

Date: 24TH August, 2024

To,
The Listing Department
NATIONAL STOCK EXCHANGE OF INDIA LTD
Exchange Plaza, C-1, Block G.
Bandra Kurla Complex Bandra-East, Mumbai-400051

Scrip Name: DURLAX

Respected Sir/Madam,

Sub: **Notice of 14th Annual General Meeting (AGM)**

Pursuant to Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, this is to inform you that we hereby enclose Notice of AGM along with the Explanatory statement seeking approval of the members of the company for the resolutions as set out in the notice, in respect of 14th Annual General Meeting of the Members of Durlax Top Surface Limited to be held on 16th September, 2024 at 12:30 P.M. through Video Conference (VC)/ or any other Audio Visual Means (OAVM).

The Notice is being sent through electronic mode only to those members whose E-mail Id is registered with the company and their name appears in the Register of Members/List of beneficial owners as received from National Securities Depository Limited and Central Depositories as on Friday, August 16, 2024.

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 time:

Start of E-Voting facility: Thursday, September 12, 2024 at 09:00 A.M (IST)

End of E-Voting facility: Sunday, September 15, 2024 at 5:00 P.M (IST)

The Annual Report (*inclusive of Notice of 14th AGM*) is available on the Company's website at <https://www.durlax.com/annual-report.html>

Kindly take the same on your records

Thanking you,

For Durlax Top Surface Limited

Komal
Upendra
Birla

Digitally signed by
Komal Upendra Birla
Date: 2024.08.24
13:30:24 +0530'

KOMAL UPENDRA BIRLA
Company Secretary and Compliance Officer

Durlax Top Surface Ltd.: Unit No. 1601, 16th Floor, Synergy Business Park, Bhd. Virwani Industrial Estate, Sahakarwadi, Off Vishweshwar Nagar Road, Goregaon(E), Mumbai - 400063

Factory Address : Survey No 557/2 & 558/1, Village: Moti Tambadi, Taluka: Pardi, District: Valsad, Vapi - 396193, Gujarat.



+91-22-61560000



info@durlaxindia.com



www.durlax.com

CIN No - L74999MH2010PLC202712

NOTICE OF 14TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 14TH (FOURTEENTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF DURLAX TOP SURFACE LIMITED WILL BE HELD ON MONDAY, SEPTEMBER 16, 2024 AT 12:30 P.M. (IST), THROUGH VIDEO CONFERENCING ("VC") /OTHER AUDIO-VISUAL MEANS("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. Adoption of Financial Statements for the Financial Year ended 31st March, 2024:

To receive, consider and adopt the financial statements of the Company for the financial year ended on 31st March, 2024 including the audited Balance Sheet as on March 31, 2024 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.

"RESOLVED THAT the audited financial statements of the company comprising of the Balance Sheet as at March 31, 2024, the statement of Profit & Loss and the Cash Flow Statement for the year ended on that date together with the Notes forming part thereof and Annexures thereto alongwith the Report of the Board of Directors and Auditor's, thereon, be and is hereby approved and adopted."

2. Re-appointment of Director:

To appoint a director in place of Mr. Shravan Laxmichand Suthar (DIN: 02985316), who retires by rotation and being eligible, offers himself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the company be, and is hereby accorded for re-appointment of Mr. Shravan Laxmichand Suthar (DIN: 02985316), as a Managing Director, to extent that he is required to retire by rotation."

3. Regularization of Additional Independent Director, Ms. Palak Jain (DIN: 09182098) by appointing her as independent director of the Company:

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

"RESOLVED THAT, pursuant to provision of Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013, if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company; Ms. Palak Jain (DIN: 09182098) who was appointed as an Additional Director of the company in independent Category w.e.f. from 22nd August, 2024 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting or the last date on which general meeting is to be held whichever is earlier and from whom the Company has received a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five (5) consecutive years for the period from 22nd August, 2024 to 21st August, 2029 (both dates inclusive)."

"RESOLVED FURTHER THAT Mr. Shravan L. Suthar or Mr. Lalit L. Suthar, Directors of the Company be and are hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents and returns, e-forms for the purpose of giving effect to the aforesaid resolution."

4. Regularization of Additional Independent Director, Mr. Bhavesh Jain (DIN: 10745884) by appointing him as independent director of the Company:

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

“RESOLVED THAT, pursuant to provision of Section 149,150,152 read with Schedule IV of the Companies Act,2013, and all other applicable provisions of the Companies Act, 2013, if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company; Mr. Bhavesh Jain (DIN: 10745884) who was appointed as an Additional Director of the company in independent Category w.e.f. from 22nd August, 2024 in terms of Section 161(1) of the Companies Act,2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting or the last date on which general meeting is to be held whichever is earlier and from whom the Company has received a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five (5) consecutive years for the period from 22nd August, 2024 to 21st August, 2029 (both dates inclusive).”

