To,

The Manager

Corporate Relationship Department,

National Stock Exchange of India Limited,

Exchange Plaza, C-1, Block G,

Bandra Kurla Complex,

Bandra (E), Mumbai – 400051

Sub: Proceedings of the Extra Ordinary General Meeting (EGM) of the Company.

Re:- Delaplex Limited (Scrip Code:- **DELAPLEX**)

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015, read with the item 13 of Part – A, Schedule III of the Listing Regulations, we have attached herewith the proceedings of Extra Ordinary General Meeting (EGM) of the Company held on Tuesday, 18th March, 2025 at 12.30 P.M. and concluded at 02:30 P.M.

For your information and record.

Thanking you,

Yours faithfully,

For Delaplex Limited

MANISHRAJ BHUWANCHAND BHATT

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Date: 2025.03.18 19:53:38 +05'30'

Manishraj Bhuwanchand Bhatt.

Company Secretary and Compliance Officer

Mem No: A63754

PROCEEDING OF EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF DELAPLEX LIMITED HELD ON TUESDAY, 18TH MARCH, 2025 AT 12.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT C/O #4A, SKSS LAYOUT, HAZARI PAHAD RING ROAD, NAGPUR, MAHARASHTRA, 440013 INDIA.

The Extra Ordinary General Meeting of the Company was held on Tuesday, 18th March, 2025 at 12.30 P.M. at the registered office of the company at #4A, SKSS Layout, Hazari Pahad Ring Road, Nagpur, Maharashtra, 440013 India.

Time of Commencement: 12.30 P.M. Time of Conclusion: 02:30 P.M.

Following Directors and Key Managerial Personnel were present at the meeting:

1. Mr Nitin Sachdeva - Managing Director.
2. Mrs. Preeti N Sachdeva - Whole Time Director
3. Mr. Manish Iqbalchand Sachdeva - Director
4. Mr. Manishraj Bhuwanchand Bhatt - Company Secretary
5. Mr. Deepak Jajoo - CFO
6. Mr. Himanshu Vishwambarlal Bajaj - Independent Director
7. Mr. Manish Tarachand Pande - Independent Director

Invitees

1. CS Avinash Gandhewar - Scrutinizer

(On Behalf of M/s Avinash Gandhewar & Associates, Company Secretaries)

Members

Total number of shareholders as on the cut-off date i.e. Monday, 10th March, 2025 were **1687**. Total **15** members in person attended the meeting at the venue and 2 proxy attended the meeting on behalf of the registered members.

After confirming the presence of requisite quorum the Chairman commenced the proceeding of meeting.

The Chairman expressed heartfelt condolences on the sad demise of Shri Iqbalchand Sachdeva, beloved father of Promoters- Mr. Manish and Mr. Nitin Sachdeva and extended deep sympathy to the bereaved family on behalf of the Company.

The Chairman further announced that the Register of Director’s Shareholding under Section 171(1)(b) of the Companies Act, 2013, Copy of Memorandum and Articles of Association of the Company and proof of service of Notice of Extra Ordinary General Meeting has been kept open for inspection.

NOTICE OF THE MEETING:

Company Secretary requested as to whether the Notice of Extra Ordinary General Meeting can be taken as read with the consent of members. Members proposed that the notice be taken as read. All the members present agreed to this suggestion.

Then, Company Secretary explained to the members about the remote e-voting facility provided to all the persons who were members on Monday, 10th March, 2025, being the cut-off date for vote on all the resolutions set out in the notice of EGM pursuant to the provisions of Companies Act, 2013 and the SEBI listing regulations (SEBI (LODR) Regulations, 2015), to enable them to cast their votes electronically. For this purpose, the company has tied up with the e-voting system of Big Share Services Private Limited for facilitating remote e-voting through electronic means as the authorised agency.

He further informed that the Company also provided facility of ballot polling at the venue of EGM to all those members who could not cast their vote through remote e-voting and in this regard

Company has appointed Mr. Avinash Gandhewar, Properitor of Avinash Gandhewar & Associates, Practicing Company Secretary as a scrutinizer for scrutinizing the remote e-voting and ballot polling process.

Mr. Manishraj Bhuwanchand Bhatt, Company Secretary then requested the Scrutinizer and 2 (two) witnesses present at the meeting to show the Poll Box to the members present at EGM. The box was shown to the members and the same was sealed by the scrutinizer for polling.

Company Secretary requested the Chairman to move resolutions as set out in the notice of EGM;

The Chairman then took the item wise agenda of EGM notice as circulated among the members.

Special Business:

<u>Item No. 01:</u>

To consider and approve Material Related Party Transaction with Delaplex INC., United States

The Chairman moved the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, the relevant applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party.

transaction(s), and pursuant to the recommendations of the Audit Committee and the Board of Directors, the consent of the members be and is hereby accorded to the Company for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Delaplex INC., United States** a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as mentioned in the Companies Act, 2013 and SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard."

Item No. 02:

To consider and approve Material Related Party Transaction with Delaplex Software LTD., United Kingdom:

The Chairman moved the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, the relevant applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s), and pursuant to the recommendations of the Audit Committee and the Board of Directors, the consent of the members be and is hereby accorded to the Company for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Delaplex Software LTD., United Kingdom,** wholly owned subsidiary and a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as mentioned in the Companies Act, 2013 and SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/

transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard."

Then, Company Secretary requested the members to raise their concern in this regard and accordingly cast their vote through ballot paper.

There being no query received from the members in the above matter, the Company Secretary requested the Chairman to take their seat, as there were no further agenda items to be discussed.

After having discussion on all the resolutions, the Company Secretary announced that the result of voting will be announced in the format prescribed under clause 44 (3) of SEBI (Listing Obligations and Requirements) Regulations, 2015 latest by Thursday, 20th of March 2025, the same will be placed on the website of the company https://delaplex.in/ and also be available on the website of the NSE Limited https://www.nseindia.com/get-quotes/equity?symbol=DELAPLEX

The Company Secretary then expressed her vote of thanks to all the members, invitees as well as Board of Directors for devoting their valuable time and their being no other business the meeting was successfully concluded at 2:30 P.M.

For Delaplex Limited

MANISHRAJ BHUWANCHAND BHATT
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Manishraj Bhuwanchand Bhatt.

Company Secretary and Compliance Officer

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