



Date: June 13, 2023

To,
Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra East, Mumbai – 400051.

Dear Sir,

Sub: Postal Ballot Notice - Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: D. P. Abhushan Limited (Symbol: DPABHUSHAN)

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated June 12, 2023 ("the Notice") together with the Explanatory Statement seeking approval of the members of the Company, by way of remote e-voting process for resolutions as set out in the notice.

Postal Ballot Notice is being sent only through electronic mode to the members whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email id is registered with the Company/Depositories, as on Friday, June 9, 2023 ("Cut-off Date").

The Company has engaged the services of National Securities Depository Limited ("NSDL"), for providing remote e-voting facility to all members. The e-voting facility will be available during the following period:

Commencement of e-voting: 9:00 a.m. (IST) on Thursday, June 15, 2023

End of e-voting: 5:00 p.m. (IST) on Friday, July 14, 2023

The Postal Ballot Notice is also available on the Company's website at www.dpjewellers.com. Request you to please take the same on your records.

For, D. P. Abhushan Limited

Santosh Kataria
Chairman and Managing Director
DIN: 02855068



Place: Ratlam

D. P. ABHUSHAN LIMITED

CIN - L74999MP2017PLC043234

Registered Office: 138, Chandani Chowk, Ratlam (M.P.) - 457001, 07412-408900
Corporate Office: 19, Chandani Chowk, Ratlam (M.P.) - 457001, 07412-490966, Fax: 07412-247022
Web : www.dpjewellers.com , E-Mail : accounts@dpjewellers.com

D. P. ABHUSHAN LIMITED

CIN: L74999MP2017PLC043234

Registered Office: 138, Chandani Chowk, Ratlam – 457001, Madhya Pradesh

Corporate Office: 19, Chandani Chowk, Ratlam – 457001, Madhya Pradesh

Email: cs@dpjewellers.com; Web: www.dpjewellers.com; Phone: +91 7412 247 019



D. P. Jewellers

A BOND OF TRUST SINCE 1940
A VENTURE OF D. P. ABHUSHAN LIMITED

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with
Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) (“the rules”) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and other applicable laws and regulations, Notice is hereby given that the resolutions appended to this notice are proposed to be passed by the members as Special Resolutions through remote electronic voting (remote e-voting).

Pursuant to the MCA Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021 and Circular No. 03/2022 dated May 05, 2022 (“MCA Circulars”) and all the circulars issued from time to time, companies were advised to take all decisions requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars. Further, in compliance with the said MCA Circulars, hard copy of Postal Ballot Notice, Postal Ballot Forms and pre-paid business envelope, will not be sent to the shareholders for this Postal Ballot. The Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system.

The Board of Directors of the Company now proposes to obtain the consent of the shareholders by way of Postal Ballot for the matters as considered in the Resolutions appended below. Proposed resolutions, along with explanatory statement pertaining to the said resolutions, pursuant to Section 102(1) of the Companies Act, 2013, setting out the information and material facts, is appended herewith for your consideration.

Shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through remote e-voting only. Shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by remote E-voting.

The remote e-voting facility is available at the link: www.evoting.nsdl.com from Thursday, June 15, 2023 (09:00 A.M.) and will end on Friday, July 14, 2023 (05:00 P.M.). Please refer to the instructions for casting votes by remote e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out. Only members entitled to vote (Refer to Point 7 of the Notes attached with this notice) are entitled to vote through the remote e-voting facility provided the Company through NSDL.

The board of directors of the company has appointed CS Anand Lavingia, Company Secretary in Practice (ACS 26458 and CP No. 11410) as Scrutinizer for conducting the postal ballot and remote e-voting process in a fair and transparent manner.

The scrutinizer will submit the report to the Chairman after the completion of scrutiny of votes recorded through remote e voting. The results of voting by means of remote e-voting will be announced on or before Saturday, July 15, 2023 at the Registered Office of the Company and also by placing the same on the company’s website - www.dpjewellers.com and communicated on the same day to stock exchange, registrar and share transfer agent and e-voting agency.