“RESOLVED FURTHER THAT Mr. Shravan L. Suthar or Mr. Lalit L. Suthar, Directors of the Company be and are hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents and returns, e-forms for the purpose of giving effect to the aforesaid resolution.”

5. TO INCREASE OVERALL MANAGERIAL REMUNERATION PAYABLE FROM 11% OF THE NET PROFITS OF THE COMPANY:

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

RESOLVED THAT in accordance with the provisions of Section 197 of the Companies Act, 2013, (the Act) read with Schedule V of the Act and other applicable provisions, if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of the Company made in its respective meetings held on August 22, 2024, approval of the members of the Company be and is hereby accorded to increase the overall limit of managerial remuneration payable for the financial year 2024-25, from 11% of the net profits of the Company computed in the manner laid down in Section 198 of the Act.

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

6. INCREASE IN THE MANAGERIAL REMUNERATION LIMIT PAYABLE TO MR. SHRAVAN SUTHAR, MANAGING DIRECTOR OF THE COMPANY, IN EXCESS OF 5% OF THE NET PROFITS OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25:

To increase the overall maximum managerial remuneration limit payable to Mr. Shravan Suthar (DIN: 02985316), Managing Director of the Company, in excess of 5% of the net profits of the Company for the financial year 2024-25; and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereof and the Rules made thereunder and as per 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 the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors; and subject to the approval of any other statutory authorities, as may be required in this regard, the approval of the members of the Company, be and is hereby accorded to increase the overall maximum managerial remuneration limit payable to Mr. Shravan Suthar (DIN: 02985316), Managing Director, for the FY 24-25, to the extent it would exceed 5% of the net profits of the Company, computed in the manner as laid down in Section 198 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 and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”

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

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 including any statutory modification(s) or reenactment(s) thereof, or any other law and Article of Association of the Company and based on the recommended by the Nomination and Remuneration Committee of the Company, the consent of the shareholders be and is hereby accorded for revision in the remuneration paid to Mr. Shravan Suthar (DIN: 02985316), Managing Director of the Company to Rs. 36,00,000/- p.a. (Rupees Thirty Six Lakhs per annum) inclusive of perquisites with liberty to the Board of Directors (after referring and approving from the Nomination and Remuneration Committee) to alter and vary the conditions of the said remuneration payable in such a manner as may be agreed to between the Board and Mr. Shravan Suthar for the remaining period of his term on the terms and conditions and remuneration set out by the Board.

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

7. INCREASE IN THE MANAGERIAL REMUNERATION LIMIT PAYABLE TO MR. LALIT SUTHAR, WHOLE-TIME DIRECTOR OF THE COMPANY, IN EXCESS OF 5% OF THE NET PROFITS OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25:

To increase the overall maximum managerial remuneration limit payable to Mr. Lalit Suthar (DIN: 02985324), Whole-time Director of the Company, in excess of 5% of the net profits of the Company for the financial year 2024-25; and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereof and the Rules made thereunder and as per 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 the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors; and subject to the approval of any other statutory authorities, as may be required in this regard, the approval of the members of the Company, be and is hereby accorded to increase the overall maximum managerial remuneration limit payable to Mr. Lalit Suthar (DIN: 02985324), Whole-time Director, for the FY 24-25, to the extent it would exceed 5% of the net profits of the Company, computed in the manner as laid down in Section 198 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 and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”

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

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 including any statutory modification(s) or reenactment(s) thereof, or any other law and Article of Association of the Company and based on the recommended by the Nomination and Remuneration Committee of the Company, the consent of the shareholders be and is hereby accorded for revision in the remuneration paid to Mr. Lalit Suthar (DIN: 02985324), Whole-Time Director of the Company to Rs. 36,00,000/- p.a. (Rupees Thirty Six Lakhs per annum) inclusive of perquisites with liberty to the Board of Directors (after referring and approving from the Nomination and Remuneration Committee) to alter and vary the conditions of the said remuneration payable in such a manner as may be agreed to between the Board and Mr. Lalit Suthar remaining period of his term on the terms and conditions and remuneration set out by the Board.

