99.5974	0.4026
	Poll	8847965	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8847965	1058332	11.9613	1054071	4261	99.5974	0.4026
Total		18677749	10476118	56.0888	10413220	62898	99.3996	0.6004
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				RE-APPOINTMENT OF DR. VINAY BHARAT RAM (DIN: 00052826) AS WHOLE-TIME DIRECTOR OF THE COMPANY.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		9359149	99.9998	9359149	0	100.0000	0.0000
	Poll	9359167	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	9359167	9359149	99.9998	9359149	0	100.0000	0.0000
Public- Institutions	E-Voting		58637	12.4596	58637	0	100.0000	0.0000
	Poll	470617	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	470617	58637	12.4596	58637	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1058335	11.9613	1054471	3864	99.6349	0.3651
	Poll	8847965	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8847965	1058335	11.9613	1054471	3864	99.6349	0.3651
Total		18677749	10476121	56.0888	10472257	3864	99.9631	0.0369
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0





PRAGNYA PRADHAN & ASSOCIATES

PRACTICING COMPANY SECRETARIES

Deliver the best at the earliest

Report of Scrutinizer

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time]

22nd April 2024

To
The Chairperson,
DCM Nouvelle Limited
407 Vikrant Tower 4,
Rajendra Place, Delhi 110008

Sub: Scrutinizer's Report on Postal Ballot process through electronic means ("remote e-voting") in respect of passing of resolution set out in the postal ballot notice dated March 21, 2024

Dear Madam,

I Pragnya Parimita Pradhan, Company Secretary in Whole- Time Practice, Proprietor of M/s Pragnya Pradhan & Associates, Company Secretaries, having office at 46, LGF, Jor Bagh, New Delhi - 110003, was appointed as a Scrutinizer by the Board of Directors of DCM Nouvelle Limited (the "Company") in its meeting held on Thursday, March 21, 2024 for the purposes of scrutinizing the postal ballot through remote evoting in respect of the below stated resolution as proposed in the Postal ballot notice dated March 21, 2024 and I submit my reports as under.

In terms of provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, ("the Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "SEBI Listing Regulations") and any other applicable laws, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company had sent the "Postal Ballot Notice" dated March 21, 2024, in electronic form only, for seeking the approval of the Members of the Company on the resolution set out in the Postal Ballot Notice to be passed by way of voting through electronic means ("remote e-voting") only.



46, LGF, JOR BAGH, NEW DELHI-110003

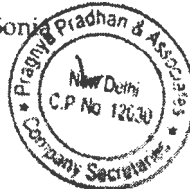
Mob: 09953457413, 08368677720 Email id: Pragnyap.pradhan@gmail.com

IN THIS CONNECTION, I HEREBY SUBMIT MY REPORT AS UNDER:

1. In compliance with the MCA Circulars, the Company had sent the Postal Ballot Notice to the Members of the Company in electronic form only on March 21, 2024. Further Postal Ballot Notice was sent only via email only to those Members of the Company, whose names appear in the register of members/ the list of beneficial owners, as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email addresses are registered with the Skyline Financial Services Private Limited / depository participant(s) as on Thursday, March 21, 2024 ("Cut-off Date").
2. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution was restricted only to remote e-voting i.e. by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope were not sent to the members. The communication of the assent or dissent of the members was only took place through the remote e-voting system.
3. The Postal Ballot Notice was also available on the Company's website www.dcmnvl.com, the website(s) of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on website of NSDL at www.evoting.nsdl.com.
4. A notice about the dispatch of Postal Ballot Notice was also published on Saturday, March 23, 2024 in 'Financial Express' newspaper in English language and in 'Jansatta' newspaper in Hindi language in terms of Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended.
5. The Company has provided the remote e-voting facility to the Members to exercise their votes electronically on said Resolutions through the remote e-voting service facility of National Securities Depository Limited (NSDL).
6. The remote e-voting period commenced on Saturday, March 23, 2024 (at 09:00 A.M IST) and end on Sunday, April 21, 2024 (at 05:00 P.M IST) (both days inclusive). The votes casted through remote evoting facility by members of the Company till Sunday, April 21, 2024 up to 5:00 p.m., being the last date and time fixed by the Company for remote e-voting were considered for my scrutiny. Please note that one equity shares of the Company represent one vote. Members' voting right is in proportion to his share in paid up capital of the Company.
7. After close of remote e-voting period, the votes were unblocked and remote e-voting summary statement(s) were downloaded from website of NSDL i.e. www.evoting.nsdl.com at 5.10 P.M. on, April 21, 2024 in the presence of two witnesses, Mr. Rashmi, and Ms. Sonia, who are not in employment of the Company