Registered office:
138, Chandani Chowk,
Ratlam – 457001, Madhya Pradesh

By order of the Board of Directors
For, **D. P. ABHUSHAN LIMITED**
CIN: L74999MP2017PLC043234

-- sd --

Santosh Kataria
Chairman and Managing Director
DIN: 02855068

Address: 50, Ghass Bazar,
Ratlam – 457 001

Place: Ratlam
Date: June 12, 2023

D. P. ABHUSHAN LIMITED

CIN: L74999MP2017PLC043234

Registered Office: 138, Chandani Chowk, Ratlam – 457001, Madhya Pradesh

Corporate Office: 19, Chandani Chowk, Ratlam – 457001, Madhya Pradesh

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Special Businesses:-

Item No. 1:

Re-appointment of Mr. Sanskar Kothari (DIN: 06779404) as an Independent Director of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Special Resolutions**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on recommendation of Nomination and Remuneration Committee, Mr. Sanskar Kothari (DIN: 06779404), who was appointed as an Independent Director and who holds office as an Independent Director up to July 15, 2023 for the current term and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, that is, up to July 15, 2028;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 2:

Revision in Remuneration payable to Mr. Santosh Kataria (DIN: 02855068), Chairman and Managing Director of the Company:

To consider and if thought fit, to pass the following resolutions as **Special Resolutions**:

“RESOLVED THAT, pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or reenactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the board” which term shall include Nomination & Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded for revision in salary and perquisites (hereinafter referred to as “remuneration”) payable to Mr. Santosh Kataria (DIN: 02855068), Chairman and Managing Director of the Company as set out in the explanatory statement attached hereto with effect from June 01, 2023, for the existing term until revised further with other terms and conditions remaining unchanged and with the power to the Board of Directors to alter and modify the same, in accordance with the provisions of the Act and in the best interest of the Company;

RESOLVED FURTHER THAT, subject to the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the Remuneration payable to Mr. Santosh Kataria (DIN: 02855068) as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to enter into relevant agreement with the Director, as required, from time to time and to undertake all such steps, as may be deemed necessary in this matter;

RESOLVED FURTHER THAT the Executive Directors and the Company Secretary of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Ahmedabad, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution.”

Item No. 3:

Revision in Remuneration payable to Mr. Anil Kataria (DIN: 00092730), Wholetime Director of the Company:

To consider and if thought fit, to pass the following resolutions as **Special Resolutions**:

“RESOLVED THAT, pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial

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CIN: L74999MP2017PLC043234

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A VENTURE OF D. P. ABHUSHAN LIMITED

Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or reenactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the board” which term shall include Nomination & Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded for revision in salary and perquisites (hereinafter referred to as “remuneration”) payable to Mr. Anil Kataria (DIN: 00092730), Wholtime Director of the Company as set out in the explanatory statement attached hereto with effect from June 01, 2023, for the existing term until revised further with other terms and conditions remaining unchanged and with the power to the Board of Directors to alter and modify the same, in accordance with the provisions of the Act and in the best interest of the Company;

RESOLVED FURTHER THAT, subject to the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the Remuneration payable to Mr. Anil Kataria (DIN: 00092730) as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to enter into relevant agreement with the Director, as required, from time to time and to undertake all such steps, as may be deemed necessary in this matter;

RESOLVED FURTHER THAT the Executive Directors and the Company Secretary of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Ahmedabad, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution.”

Item No. 4:

Revision in Remuneration payable to Mr. Ratanlal Kataria, Relative of Director/Key Managerial Personnel of the Company:

To consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions:**

“**RESOLVED THAT** pursuant to the provisions of section 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or reenactment thereof for the time being in force and as may be enacted from time to time, approval of the members of the Company be and is hereby accorded for the revision in the existing remuneration including fee, commission, perquisites, rent free accommodation of Mr. Ratanlal Kataria - Relative of Director/KMP from Rupees 3.00 Lakh per Month / Rupees 36.00 Lakh per annum to Rupees 7.50 Lakh per Month / Rupees 90.00 Lakh per annum w.e.f. August 1, 2023;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, make such changes to the terms and conditions as may be considered necessary or desirable in order to give effect to this resolution in the best interest of the Company.”

