



DIVINE POWER ENERGY LIMITED

Manufacturers of : Winding Wires and Strips (Fiberglass/DPC/DCC/SE)

Date: 04.09.2025

To
The Manager
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra- Kurla Complex,
Bandra (East) Mumbai 400051

NSE Symbol: DPOL

Subject: Submission of Notice of 24th AGM of Divine Power Energy Limited ('the Company') for the FY 2024-25 pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 34(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that 24th Annual General Meeting ("AGM") of **Divine Power Energy Limited** is scheduled to be held on Monday, 29th September, 2025 at 02:30 P.M. (IST) at Surahi Banquet, 30-31, Ground Floor, Unity Mall, CBD Ground, Shahdara, Delhi-110032.

Please find enclosed herewith the Notice of 24th Annual General Meeting, of the Members of the Company for the Financial Year 2024-25 as mentioned above.

The Notice of AGM for the Financial Year 2024-25 is also available on the website of the Company at www.dpel.in

Kindly take it on record and acknowledge the receipt.

Thanking you.

For Divine Power Energy Limited

Rajesh Giri
DIN: 02324760
(Managing Director)
Encl: As above



DIVINE POWER ENERGY LIMITED

Manufacturers of : Winding Wires and Strips (Fiberglass/DPC/DCC/SE)

NOTICE OF 24TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 24th ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF DIVINE POWER ENERGY LIMITED WILL BE HELD ON MONDAY, 29TH SEPTEMBER, 2025 AT 02:30 P.M INDIAN STANDARD TIME (IST) AT SURAHİ BANQUET, 30-31, GROUND FLOOR, UNITY ONE MALL, CBD GROUND, SHAHDARA, DELHI-110032

TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

Item No. 1. TO CONSIDER & ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 AND THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITORS REPORT THEREON:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 129 and 134 of the Companies Act, 2013 ("Act") and other applicable provisions, if any (including any statutory modifications, amendment(s) or re-enactment thereof or the time being in force), the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 and the report of the Board of Directors' and the Independent Auditor's report thereon, be and are hereby considered and adopted."

Item No. 2. TO APPOINT A DIRECTOR IN PLACE OF MRS. DALI GIRI (DIN: 01137115) DIRECTOR WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HERSELF FOR RE-APPOINTMENT:

"RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force), and Articles of Association of the Company and as per recommendation of Board of Directors ("Board") of the Company, the consent of the members of the Company be and is hereby accorded for re-appointment of Mrs. Dali Giri (DIN: 01137115) Director of the Company, who retires by rotation at this Annual General Meeting, and being eligible, offers herself for re-appointment.

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

Item No. 3. TO AUTHORIZE BOARD OF DIRECTORS OF THE COMPANY TO FIX THE REMUNERATION OF THE STATUTORY AUDITORS FOR THE FINANCIAL YEAR 2025-26:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to authorize the **Board of Directors** of the Company (which shall include any Committee thereof) to fix the remuneration of the **Statutory Auditors**, M/s. VAPS & Associates, Chartered Accountants, (Firm Registration No. 003612N), for the financial year commencing on April 1, 2025, and ending on **March 31, 2026**.

FURTHER RESOLVED THAT such remuneration shall be in addition to the reimbursement of all out-of-pocket expenses, including travelling, boarding, lodging, and other expenses, incurred by the Auditors in connection with the statutory audit and other related services rendered by them.

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

SPECIAL BUSINESS:

Item No. 4. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS FOR FINANCIAL YEAR 2025-2026

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), the Company hereby ratifies the remuneration of ₹50,000/- (Rupees Fifty Thousand only) plus applicable taxes and reimbursement of travel and out of pocket expenses, to be paid to **M/s Pooja Verma & Co., Cost Accountants (Firm Registration No. 002657)**, who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company to conduct the audit of the cost accounting records of the Company for the Financial Year ending March 31, 2026.