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

By order of the Board of Directors
For Durlax Top Surface Limited

Sd/-
Komal Upendra Birla
Company Secretary and Compliance Officer

Registered Office:

Unit No. 1601, 16th Floor Synergy Business Park,
Premises Coop Society Ltd,
Behind Virwani Industrial estate,
Shahakarwadi Off Vishweshwar Nagar Road,
Goregaon East, Mumbai - 400063

Place : **Mumbai**

Date : **August 22, 2024**

NOTES-FORMING PART OF THE NOTICE

1. In terms of General circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as 'MCA Circulars') issued by the Ministry of Corporate Affairs ('MCA'), the Annual General Meeting ('AGM') is being held through Video Conferencing ('VC') facility/Other Audio Visual Means ('OAVM') without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the MCA Circulars, the AGM of the Company is being held through VC/OAVM on Monday, September 16, 2024 at 12:30 P.M. (IST)
2. Details of the Directors seeking appointment /re-appointment in pursuance of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards- 2 on General Meetings, as applicable are annexed to this notice.
3. Register of members and Share Transfer Books of the Company will remain closed from Tuesday, 10th September, 2024 to Sunday, 15th September, 2024 (both days inclusive) for annual closing.
4. In terms of the MCA Circulars, the physical attendance of the Members has been dispensed with and there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Institutional /Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) attending the meeting through VC/OAVM are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Compliance Officer by email through its registered email address to cs@durlaxindia.com with a copy marked to evoting@ndsl.co.in.
6. The company is concerned about the environment. We request you to update your email address with your Depository Participants to enable us to send you communications via email. The Members who have not registered their e-mail addresses, so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants.
7. In case of joint holders, the Member whose name appears as the first holders in the order of names as per the Register of Members of the company entitled to vote during the AGM.
8. In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
9. Attention of the members is invited to the provisions of Section 124(6) of the Companies Act, 2013 with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 amended from time to time ("IEPF Rules"), which inter alia requires the Company to transfer the equity shares, on which the dividend has remained unpaid and unclaimed for a continuous period of seven years, to IEPF. The said Shares, once transferred to IEPF can be claimed after following due procedure prescribed under the IEPF Rules.
10. To register email address for all future correspondence and update the bank account details, please follow the below process Demat Holding: Please contact your DP and follow the process advised by your DP.
11. Since the AGM will be held through VC / OAVM, the Route Map does not form part of the Notice.
12. Members may note that the Notice and Annual Report will also be available on the Company's website <https://www.durlax.com/>, websites of the Stock Exchanges i.e. NSE Limited at www.nseindia.com, and on the website of NSDL, www.evoting.nsdl.com.
13. All documents referred to in the accompanying notice and the explanatory statements are open for inspection by the members at the registered office of the Company on all working days during 11:00 AM to 1:00 PM. Members can request the same by sending an email to cs@durlaxindia.com till the date of the AGM.

14. Members seeking any information with regards to Financial Statements or any matters to be placed at the AGM, are requested to write to the Company on or before September 10, 2024 through email at cs@durlaxindia.com. The same will be replied by the Company suitably.
15. Members who would like to express their views/ ask questions during the AGM may register themselves as a speaker by sending their request in advance at least seven days before the AGM to cs@durlaxindia.com. Members who do not wish to speak during the AGM but have queries may send their queries, mentioning the name, securities demat account number/ folio number, email id, mobile number to cs@durlaxindia.com in advance at least 7 days prior to meeting.
16. Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.
17. **Voting through Electronic Means:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (LODR) Regulations, 2015 (as amended) and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-voting Facility provided by Listed Entities, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.

The Members, whose names appear in the Register of Members /list of Beneficial Owners as on Monday, September 09, 2024 are entitled to vote on the resolutions, set forth in this Notice. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the 'cut-off date' of Monday, September 09, 2024. Any person holding shares in physical form and non- individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut- off date i.e. Monday, September 09, 2024 may obtain the login ID and password by sending a request on cs@durlaxindia.com . However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

Mr. Rahul A Jain, Proprietor of Rahul Jain & Co., Practicing Company Secretary (ICSI M. No. A42889 and Certificate of Practice No. 23684) has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and voting at AGM, in a fair and transparent manner and he has communicated willingness to be appointed and shall be available for the same purpose.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter, unblock the votes cast through remote e-Voting and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing. The voting results along with the consolidated Scrutinizer's Report shall be submitted to the Stock Exchange i.e., NSE Limited within two working days of conclusion of the AGM by the Company.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be uploaded on the NSE Portal (NEAPS).

Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the 14th Annual General Meeting i.e., Monday, September 16, 2024.