Registered office:

138, Chandani Chowk,
Ratlam – 457001, Madhya Pradesh

By order of the Board of Directors
For, **D. P. ABHUSHAN LIMITED**
CIN: L74999MP2017PLC043234

-- sd --

Santosh Kataria
Chairman and Managing Director
DIN: 02855068

Address: 50, Ghass Bazar,
Ratlam – 457 001

Place: Ratlam

Date: June 12, 2023

D. P. ABHUSHAN LIMITED

CIN: L74999MP2017PLC043234

Registered Office: 138, Chandani Chowk, Ratlam – 457001, Madhya Pradesh

Corporate Office: 19, Chandani Chowk, Ratlam – 457001, Madhya Pradesh

Email: cs@dpjewellers.com; **Web:** www.dpjewellers.com; **Phone:** +91 7412 247 019



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NOTES:

1. Pursuant to Section 102(1) of the Companies Act 2013 and Secretarial Standard II on General Meeting, an explanatory Statement setting out material facts relating to the proposed resolutions are appended to this notice.
2. In compliance with the provisions of Sections 108 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility to all members of the Company. The Company has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating remote e-voting.
3. This notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on Friday, June 9, 2023 by email to those members who have registered their email IDs with the Company / Depository. Voting rights shall be reckoned in proportion to the number of shares registered in the name(s) of Members as on Friday, June 9, 2023.
4. Pursuant to the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid self-addressed business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:
 - (a) In case shares are held in physical mode, please provide 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 cs@dpjewellers.com.
 - (b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@dpjewellers.com..
 - (c) Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
 - (d) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Bigshare Services Private Limited, having its office at Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India (Tel: +91-022-62638200), by following the due procedure.
 - (e) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company’s Registrar and Share Transfer Agent, Bigshare Services Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
5. Any query/grievance may please be addressed to Ms. Aashi Neema, Company Secretary with respect to the voting by remote electronic means at: Email id: cs@dpjewellers.com or to NSDL at evoting@nsdl.co.in.
6. The members have to vote through remote e-voting platform only.
7. The Portal for remote E-voting will remain open for the Members for exercising their remote e-voting during Thursday, June 15, 2023 (09:00 A.M.) and will end on Friday, July 14, 2023 (05:00 P.M.). (Both days inclusive). During this period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on Friday, June 9, 2023 (‘cut-off date’), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again. Please note that remote E-voting module shall be disabled for voting by NSDL after the last date and time.
8. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
9. The Scrutinizer’s decision on the validity of the voting shall be final.

D. P. ABHUSHAN LIMITED

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10. A copy of the Postal Ballot Notice is also available on the website of the Company viz. www.dpjewellers.com and e-voting website viz. www.evoting.nsdl.com and at the corporate announcement sections of the websites of the NSE on which the equity shares of the Company are listed.
11. The Board of Directors have appointed CS Anand Lavingia, Company Secretary in Practice (COP No. 11410) as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner and to receive and scrutinize the votes received through remote e-voting platform. After completion of the scrutiny of votes received, the scrutinizer will submit the report to the Chairman of the Company.
12. The Resolutions will be taken as passed effectively on Friday, July 14, 2023, being last date for voting, if the result of the voting indicates that the requisite votes, as required for Special resolutions, had received assenting to the Resolution. The result of the voting will be declared on or before Saturday, July 15, 2023 at the Registered Office of the Company. The result of the voting will also be posted on the Company's website www.dpjewellers.com and communicated on the same day to stock exchange, registrar and share transfer agent and e-voting agency.
13. Resolutions approved by the members through Postal Ballots /remote e-voting are deemed to have been passed effectively at a General Meeting of the Members.
14. All the relevant documents that are available for Members' inspection have been placed on the website of the Company - www.dpjewellers.com.
15. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Bigshare Services Private Limited, Registrar and Share Transfer Agent of the Company.

CONTACT DETAILS

Company	D. P. ABHUSHAN LIMITED 19, Chandani Chowk, Ratlam, Madhya Pradesh- 457 001 Tel No. +91-7412-490 966; Fax No. +91-7412-247 022; Email: cs@dpjewellers.com; Web: www.dpjewellers.com
Registrar and Transfer Agent	BIGSHARE SERVICES PRIVATE LIMITED Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India Tel No.: +91-22-6263 8200; Email: investor@bigshareonline.com; Web: www.bigshareonline.com
E-Voting Agency	Email: evoting@nsdl.co.in NSDL help desk 1800 1020 990 and 1800 22 44 30
Scrutinizer	Mr. Anand S Lavingia Email: csanandlavingia@gmail.com; Tel No.: +91 79 – 4005 1702







INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

Step 1: Access to NSDL e-voting system:

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>A. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>B. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>C. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>D. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>A. 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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p>