RESOLVED FURTHER THAT the Board (including any Committee thereof) be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 5 TO APPOINT M/S SUMIT BAJAJ & ASSOCIATES, COMPANY SECRETARIES AS A SECRETARIAL AUDITOR OF COMPANY FOR THE FY 2025-26:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (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 the recommendation of the Board of Directors, M/s Sumit Bajaj & Associates, Company Secretaries, be and is hereby appointed as the Secretarial Auditor of the Company for the financial year ending March 31, 2026.

"FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to finalize and fix the remuneration of the Secretarial Auditor, which shall be in addition to the reimbursement of all out-of-pocket expenses, including traveling, boarding, and lodging, incurred in connection with the secretarial audit."

"FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary to give effect to this resolution."

By order of the Board of Directors

For Divine Power Energy Limited

Rajes
h Giri

Digitally signed
by Rajesh Giri
Date:
2025.09.03
16:31:32 +05'30'

Place: New Delhi

Dated: 04.09.2025

**RAJESH GIRI
(Managing Director)
DIN: 02324760**

NOTES:

- (i) In line with the circulars of the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022, September 25, 2023 or any other circular as issued by Ministry of Corporate Affairs from time to time (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") circular SEBI/HO/DDHS/P/C1R12023/0164 dated October 06, 2023, the Notice of AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on 29th August, 2025. Members may note that Notice has been uploaded on the website of the Company www.dpel.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited ("NSE") at www.nseindia.com
- (ii) A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such a proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. The Proxy Form is annexed hereto.
- (iii) Pursuant to the provisions of Section 113 of the Companies Act, 2013, Body Corporates/ Institutional/ Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on cs@dpel.in in from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing the representative to attend and vote on their behalf at the meeting.
- (iv) Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
- (a) Members holding shares in demat form can get their email ID registered by contacting their respective Depository Participant.
- (b) Members holding shares in physical form may register their email address by informing the Company at its investor email id cs@dpel.in
- (v) The Company has been maintaining, inter alia, the following statutory registers at its registered office:
- (a) Register of contracts or arrangements in which Directors are interested under section 189 of the Companies Act, 2013.
- (b) Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Companies Act, 2013.
- In accordance with the MCA circulars, the said registers will be made available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an email to cs@dpel.in

(vi) Relevant documents referred to in this Notice of AGM, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM i.e. **September 29, 2025**. Members seeking to inspect such documents can send an email to cs@dpel.in

(vii) Brief profile and other additional information pursuant to Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, in respect of the Directors seeking re-appointment at the AGM, is furnished in “**Annexure – A**” to this Notice.

(viii) **Route map of the venue** is annexed hereto.

(ix) Entry to the place of meeting will be regulated by an attendance slip which is annexed hereto. Members/Proxies attending the meeting are kindly requested to complete the enclosed attendance slip and affix their signature at the place provided thereon and hand it over at the entrance.

(x) The Register of Members and Share Transfer Books in respect of Equity Shares of the Company will remain closed from **Tuesday, 23rd September, 2025 to Monday, 29th September, 2025** (both days inclusive) for the purpose of Annual General Meeting.

(xi) The Board of Directors has appointed M/s Sumit Bajaj & Associates, Practicing Company Secretaries, as a Scrutinizer to scrutinize the remote e-Voting process and e-Voting at the AGM in a fair and transparent manner.

(xii) The result declared along with the Scrutinizer's Report will be forwarded to National Stock Exchange of India Limited and shall be simultaneously uploaded on the Company's website www.dpel.in and on the website of CDSL www.evotingindia.com immediately.

(xiii) In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report is being sent through e-mail to those members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice and the Annual Report will also be available on the Company's website www.dpel.in/, websites of the Stock Exchanges i.e. www.nseindia.com respectively, and on the website of CDSL <https://evoting.cdslindia.com>.

(xiv) Members who have still not registered their e-mail IDs are requested to do so at the earliest. Members holding shares in electronic mode can get their e-mail IDs registered by contacting their respective Depository Participant. We urge members to support this environment friendly effort of the Company and get their e-mail IDs registered.