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.durlax.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 12th September, 2024 at 9:00 A.M. and ends on 15th September, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, September 09, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 09, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system
A) Login method for e-Voting and joining virtual meeting 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.	- 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 or joining virtual meeting & voting during the meeting. - 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 - 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 or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login 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. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available 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.
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 or joining virtual meeting & voting during the meeting.

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.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.nsdl.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.

4. 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***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your 'initial password'?
 - (i) 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'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. 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.nsdl.com.

Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com 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.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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:

1. 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 csrahulajain@gmail.com with a copy marked to evoting@nsdl.com. 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.
2. 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.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Sagar S. Gudhate at evoting@nsdl.com.

Process for those shareholders whose email 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@durlaxindia.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@durlaxindia.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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER :-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@durlaxindia.com. The same will be replied by the company suitably.

**By order of the Board of Directors
For Durlax Top Surface Limited**

Sd/-
Komal Upendra Birla
Company Secretary and Compliance Officer

EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 3 :**

Ms. Palak Jain (DIN: 09182098) was appointed as an Additional Director of the Company on 22nd August, 2024 in terms of Section 161(1) of the Companies Act, 2013 in the category of 'Non-Executive Independent' in terms of the Companies Act, 2013. Ms. Palak Jain, an Additional Director holds the office up to the date of the ensuing Annual General Meeting of the Company or the last date on which the annual general meeting should have been held, whichever is earlier.

Ms. Palak Jain (DIN: 09182098) is not disqualified from being appointed as an independent Director in terms of Section 164 of the Act and has given her consent to act as director (in the category of Independent Director).

The Board considers that her association would be of immense benefit to the company and it is desirable to avail services of Ms. Palak Jain as an independent director.

In order to ensure compliance with the provisions of Section 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Ms. Palak Jain as 'Non -executive Independent Director' for a term up to 5 (five) consecutive years commencing from 22nd August, 2024 to 21st August, 2029 (both inclusive).

Accordingly, the Board of Directors recommends the passing of the above resolution as an Ordinary Resolution as set out in the item no. 3 of the notice for appointment of Ms. Palak Jain.

Save and except Ms. Palak Jain, Independent Director, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the notice.

Item No. 4:

Mr. Bhavesh Jain (DIN: 10745884) was appointed as an Additional Director of the Company on 22nd August, 2024 in terms of Section 161(1) of the Companies Act, 2013 in the category of 'Non-Executive Independent' in terms of the Companies Act, 2013. Mr. Bhavesh Jain, an Additional Director holds the office up to the date of the ensuing Annual General Meeting of the Company or the last date on which the annual general meeting should have been held, whichever is earlier.

Mr. Bhavesh Jain is not disqualified from being appointed as an independent Director in terms of Section 164 of the Act and has given his consent to act as director (in the category of Independent Director).

Dr. Bhavesh Jain is a well known Dentist since more than a decade and has experience in dentistry with expertise in root canal procedure, aesthetic dentistry, dental Implants and all kinds of minor surgical dental procedures. He also conducts free dental and health check-ups annually. The Board considers that his association would be of immense benefit to the company with respect to upcoming healthcare products range and hence it is desirable to avail services of Dr. Bhavesh Jain as an independent director.

In order to ensure compliance with the provisions of Section 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. Bhavesh Jain as 'Non -executive Independent Director' for a term up to 5 (five) consecutive years commencing from 22nd August, 2024 to 21st August, 2029 (both inclusive).

Accordingly, the Board of Directors recommends the passing of the above resolution as an Ordinary Resolution as set out in the item no. 4 of the notice for appointment of Mr. Bhavesh Jain.

Save and except Mr. Bhavesh Jain, Independent Director, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the notice.

Item No. 5:

To increase overall Managerial Remuneration payable from 11% of the Net Profits of the Company

In accordance with the provisions of Section 197 of the Companies Act, 2013, (the Act) read with Schedule V of the Act and other applicable provisions, if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and

Remuneration Committee and the Board of the Company made in its respective meetings held on August 22, 2024, approval of the members of the Company to increase the overall limit of managerial remuneration payable for the financial year 2024-25, from 11% of the net profits of the Company computed in the manner laid down in Section 198 of the Act.

Except all the directors and his relatives, none of the other Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board of Directors recommends the proposal and the resolution for approval of members of the Company, as set out at Item No. 05 of the Notice.