Type of shareholders	Login Method
	<p>B. 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 is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>C. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>D. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- A. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- B. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

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- C. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- D. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

- E. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

F. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

G. Now, you will have to click on "Login" button.

H. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system:

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

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CIN: L74999MP2017PLC043234

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Email: cs@dpjewellers.com; **Web:** www.dpjewellers.com; **Phone:** +91 7412 247 019



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- 2) Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
- 3) Now you are ready for e-Voting as the Voting page opens.
- 4) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- 5) Upon confirmation, the message “Vote cast successfully” will be displayed.
- 6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csanandlavingia@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

In case of any query relating to remote e-voting you may refer the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800224430 or send a request at evoting@nsdl.co.in.

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

- 1) In case shares are held in physical mode please provide 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 cs@dpjewellers.com.
- 2) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@dpjewellers.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
- 3) Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- 4) In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT****(Pursuant to Section 102 (1) of the Companies Act, 2013 and Secretary Standard 2 on General Meetings)****Item No. 1:****Re-appointment of Mr. Sanskar Kothari (DIN: 06779404) as an Independent Director of the Company: SPECIAL RESOLUTIONS**

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Sanskar Kothari (DIN: 06779404) as Non-Executive Independent Director, for a second term of five consecutive years w.e.f. July 16, 2023 to July 15, 2028, not liable to retire by rotation.

Mr. Sanskar Kothari (DIN: 06779404) was appointed as Non-Executive Independent Director for the current term and holds office up to July 15, 2023.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considered that his background, experience, contribution and his continued association will be beneficial to the Company and it is desirable to continue to avail his services as Non-Executive Independent Director.

The Company has received a declaration from them to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"). Further the Company has also received (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfils the conditions specified in the Act and SEBI Listing Regulations for re-appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be opened for inspection by the Members and the same is available on the website of the Company at www.dpjewellers.com.

Mr. Sanskar Kothari (DIN: 06779404) aged 53 years; holds Master's degree in Business Administration in Finance from Ujjain. He is having more than three decades of work experience in the field of distribution transformers and more than one decade of experience in the field of real estate, colonizing and construction business. Further, Mr. Sanskar Kothari (DIN: 06779404) also possesses deep knowledge of and advising the Company on strategic leadership, Business Risks & environment and Strategic policy formulation. He helps in bringing independent judgment during Board deliberations and helps in strategic guidance and assists the Company in implementing the best corporate governance practices.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and other applicable Regulations and Regulation 25(2A) of the Listing Regulations, the re-appointment of Mr. Sanskar Kothari (DIN: 06779404) as Non-Executive Independent Director is now being submitted to the Members for their approval by way of Special Resolutions.

The Board recommends the Special Resolutions at Item No. 1 of this Notice for approval of the Members.

Except Mr. Sanskar Kothari (DIN: 06779404) and his relatives, none of the Directors and Key Managerial Personnel of the Company and his relatives is, in any way, concerned or interested, in the Resolutions set out at Item No. 1 of the Notice.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

Item No. 2:**Revision in Remuneration payable to Mr. Santosh Kataria (DIN: 02855068), Chairman and Managing Director of the Company: SPECIAL RESOLUTIONS**

The Board of Directors of the Company, in their Meeting held on January 25, 2022, had changed the designation of and appointed Mr. Santosh Kataria (DIN 02855068) as Chairman and Managing Director, for further period of 5 (five) years with effect from January 26, 2022. The terms and conditions of appointment and remuneration of Mr. Santosh Kataria (DIN 02855068) as Chairman and Managing Director of the Company was also approved by the Members of the Company at the Extra ordinary general Meeting of the Company held on May 13, 2022.

However, looking to the contributions made by Mr. Santosh Kataria (DIN 02855068) which helped the Company to grow at faster rate than past, and on the recommendation of the Nomination and Remuneration Committee of the Company, the Board, in its meeting held on June 7, 2023 has considered the revision in salary and perquisites (hereinafter referred to as "remuneration") payable to Mr. Santosh Kataria (DIN 02855068), Chairman and Managing Director of the Company as set out in this explanatory statement with effect from June 01, 2023, subject to the approval of the Shareholders of the

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Company. The other terms and conditions of his appointment, as approved by the Shareholders vide their resolution dated May 13, 2022 shall remain unchanged.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Further, in terms of SEBI (Listing Obligations and Disclosure Requirement) Amendment Regulations, 2018 the remuneration of the Promoter Executive Directors shall not exceed Rs. 5,00,00,000 (Rupees Five crore) or 2.5% of net profits whichever is higher or there is more than one Executive Directors, the aggregate annual remuneration to such directors is exceeds 5% of the net profit. The prescribed resolutions require approval of Shareholders of the company as special resolutions under these regulations.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Santosh Kataria (DIN 02855068), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Mr. Santosh Kataria (DIN 02855068) is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

General Information:

Nature of Industry: The Company is engaged in manufacturing and trading of Gold Jewellery, Silver Jewellery and other precious metal.