Rashmi
Mr. Rashmi



Ms. Sonia


Based on reports generated from the NSDL's website i.e. www.evoting.nsdl.com the report on the result of voting on resolution is given hereunder:

SUMMARY OF VOTES CAST

Item No. -1- Special Resolution - RE-APPOINTMENT OF DR. MEENAKSHI NAYAR (DIN: 06866256) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

(i) Voted in favour of the Resolution:

Particulars	Number of members	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot Forms	Not Applicable		
Remote e-voting	160	1,04,13,620	99.40343
Total	160	1,04,13,620	99.40343

(ii) Voted against the Resolution:

Particulars	Number of members	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot Forms	Not Applicable		
Remote e-voting	22	62,498	0.59657
Total	22	62,498	0.59657

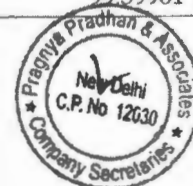
(iii) Invalid votes:

Mode of Voting	Total Number of members whose votes were declared 'Invalid'	Total number of votes casted by members whose votes were declared 'Invalid'
Postal Ballot Forms	Not Applicable	
Remote e-voting	0	0
Total	0	0

Item No. -2- Special Resolution - RE-APPOINTMENT OF MR. HEMANT BHARAT RAM (DIN: 00150933), AS MANAGING DIRECTOR OF THE COMPANY.

(i) Voted in favour of the Resolution:

Particulars	Number of members	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot Forms	Not Applicable		
Remote e-voting	159	1,04,13,220	99.39961
Total	159	1,04,13,220	99.39961



(ii) Voted against the Resolution:

Particulars	Number of members	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot Forms	Not Applicable		
Remote e-voting	23	62,898	0.60039
Total	23	62,898	0.60039

(iii) Invalid votes:

Mode of Voting	Total Number of members whose votes were declared 'Invalid'	Total number of votes casted by members whose votes were declared 'Invalid'
Postal Ballot Forms	Not Applicable	
Remote e-voting	0	0
Total	0	0

Item No. -3- Special Resolution - RE-APPOINTMENT OF DR. VINAY BHARAT RAM (DIN: 00052826) AS WHOLE-TIME DIRECTOR OF THE COMPANY.

(i) Voted in favour of the Resolution:

Particulars	Number of members	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot Forms	Not Applicable		
Remote e-voting	161	1,04,72,257	99.96312
Total	161	1,04,72,257	99.96312

(ii) Voted against the Resolution:

Particulars	Number of members	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot Forms	Not Applicable		
Remote e-voting	22	3,864	0.03688
Total	22	3,864	0.03688



(iii) Invalid votes:

Mode of Voting	Total Number of members whose votes were declared 'Invalid'	Total number of votes casted by members whose votes were declared 'Invalid'
Postal Ballot Forms	Not Applicable	
Remote e-voting	0	0
Total	0	0

Hence, the aforesaid resolutions are said to have been passed by the requisite majority in accordance with relevant provisions of the Companies Act, 2013 and Rules issued thereunder. The aforesaid resolutions are considered to have been approved by the shareholders as on last date specified for remote e-voting i.e. on Sunday, April 21, 2024.

The electronic data and all other relevant records relating to remote e-voting will be handed over to Mr. Mohd Sagir, Company Secretary and Compliance Officer of the Company for safe keeping as provided in the Act read with the relevant Rules

Based on the above information, you may kindly announce the results.

Thanking you,

Yours faithfully,

For M/s Pragnya Pradhan & Associates
(Company Secretaries)

Pragya Parivita Pradhan
(Pragya Parivita Pradhan)

Proprietor

ACS-32778

CP No. 12030

Peer Review :1564/2021

UDIN - A032778F000202618



Date: 22-04-2024

Place: New Delhi

Countersigned by
For DCM Nouvelle Limited



Mohd Sagir
Mohd Sagir
Company Secretary &
Compliance Officer

**MINUTES OF POSTAL BALLOT PROCEEDINGS HELD THROUGH REMOTE E-VOTING
CONCLUDED ON APRIL 21, 2024**

The Board of Directors vide their resolution dated March 21, 2024, approved the postal ballot notice entailing the following resolutions to be considered and approved by shareholders through remote e-voting pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

S. No	Particulars
1	Re-appointment of Dr. Meenakshi Nayar (DIN: 06866256) as an Independent Director of the Company.
2	Re-appointment of Mr. Hemant Bharat Ram (DIN: 00150933), as Managing Director of the Company.
3	Re-appointment of Dr. Vinay Bharat Ram (DIN: 00052826) as Whole-Time Director of the Company.