Item No. 6 & 7:

Increase in remuneration of Mr. Shravan Suthar the Managing Director & Mr. Lalit Suthar Whole-Time Director of the Company:

They both were appointed as the Managing Director and Whole-Time Director of the Company for a period of 5 years with effect from January 07, 2023. The appointment was approved by Members of the Company by way of Special resolution dated January 07, 2023 in the Extra Ordinary General Meeting. The Company has been paying remuneration to them in accordance with the provision of the Companies Act, 2013 and same has been approved by the Members of the Company by way of Special resolution in the Extra Ordinary General Meeting dated January 07, 2023. They have been paid remuneration as per the terms of their appointment from January 07, 2023 till date.

Further on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on August 22, 2024, approved and accordingly recommends to the members an increase in the managerial remuneration limit in excess of 5% each of the net profits of the Company (computed in the manner as laid down in Section 198 of the Act) thereby seeking Members consent to ratify the excess amount paid to both of them during the year 2024-25.

Based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company in their meeting held on August 22, 2024 it was proposed to increase the remuneration of Mr. Shravan Suthar from Rs. 30,00,000 lakhs per annum to Rs.36,00,000 lakhs per annum for his remaining tenure and for Mr Lalit Suthar from Rs. 18,00,000 lakhs per annum to Rs. 36,00,000 lakhs per annum for his remaining tenure. It exceeds the limits prescribed under Section 197 of the Act. Based on the resolution passed by the Nomination and Remuneration Committee and the Board of Directors at their meetings held on August 22, 2024, the said resolution is placed before the Members for their approval.

Additional information in respect of both the Directors, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

Except Mr. Shravan Suthar and Mr. Lalit Suthar and their relatives, none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution. Both Directors are not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel.

The Board of Directors recommends the proposal and the resolution for approval of members of the Company, as set out at Item No. 06 & 07 of the Notice.

ANNEXURE TO NOTICE:
DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING:

Pursuant to Secretarial Standard 2 issued by the Institute of Companies Secretaries of India

Name of Director	Mr. Shravan Suthar	Mr. Lalit Suthar	Ms. Palak Jain	Mr. Bhavesh Jain
Category	Managing Director	Whole - Time Director	Independent Director	Independent Director
DIN	02985316	02985324	09182098	10745884
Date of Birth	15/12/1980	16/07/1984	02/06/1992	29/07/1985
Age	43	40	32	39
Qualification	Diploma in Construction Technology & certified course in interior design and decoration	Certified course in interior design and decoration	Bachelor of Engineer in computer science	Bachelor of dental surgeon
Date of First Appointment on the Board	03/05/2010	03/05/2010	22/08/2024	22/08/2024
Expertise in specific functional area	He has an experience of over 20 years in the field of Solid Surface Industry.	He has an experience of over 18 years in the field of Solid Surface Industry with respect to sales strategy, territory management and lead generation.	She is having experience of more than 10 years in IT field. She has rich experience in mobile and web application. She worked as full stack developer with various programming languages and software development.	Dr. Bhavesh Jain is having 12 years of rich experience in dentistry with expertise in root canal procedure, aesthetic dentistry, dental implants and all kinds of minor surgical dental procedures
Terms & Conditions of Appointment/ Reappointment	As per the resolution at item No. 2 & 6 of the notice convening this meeting, Mr. Shravan Suthar is liable to retire by rotation at the meeting and eligible for re-appointment	As per the resolution at item No. 7 of the notice convening this meeting.	As per the resolution at item No 3 of the notice convening this meeting, Ms. Palak Jain is proposed to be Appointment as Independent Director	As per the resolution at item No 4 of the notice convening this meeting, Mr. Bhavesh Jain is proposed to be Appointment as Independent
Remuneration last drawn	Rs. 30,00,000 p.a.	Rs. 18,00,000 p.a.	NIL	NIL
Remuneration proposed	Rs. 36,00,000 p.a.	Rs. 36,00,000 p.a.	Sitting Fees as approved by the Board of Directors	Sitting Fees as approved by the Board of Directors

Relationship with Directors/ Key managerial Personnel	He is brother of Mr. Lalit L. Suthar - Whole-time Director	He is brother of Mr. Shravan L. Suthar - Managing Director	Ms. Palak Jain is not related to any Director.	Mr. Bhavesh Jain is not related to any Director.
List of Companies in which directorship is held as on 31st March, 2024	1	1	1	0
Listed entities from which the Director has resigned from Directorship in last 3(three) years	NIL	NIL	NIL	NIL
No. of Meetings of the Board Attended during the year	17	17	NA	NA
No. of Shares held	6501399	1813129	NA	NA

**By order of the Board of Directors
For Durlax Top Surface Limited**

Sd/-
Komal Upendra Birla
Company Secretary and Compliance Officer