Date or expected date of commencement of commercial production: The Company has already commenced its commercial production since its incorporation, in fact, it was engaged in commercial production in the form of Partnership Firm before its conversion in to Company.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators:

(Rupees in Lakh)

Particulars	Standalone		Consolidated*
	F.Y. 2022-23	F.Y. 2021-22	F.Y. 2021-22
Revenue From Operations	1,97,512.02	1,73,137.99	1,73,137.99
Other Income	22.99	32.00	32.00
Total Income	1,97,535.00	1,73,169.99	1,73,169.99
Less: Total Expenses before Depreciation, Finance Cost and Tax	1,89,676.67	1,65,653.24	1,65,634.51
Profit before Depreciation, Finance Cost and Tax	7,858.33	7,516.75	7,535.48
Less: Depreciation	491.136	537.03	546.34
Less: Finance Cost	1302.414	1,519.35	1,519.43
Profit Before Tax	6,064.79	5,460.37	5,469.71
Less: Current Tax	1,530.69	1,396.56	1,396.56
Less: Deferred tax Liability (Asset)	2.41	20.27	19.71
Profit after Tax	4,531.69	4,043.54	4,053.44

*During the financial year 2021-22, the Company had made disinvestment in its wholly owned subsidiary - D.P.Jewelline Limited (Formerly known as Gatha Trendz Limited) w.e.f January 25, 2022 and sold entire stake of D.P.Jewelline Limited (Formerly known as Gatha Trendz Limited) to related parties and hence requirement for providing Consolidated financial results for FY 2022-23 is not applicable to the Company.

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Foreign investments or collaborations, if any: No collaborations have been made by the Company with any of foreign entity. Further, as at March 31, 2023, total holding of NRI Shareholders was 16823 Equity Shares.

Information about the appointee:

Background Details: Mr. Santosh Kataria holds degree of Bachelor of Engineering from Amravati University, Maharashtra. He is the eldest son of Mr. Ratan Lal Kataria. He has around 23 years of experience in Jewellery and plastic industry. He has been associated with the partnership firm “M/s D.P. Jewellers” since 2010. He is entrusted with the responsibility to look after the administration and Human Resource function of our Company. He is also responsible for the expansion and overall management of the business of our Company.

Past Remuneration: In the financial year 2022-23, Mr. Santosh Kataria (DIN 02855068) was paid remuneration of Rupees 36.00 Lakhs.

Recognition or awards: Nil.

Job Profile and his suitability: Mr. Santosh Kataria (DIN 02855068) is responsible for looking after the administration and Human Resource function of our Company. He is also responsible for the expansion and overall management of the business of our Company.

Terms and Conditions of Remuneration:-

Rupees 120.00 Lakh per annum with such increments as may be decided by the Board from time to time, subject to ceiling on maximum remuneration in terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of Mr. Santosh Kataria (DIN 02855068), the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Santosh Kataria (DIN 02855068) has pecuniary relationship to the extent he is Promoter – Chairman and Managing Director - Shareholder of the Company.

In compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act, read with Schedule V to the Act SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, the terms of appointment and remuneration specified above are now being submitted to the Members for their approval. Further, remuneration proposed above shall be valid for a period of three years w.e.f. June 1, 2023 until revised further.

The Board of Directors recommend the Special Resolutions at Item No. 2 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Santosh Kataria (DIN 02855068) himself, Mr. Anil Kataria and Ms. Renu Kataria and their relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

Item No. 3:

Revision in Remuneration payable to Mr. Anil Kataria (DIN: 00092730), Wholetime Director of the Company: SPECIAL RESOLUTIONS

The Board of Directors of the Company, in their Meeting held on January 25, 2022, had appointed Mr. Anil Kataria (DIN 00092730) as Whole-Time Director, for period of 5 (five) years with effect from January 26, 2022. The terms and conditions of appointment and remuneration of Mr. Anil Kataria (DIN 00092730) as Whole-Time Director of the Company was also approved by the Members of the Company at the extra ordinary general Meeting of the Company held on May 13, 2022.