- a) The Company had engaged the services of NSDL for the purpose of providing remote e-voting facility and technical services relating to the Postal Ballot to all its members.
- b) The Board had appointed Mrs. Pragnya Parimita Pradhan, Practicing Company Secretary (Membership No. ACS 32778 & Certificate of Practice No. 12030) as the Scrutinizer for conducting the evoting process in a fair and transparent manner.
- c) In accordance with applicable MCA and SEBI circulars, the postal ballot notice was sent through electronic mode to those members whose e-mail addresses were registered with the Company/ Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date March 21, 2024, seeking approval as set out in the postal ballot notice.
- d) The total number of shareholders as on the cut-off date was 35086.
- e) Pursuant to the above, the postal ballot notice was sent to all eligible shareholders, electronically, on March 22, 2024.
- f) A Public advertisement was published on March 23, 2024 in Business standard in English and Jansatta in Hindi.
- g) The remote e-voting commenced on Saturday, March 23, 2024 at 09:00 AM and closed on Sunday April 21, 2024 at 05:00 PM (IST).
- h) The Scrutinizer unblocked the votes casted under remote e-voting and downloaded the details at 5.10 PM (IST) on April 21, 2024 from NSDL portal in the presence of two witnesses.

- i) The Chairperson took the report on record and declared that the resolutions set out in the postal ballot notice dated March 21, 2024 were passed with requisite majority. The details of voting are as below;

Resolutions	Total shares as on the cutoff date	No. of votes polled	No. of Votes – in favor	% of Votes in favor	No. of Votes – against	% of Votes against
Re-appointment of Dr. Meenakshi Nayar (DIN: 06866256) as an Independent Director of the Company	18677749	10476118	10413620	99.40343	62498	0.59657
Re-appointment of Mr. Hemant Bharat Ram (DIN: 00150933), as Managing Director of the Company	18677749	10476118	10413220	99.39961	62898	0.60039
Re-appointment of Dr. Vinay Bharat Ram (DIN: 00052826) as Whole-Time Director of the Company.	18677749	10476121	10472257	99.96312	3864	0.03688

- j) The text of resolutions as set out in the postal ballot notice dated March 21, 2024, that were passed by the shareholders were as follows:

Resolution No. 1 - Re-appointment of Dr. Meenakshi Nayar (DIN: 06866256) as an Independent Director of the Company.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17, 17(1A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Dr. Meenakshi Nayar (DIN: 06866256), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 23rd April, 2019 to 22nd April 2024 and who being eligible for re-appointment as an Independent Director has given her consent along with a

declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from April 23, 2024 upto April 22, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient, and desirable for the purpose of giving effect to this resolution.

Resolution No. 2- Re-appointment of Mr. Hemant Bharat Ram (DIN: 00150933), as Managing Director of the Company.

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder and applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law applicable to the Company for time being in force (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with relevant provisions of the Articles of Association of the Company, and upon recommendations of Nomination & Remuneration Committee and Board of Directors of the Company (hereinafter referred to as the ‘Board’) and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, consent of the Members be and is hereby accorded for re-appointment of Mr. Hemant Bharat Ram (DIN: 00150933) as Managing Director for a further period of five (5) years commencing from 01 April, 2024 to 31st March 2029, not liable to retire by rotation, as per the terms and conditions mentioned below:

- A) Salary Per Month (Including Basic Salary and Performance Allowance):
Rs. 22,48,000/-**
- B) Other Allowances, Reimbursements and Perquisites:**

- a. Rent free accommodation leased/House Rent Allowance upto 50% of Basic Salary.
- b. Medical Allowances / education allowance/ expenses for self and family at actuals as per Rules of the Company.
- c. Group Personal accident /medical policy as per Rules of the Company.
- d. Leaves in accordance with rules framed by the Company.
- e. Contribution to Provident Fund and Superannuation/Annuity Fund will be as per Scheme of the Company.
- f. Gratuity payable shall be at a rate not exceeding 15 days' salary for each completed year of service or part thereof in excess of six months as per Scheme of the Company.
- g. Encashment of un-availed leave at the end of the tenure or at specified intervals will be as per Scheme of the Company.
- h. LTA in accordance with rules framed by the Company

In addition to the above, he shall also be entitled to following facilities necessary for the purposes of business, which will not be considered as perquisites:

i. Company maintained car(s) with driver(s);

ii. Telephone(s) facility.