(xv) In compliance with the Circulars, the Annual Report for 2024-25, the Notice of the 24th AGM, and instructions for e-Voting are being sent through electronic mode to those members whose e-mail addresses are registered with the Company/ Depository Participant(s).

(xvi) The facility of e-Voting during the AGM will be available to those Members who have not cast their vote by remote e-Voting. Members, who have cast their vote by

remote e-Voting, may attend the AGM through VC but will not be entitled to cast their vote once again on resolutions.

(xvii) The voting rights of the Members shall be in proportion to their shares in the paid-up Equity Share capital of the Company as on the cut-off date.

(xviii) The details of the process and manner of remote e-voting along with the User ID and Password is being sent to all the Shareholders along with this Notice. In case of any queries/ grievances relating to voting by electronic means, the Shareholders / Beneficial owners or in case any person, acquires shares of the Company and becomes a Shareholder of the Company after dispatch of the notice and holding shares as of the **Cut-off Date i.e., 22nd September, 2025** may obtain the login ID and password by sending a request to helpdesk.evoting@cdslindia.com

CDSL E-VOTING SYSTEM – FOR REMOTE E-VOTING

The Instructions of shareholders for remote E-Voting:

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

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

- (i) The voting period begins on **26th September, 2025 at 09:00 A.M. and ends on 28th September, 2025 at 05:00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **22nd September, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period 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 cdsi website www.cdslindia.com and click on login & My Easi New (Token) 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.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is 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 3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click
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	on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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. CDSL and NSDL

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

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

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

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

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

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly

note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@dpel.in (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

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

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE
COMPANIES ACT, 2013**

ANNEXURE TO THE NOTICE

Item No. 2:

Annexure-A

Details of Director seeking Appointment / Re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name	Dali Giri
Directors Identification Number(DIN)	01137115
Date of Birth (age)	09.02.1973
Qualification	Post- Graduated
Nature of Expertise in Specific functional Areas	Expertise in business and operations of the Company for more than 25 years
Date of first appointment on the Board of the Company	23.11.2023
Shareholding in Divine Power Energy Limited as on 31st March 2025	11.3%
Disclosure of relationships between directors inter-se	Spouse of Promoter cum Managing Director- Mr. Rajesh Giri.
List of Directorship held in other companies	NIL
Membership/ Chairmanship in Committees	1. Audit Committee - Member 2. Nomination & Remuneration Committee - Member 3. Stakeholder relationship committee – Member
Brief Resume	Ms. Dali Giri holds a “Masters of Arts (Honours Course)” degree from University of Delhi, showcasing a solid foundation in business. Her academic background equips her with the necessary knowledge and skills to contribute effectively to the strategic decision-making processes within the company. Having more than 20 Years

	of experience in the line of Manufacturing of Insulated Wire & Strip.
Terms & Conditions of re-appointment including remuneration payable	She shall be Non- Executive Director of the Company at a remuneration of Rs. 2,00,000 p.m.
Number of Meetings of Board attended during the year	18 (Eighteen)
Details of remuneration sought to be paid and last drawn	Last Drawn Salary: Nil Salary proposed in future: 2 Lac
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Her academic background equips her with the necessary knowledge and skills to contribute effectively to the strategic decision-making processes within the company. Having more than 20 Years of experience in the line of Manufacturing of Insulated Wire & Strip.
Listed entities from which resigned in the past Three years	NA

Item No. 4 consideration of Remuneration of Cost Auditors

The Board of the Directors, at its meeting held on 04th, September, 2025, upon recommendation of the Audit Committee, approved the appointment of **M/s Pooja Verma & Co**, having Firm Registration No. 002657, as Cost Auditors of the Company for conducting the Audit of cost records of the company for the financial year ending on 31st March, 2026 at a remuneration of Rs.50,000/- (Rupees Fifty Thousand Only) plus applicable taxes and remuneration of such other out of pocket expenses as may be incurred by the said Cost Auditors during the course of the audit.