However, looking to the contributions made by Mr. Anil Kataria (DIN 00092730) which helped the Company to grow at faster rate than past, and on the recommendation of the Nomination and Remuneration Committee of the Company, the Board, in its meeting held on June 7, 2023 has considered the revision in salary and perquisites (hereinafter referred to as “remuneration”) payable to Mr. Anil Kataria (DIN 00092730), Wholetime Director of the Company as set out in this explanatory statement with effect from June 01, 2023, subject to the approval of the Shareholders of the Company. The other terms and conditions of his appointment, as approved by the Shareholders vide their resolution dated May 13, 2022 shall remain unchanged.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

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Further, in terms of SEBI (Listing Obligations and Disclosure Requirement) Amendment Regulations, 2018 the remuneration of the Promoter Executive Directors shall not exceed Rs. 5,00,00,000 (Rupees Five crore) or 2.5% of net profits whichever is higher or there is more than one Executive Directors, the aggregate annual remuneration to such directors is exceeds 5% of the net profit. The prescribed resolutions require approval of Shareholders of the company as special resolutions under these regulations.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Anil Kataria (DIN 00092730), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Mr. Anil Kataria (DIN 00092730) is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

General Information:

Nature of Industry: The Company is engaged in manufacturing and trading of Gold Jewellery, Silver Jewellery and other precious metal.

Date or expected date of commencement of commercial production: The Company has already commenced its commercial production since its incorporation, in fact, it was engaged in commercial production in the form of Partnership Firm before its conversion in to Company.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators:

(Rupees in Lakh)

Particulars	Standalone		Consolidated*
	F.Y. 2022-23	F.Y. 2021-22	F.Y. 2021-22
Revenue From Operations	1,97,512.02	1,73,137.99	1,73,137.99
Other Income	22.99	32.00	32.00
Total Income	1,97,535.00	1,73,169.99	1,73,169.99
Less: Total Expenses before Depreciation, Finance Cost and Tax	1,89,676.67	1,65,653.24	1,65,634.51
Profit before Depreciation, Finance Cost and Tax	7,858.33	7,516.75	7,535.48
Less: Depreciation	491.136	537.03	546.34
Less: Finance Cost	1302.414	1,519.35	1,519.43
Profit Before Tax	6,064.79	5,460.37	5,469.71
Less: Current Tax	1,530.69	1,396.56	1,396.56
Less: Deferred tax Liability (Asset)	2.41	20.27	19.71
Profit after Tax	4,531.69	4,043.54	4,053.44

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**During the financial year 2021-22, the Company had made disinvestment in its wholly owned subsidiary - D.P.Jewelline Limited (Formerly known as Gatha Trendz Limited) w.e.f January 25, 2022 and sold entire stake of D.P.Jewelline Limited (Formerly known as Gatha Trendz Limited) to related parties and hence requirement for providing Consolidated financial results for FY 2022-23 is not applicable to the Company.*

Foreign investments or collaborations, if any: No collaborations have been made by the Company with any of foreign entity. Further, as at March 31, 2023, total holding of NRI Shareholders was 16823 Equity Shares.

Information about the appointee:

Background Details: Mr. Anil Kataria (DIN 00092730), aged 51 years, is holding the position of Whole-Time Director in the Company. He is Post Graduate in Commerce. He is having more than 28 years of rich experience in the field of Gems & Jewellery Sector. He is a result driven, self-motivated and resourceful director with a proven ability to develop and strengthen management teams in order to maximize profitability and efficiency of the Company.

Past Remuneration: In the financial year 2022-23, Mr. Anil Kataria (DIN 00092730) was paid salary of Rupees 36.00 Lakhs.

Recognition or awards: Nil.

Job Profile and his suitability: Mr. Anil Kataria (DIN 00092730) is also responsible for the expansion and overall management of the business of our Company. He is also looking after Sale and Marketing division of the Company.