However, for the personal use of car, the amount equivalent to the perquisite value of the car(s) as per Income Tax Act shall be recovered from him.

Provided that the above remuneration be paid to Mr. Hemant Bharat Ram, Managing Director of the company, under the above different heads which may be interchangeable either by operation of any law or due to amendment in any rules or schemes framed by the company or otherwise in future as may be decided by the company from time to time.

C) Bonus:

In addition to the Salary and Allowances mentioned in A & B above, Mr. Hemant Bharat Ram, Managing Director shall be paid such percentage or amount of bonus as may be determined by the Board of directors on the recommendation of the Nomination and Remuneration Committee based on profitability and overall performance of the Company in each financial year.

D) Annual increment in remuneration

The annual increment for Salary & Allowances mentioned in A & B above shall fall due on 01st April every year and shall be such amount as may be fixed by the Nomination and Remuneration Committee subject to a maximum of 30% of the total salary & allowances.

E) Other Terms and Conditions:

- i) Subject to overall superintendence, direction and control of the Board of Directors, Mr. Hemant Bharat Ram is entrusted with substantial powers of management of the Company. He shall look after the working and shall manage the affairs of the Company, as may from time to time be assigned to him by the Board of Directors of the Company.
- ii) For the discharge of duties, Mr. Hemant Bharat Ram shall report to and derive his authorities and functional responsibilities from the Board of Directors.
- iii) Either party may terminate the appointment by giving to the other, three calendar months' notice in writing.
- iv) In the event of termination of appointment by the Company, the Board of Directors shall determine the compensation on recommendation of Nomination and Remuneration Committee which shall not exceed an amount of remuneration for the remaining term of his appointment in accordance with the provisions of section 202 of the Companies Act, 2013.
- v) Remuneration for a part of the year shall be computed on a pro-rata basis.
- vi) He shall not be entitled to any sitting fees for attending the meeting of Board of Directors or Committee(s) thereof.
- vii) Contribution to provident fund, superannuation fund, annuity fund to the extent not taxable under Income Tax Act, 1961, Gratuity payable not exceeding half a month's salary and encashment of leave at the end of the tenure, shall not be included in the computation of ceiling on remuneration as per Schedule V of the Companies Act, 2013.
- viii) Subject to limits as prescribed in Company's Policies, he shall be entitled to reimbursement of expenses including on entertainment and travelling incurred in the course of business of the Company, which will not be treated as an item of remuneration for the purpose of Section 197 of the Companies Act, 2013.
- ix) For the purposes of retirement benefits like Gratuity, Provident Fund, Earned Leave etc., the service of Mr. Hemant Bharat Ram, Managing Director of the company will be considered in continuation of service from the date of his joining with the Company.

RESOLVED FURTHER THAT pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), along with the provisions of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, consent of the Members be and is hereby accorded for the ratification and payment of remuneration as set out above to Mr. Hemant Bharat Ram (DIN: 00150933), Managing

Director, notwithstanding that the annual aggregate remuneration including bonus payable to all Promoter and/or Executive Directors exceeds 5% and all directors exceeds 11 % of the net profit of the Company as calculated under section 198 of the Companies Act, 2013 in any year during the tenure of his appointment.

RESOLVED FURTHER THAT the approval of members shall be valid only till the expiry of the existing term of Mr. Hemant Bharat Ram (DIN: 00150933), as a Managing Director so however that the payment of remuneration to him as a Managing Director as given above shall be in force for a period of three years and subject to renewal of such remuneration by the shareholders thereafter, in case of inadequacy of profits as per Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as may be necessary, proper, or desirable or expedient to give effect to the above resolution.

RESOLVED FURTHER THAT the Board or any duly constituted committee of the Board be and is hereby authorized to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

Resolution No. 3 - Re-appointment of Dr. Vinay Bharat Ram (DIN: 00052826) as Whole-Time Director of the Company.

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules made thereunder and Regulation 17, 17(1A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') or any other law applicable to the Company for time being in force (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with relevant provisions of the Articles of Association of the Company, and upon recommendations of Nomination & Remuneration Committee and Board of Directors of the Company (hereinafter referred to as the 'Board') and subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, consent of the Members be and is hereby accorded for re-appointment of Dr. Vinay Bharat Ram, (DIN: 00052826) as Whole-time Director for a period of 5 (five) years commencing from 01 April, 2024 to 31st March 2029, liable to retire by rotation, as per the terms and conditions mentioned below:

A) Basic Salary per month: Rs. 5,00,000 /-

B) Other Allowances, Reimbursements and Perquisites:

- a. Company Leased House / House Rent Allowance upto 50% of the Basic Salary
- b. Medical Allowances / expenses for self and family at actuals as per Rules of the Company.
- c. Water & Electricity Facility.
- d. Gratuity payable shall be at a rate not exceeding 15 days' salary for each completed year of service or part thereof in excess of six months as per scheme of the company.