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Members of the company are required to approve the remuneration to be paid to the cost auditors of the company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.4 of the Notice for approval of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2026.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Ordinary Resolution set forth in Item No. 4 of the Notice for approval of the Members.

Detail of Cost Auditor whose name is proposed for Ratification by Shareholders in AGM to conduct Cost Audit of Company for the FY 2025-2026

Name of Firm	Pooja Verma & Co.
Name of Auditor	Pooja Verma
Firm Registration No.	002657
Member Registration No.	41682
Address	B 108, Ground Floor, Sector 64, Noida
Last Drawn Salary	50,000
Details of remuneration sought to be paid	50,000
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	She is Cost Auditor Qualified from the institute of The Institute of Cost Accountants (ICMAI) and eligible to conduct Cost Audit of our Company pursuant to Sec 148 of Company Act, 2013 read with Rule 6 (1A) of the Companies (Cost Records and Audit) Rules, 2014.

Item no 05 Appointment of Secretarial Auditor

In accordance with Section 204 of the Companies Act 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of one year, Based on the recommendation of the Audit Committee, the Board, at its Meeting held on 04th September, 2025subject to the approval of the Members of the Company, approved appointment of M/s Sumit Bajaj & Associates, Company Secretaries (Firm Registration Number: S2019DE677200)) as the Secretarial Auditors of the Company, financial year ending March 31, 2026.

M/s. Sumit Bajaj & Associates is a firm of Practicing Company Secretaries. The firm is primarily engaged in providing professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audits, Due Diligence Audits and Compliance Audits for various reputed

companies. The firm is Peer Reviewed and Quality Reviewed by the Institute of the Company Secretaries of India.

M/s Sumit Bajaj & Associates had consented to their appointment as the Secretarial Auditors of the Company and have confirmed that they fulfill the criteria as specified in Clause (a) of regulation 24A (1A) of the SEBI Listing Regulations and have not incurred any of disqualifications as specified by the Securities and Exchange Board of India.

The proposed remuneration to be paid to M/s Sumit Bajaj & Associates, for the financial year 2025-2026 as mutually decided by the Board of Directors based on recommendations of Audit Committee. There is no material change in the fees payable to M/s Sumit Bajaj & Associates from that paid to the previous Secretarial Auditor.

Accordingly, consent of the Members is sought for approval of the aforesaid appointment of the Secretarial Auditors. The Board recommends the approval of the Members for appointment of Secretarial Auditors and passing of the Ordinary Resolution set out at Item No. 5 of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.

**By order of the Board of Directors
For Divine Power Energy Limited**

Rajesh
Giri

Digitally signed
by Rajesh Giri
Date: 2025.09.03
16:31:59 +05'30'

**RAJESH GIRI
(Managing Director)
DIN: 02324760**

Place: New Delhi
Dated: 04.09.2025

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L27320DL2001PLC112176

DIVINE POWER ENERGYLIMITED

**Unit No. Offices, First Floor, CSC-II, B-Block,
Surajmal Vihar, East Delhi, New Delhi, 110092**

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the above named Company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:..... ,or failing him

3. Name:

Address:

E-mail Id:

Signature:.....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on **Monday the 29th Day of September, 2025 at 02:30 p.m.** at Surahi Banquet 30-31, Ground Floor, Unity One Mall, CBD Ground, Shahdara, Delhi-110032, holder may vote either for or against each resolution and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution:

Ordinary Business:

1. To consider & adopt the Audited Financial Statements of the Company together with the Auditors Report and the report of the Board of Directors for the financial year ended March 31, 2025.
2. To appoint a director in place of Mrs. Dali Giri (DIN: 01137115), Director who retires by rotation and being eligible offers herself for re-appointment.
3. To Authorised board of directors of the Company to fix the remuneration of the Statutory Auditors for the Financial Year 2025-26.

Affix
Revenue
Stamp

Special Business:

4. To Ratification of remuneration payable to Cost Auditors for Financial Year 2025-2026.
5. To Appoint M/s Sumit Bajaj & Associates, Company Secretaries as a Secretarial Auditor of the Company for the FY 2025-2026.