Terms and Conditions of Remuneration:-

Rupees 120.00 Lakhs per annum with such increments as may be decided by the Board from time to time, subject to ceiling on maximum remuneration in terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of Mr. Anil Kataria (DIN 00092730), the responsibilities shouldered to him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Anil Kataria (DIN 00092730) has pecuniary relationship to the extent he is Promoter - Whole-Time Director - Shareholder of the Company.

In compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act, read with Schedule V to the Act SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, the terms of appointment and remuneration specified above are now being submitted to the Members for their approval. Further, remuneration proposed above shall be valid for a period of three years w.e.f. June 1, 2023 until revised further.

The Board of Directors recommends the Special Resolutions at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Anil Kataria (DIN 00092730) himself, Mr. Santosh Kataria and Mrs. Renu Kataria and their relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

Item No. 4:

Revision in Remuneration payable to Mr. Ratanlal Kataria, Relative of Director/Key Managerial Personnel of the Company: ORDINARY RESOLUTIONS

Mr. Ratanlal Kataria was appointed as "Head - Marketing" in Company since inception and due to his hard working for the business of the Company, Company achieved a constant growth in the sales of a product. He had formed a partnership firm namely "D P Jewellers" which afterwards converted into Company. Currently we are located at different cities of India namely Ratlam, Indore, Bhopal, Kota, Udaipur, Bhilwara, Banswara and Ujjain.

Mr. Ratanlal Kataria is a related party within the definition of Section 2(76) of the Companies Act 2013. Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, appointment of any related party to any office or place of profit in the Company, its subsidiary company or associate

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company at a monthly remuneration exceeding Rupees 2,50,000/- requires prior approval by way of ordinary resolution of the Company.

Hence; approval of members is sought for revision of his remuneration payable by the company as proposed in the resolution under this item of business.

The information as required in accordance with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Section 102 of the Act is as under;

(a) Name of the related party: Mr. Ratanlal Kataria;

(b) Name of the Director or Key Managerial Personnel who is related: Mr. Santosh Kataria – Chairman and Managing Director; Mr. Anil Kataria – Wholetime Director and Mrs. Renu Kataria.

(c) Nature of relationship: Mr. Ratanlal Kataria is father of Santosh Kataria; Uncle of Mr. Anil Kataria and Father-in-law of Mrs. Renu Kataria. Mr. Ratanlal Kataria is himself holding 6600810 equity shares constituting 29.66% of the paid-up equity share capital of the Company.

(d) Nature, material terms, monetary value and particulars of the contract or arrangement:

Mr. Ratanlal Kataria was appointed as “Head – Marketing” in company since inception and due to his hard working for the business of the Company, Company achieved a constant growth in the sales of a product. Due to his hard working for the business of organization, his remuneration may be reviewed and revised from time to time by the board as per remuneration policy. The Revised remuneration of Mr. Ratanlal Kataria proposed by board is up to Rupees 7.50 Lakh per Month / Rupees 90.00 Lakh per annum w.e.f. August 1, 2023.

(e) Any other information relevant or important for the members to take a decision on the proposed resolution:

In respect of this resolution, Mr. Ratanlal Kataria, who is beneficiary, Mr. Santosh Kataria – Chairman and Managing Director, Mr. Anil Kataria – Wholetime Director and Mrs. Renu Kataria - Non executive Director, all of them are related to each other and are interested and concerned to the extent of the remuneration that Mr. Ratanlal Kataria receives from the Company.

Except the above and other promoter / director of the company, no other Director, Key Managerial Personnel or their relatives are anyway concerned or interested in the proposed ordinary resolution.

The Board recommends the resolution set forth in Item No. 4 for approval of the Members.

In terms of second proviso to the Section 188(1) of the Companies Act, 2013, none of the related party of the company shall vote to approve this resolution.

Registered office:

138, Chandani Chowk,

Ratlam – 457001, Madhya Pradesh

By order of the Board of Directors

For, **D. P. ABHUSHAN LIMITED**

CIN: L74999MP2017PLC043234

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Santosh Kataria
Chairman and Managing Director

DIN: 02855068

Address: 50, Ghass Bazar,

Ratlam – 457 001

Place: Ratlam

Date: June 12, 2023

D. P. ABHUSHAN LIMITED

CIN: L74999MP2017PLC043234

Registered Office: 138, Chandani Chowk, Ratlam – 457001, Madhya Pradesh

Corporate Office: 19, Chandani Chowk, Ratlam – 457001, Madhya Pradesh

Email: cs@dpjewellers.com; Web: www.dpjewellers.com; Phone: +91 7412 247 019

**D. P. Jewellers**— A BOND OF TRUST SINCE 1940 —
A VENTURE OF D. P. ABHUSHAN LIMITED**DISCLOSURE UNDER REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-2 ISSUED BY ICSI FOR ITEM NO. 1 to 3:**