In addition to the above, he shall also be entitled to following facilities necessary for the purposes of business, which will not be considered as perquisites:

- i) Company maintained car(s) with driver(s);
- ii) Telephone(s) facility.

However, for the personal use of car, the amount equivalent to the perquisite value of the car(s) as per Income Tax Act shall be recovered from him.

Provided that the above remuneration be paid to Mr. Vinay Bharat Ram, Whole Time Director of the company, under the above different heads may be interchangeable either by operation of any law or due to amendment in any rules or schemes framed by the company or otherwise in future as may be decided by the company from time to time.

C) Commission/ Bonus:

In addition to the Salary and Allowances mentioned in A & B above, Mr. Vinay Bharat Ram, Whole Time Director shall be paid such percentage or amount of commission/bonus as may be fixed by Nomination and Remuneration Committee based on profitability of the company in each financial year.

D) Annual increment in remuneration

The annual increment for Salary & Allowances mentioned in A & B above shall fall due on 01st April every year and shall be such amount as may be fixed by the Nomination and Remuneration Committee subject to the maximum of 20% of the total salary & allowances.

E) Other terms and conditions:

Subject to overall superintendence, direction and control of the Board of Directors, Dr. Vinay Bharat Ram is entrusted with substantial powers of management of the Company. He shall look after the working and shall manage the affairs of the Company, as may from time to time be assigned to him by the Board of Directors of the Company.

- a) For the discharge of duties, Dr. Vinay Bharat Ram shall report to and derive his authorities and functional responsibilities from the Board of Directors.
- b) Either party may terminate the appointment by giving to the other, three calendar months' notice in writing.
- c) In the event of termination of appointment by the Company, the Board of Directors shall determine the compensation on recommendation of Nomination and Remuneration Committee which shall not exceed an amount of remuneration for the remaining term of his appointment or for three years whichever is shorter in accordance with the provisions of section 202 of the Companies Act, 2013.
- d) Remuneration for a part of the year shall be computed on a pro-rata basis.
- e) He shall not be entitled to any sitting fees for attending the meeting of Board of Directors or Committee(s) thereof.
- f) Contribution to provident fund, superannuation fund, annuity fund to the extent not taxable under Income Tax Act, 1961, Gratuity payable not exceeding half a month's salary and encashment of leave at the end of the tenure, shall not be included in the computation of ceiling on remuneration as per Schedule V of the Companies Act, 2013.
- g) Subject to limits as prescribed in Company's policies, he shall be entitled to reimbursement of expenses including on entertainment and travelling incurred in the course of business of the Company, which will not be treated as an item of remuneration for the purpose of section 197 of the Companies Act, 2013.
- h) For the purposes of retirement benefits like Gratuity, the service of Dr. Vinay Bharat Ram, Whole Time Director of the company will be considered in continuation of service from the date of his joining the Company.

RESOLVED FURTHER THAT pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), along with the provisions of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, consent of the Members be and is hereby accorded for the ratification and payment of remuneration as set out above to Dr. Vinay Bharat Ram (DIN: 00052826), Whole Time Director,

notwithstanding that the annual aggregate remuneration including bonus payable to all Promoter and/or Executive Directors exceeds 5% and all directors exceeds 11 % of the net profit of the Company as calculated under section 198 of the Companies Act, 2013 in any year during the tenure of his appointment.

RESOLVED FURTHER THAT the approval of members shall be valid only till the expiry of the existing term of Dr. Vinay Bharat Ram (DIN: 00052826), as a Whole Time Director so however that the payment of remuneration to him as a Whole Time Director as given above shall be in force for a period of three years and subject to renewal of such remuneration by the shareholders thereafter, in case of inadequacy of profits as per Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as may be necessary, proper, or desirable or expedient to give effect to the above resolution.

RESOLVED FURTHER THAT the Board or any duly constituted committee of the Board be and is hereby authorized to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."



**MINUTES OF POSTAL BALLOT PROCEEDINGS HELD THROUGH REMOTE E-VOTING
CONCLUDED ON APRIL 21, 2024**

Minutes of the Postal Ballot concluded on April 21, 2024. The Chairperson authorized the Company Secretary to disseminate the results, as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and post the same on the website of the Company.