Names	Mr. Sanskar Kothari	Mr. Santosh Kataria	Mr. Anil Kataria
Date of Birth	02/04/1970	05/02/1978	16/06/1970
Qualification	Master's degree in Business Administration in Finance from Ujjain	Bachelor of Engineering	Post Graduate in Commerce
Experience - Expertise in specific functional areas - Job profile and suitability	Mr. Sanskar Kothari is having more than three decades of work experience in the field of distribution transformers and more than one decade of experience in the field of real estate, colonizing and construction business. Further, Mr. Sanskar Kothari (DIN: 06779404) also possesses deep knowledge of and advising the Company on strategic leadership, Business Risks & environment and Strategic policy formulation. He helps in bringing independent judgment during Board deliberations and helps in strategic guidance and assists the Company in implementing the best corporate governance practices.	He is the eldest son of Mr. Ratan Lal Kataria. He has around 23 years of experience in Jewellery and plastic industry. He has been associated with the partnership firm "M/s D.P. Jewellers" since 2010. He is entrusted with the responsibility to look after the administration and Human Resource function of our Company. He is also responsible for the expansion and overall management of the business of our Company.	He is having more than 28 years of rich experience in the field of Gems & Jewellery Sector. He is a result driven, self-motivated and resourceful director with a proven ability to develop and strengthen management teams in order to maximize profitability and efficiency of the Company. He is also looking after Sale and Marketing division of the Company.
No. of Shares held as on March 31, 2023	Nil	607330 Equity Shares	6071230 Equity Shares
Terms & Conditions	Refer Explanatory Statement for Item No. 1 of this Notice	Refer Explanatory Statement for Item No. 2 of this Notice	Refer Explanatory Statement for Item No. 3 of this Notice
Remuneration Last Drawn	He has not been paid any remuneration during his tenure with the Company till the date of this Notice.	Rupees 36.00 Lakh	Rupees 36.00 Lakh
Remuneration sought to be paid	Sitting Fees as may be decided by the Board from time to time.	Refer Explanatory Statement for Item No. 2 of this Notice	Refer Explanatory Statement for Item No. 3 of this Notice

D. P. ABHUSHAN LIMITED

CIN: L74999MP2017PLC043234

Registered Office: 138, Chandani Chowk, Ratlam – 457001, Madhya Pradesh

Corporate Office: 19, Chandani Chowk, Ratlam – 457001, Madhya Pradesh

Email: cs@dpjewellers.com; Web: www.dpjewellers.com; Phone: +91 7412 247 019

**D. P. Jewellers**— A BOND OF TRUST SINCE 1940 —
A VENTURE OF D. P. ABHUSHAN LIMITED

Names	Mr. Sanskar Kothari	Mr. Santosh Kataria	Mr. Anil Kataria
Number of Board Meetings attended during the Financial Year 2022-23	9 out of 9	6 out of 9	6 out of 9
Date of Original Appointment	16/07/2018	02/05/2017	26/01/2022
Date of Appointment in current terms	To be reappointed w.e.f 16/07/2023	January 26, 2022	January 26, 2022
Directorships held in public companies including deemed public companies*	D. P. Abhushan Limited	D. P. Abhushan Limited	D. P. Abhushan Limited
Names of listed entities in which the person holds the directorship	D. P. Abhushan Limited	D. P. Abhushan Limited	D. P. Abhushan Limited
Names of listed entities from which the person has resigned in the past three years	Nil	Nil	Nil
Memberships / Chairmanships of committees of public companies**	Chairman - 2 Committees	Membership - 2 Committees	Nil
Inter-se Relationship with other Directors.	Nil	Cousin Brother of Mr. Anil Kataria and Brother-in-law of Ms. Renu Kataria.	Cousin Brother of Mr. Santosh Kataria and Brother-in-law of Ms. Renu Kataria.

* Excluding Section 8 and Foreign Companies.

**Includes only Audit Committee and Stakeholders' Grievances and Relationship Committee.