Signed this..... day of..... 2025

Signature of shareholder
holder(s)

Signature of Proxy

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

To,
The Board of Directors,
Divine Power Energy Limited
Unit No. Offices, First Floor, CSC-II, B- Block,
Surajmal Vihar, East Delhi, New Delhi, 110092

Shareholder's name

Address

FolioNo./Client Id

No. of Shares Held

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the Annual General Meeting of the Company held on **Monday, 29th day of September, 2025 at 02:30 P.M.** at Surahi Banquet, 30-31, Ground Floor, Unity One Mall, CBD Ground, Shahdara, Delhi-110032.

**If signed by Proxy, name should be
Written here in Block Letters**

Member's/ Proxy's signature

Note: Please fill in this attendance slip and hand it over at the entrance of the meeting hall

BALLOT FORM

DIVINE POWER ENERGY LIMITED

CIN: L27320DL2001PLC112176

**Regd. Office: Unit No. Offices, First Floor, CSC-II, B-Block,
Surajmal Vihar, East Delhi, New Delhi, Delhi, 110092**

E-mail: info@dpel.in & Contact No.: 09810161535

BALLOT FORM (IN LIEU OF E-VOTING)

Name of the Member	
Registered Address	
Name(s) of Joint Holder(s)	
Folio No./ *DP ID & Client ID	

I hereby exercise my/our vote(s) in respect of the resolutions set out in the notice of the 24th Annual General Meeting of the Company to be held on **29th September, 2025**, by sending my/our assent or dissent to the said resolutions by placing tick mark (✓) at the appropriate box below:

S. No.	Resolutions	No. of Equity Shares Held	For I/We assent to the resolution	AGAINST I/We dissent to the resolution
1.	To consider & adopt the Audited Financial Statements of the Company together with the Auditors Report and the report of the Board of Directors for the financial year ended March 31, 2025.			
2.	To appoint a director in place of Mrs. Dali Giri (DIN: 01137115), Director who retires by rotation and being eligible offers herself for re-appointment.			
3.	To Authorised board of directors of the Company to fix the remuneration of the Statutory Auditors for the Financial Year 2025-26.			
4.	To Ratification of remuneration payable to Cost Auditors for Financial Year 2025-2026.			

5.	To Appoint M/s Sumit Bajaj & Associates, Company Secretaries as a Secretarial Auditor of the Company for the FY 2025-2026			
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Date:

Place:

Signature of Member

(*)Applicable to investors holding shares in dematerialised form as per Company records.

Note: Kindly read the instructions printed overleaf before filling the form.

INSTRUCTIONS FOR BALLOT FORM

A. This Ballot Form is provided for the benefit of Members who do not have access to remote e-voting facility.

B. A Member can opt for only one mode of voting i.e. either remote -voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.

Process and manner for Members opting to vote by using the Ballot Form:

1. Mr. Sumit Bajaj from Sumit Bajaj & Associates, Practising Company Secretary (Membership No. 45042 CP No. 23948) has been appointed as the scrutiniser to scrutinise the voting process (electronically or otherwise) in a fair and transparent manner.

2. The Form should be signed by the Members as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. Exercise of vote by Ballot is not permitted through proxy.

3. In case the shares are held by corporate and institutional members (companies, trusts, societies etc.), the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorisation with the specimen signature(s) of the authorised signatory (ies).

4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (√) mark in the column provided in the Ballot Form.

5. The voting rights of members shall be in proportion of the share held by them in the paid-up equity share capital of the Company as on 22nd September, 2025 and as per the Register of Members of the Company.

6. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutiniser to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.

9. The decision of the Scrutiniser on the validity of the Ballot Form shall be final.

10. The results declared along with Scrutiniser's report, shall be placed on the Company's website www.dpel.in and on the website of the National Securities Depository Limited ("NSDL") within two days of the passing of the Resolutions at the AGM of the Company i.e. on Monday, the 29th September, 2025 and communicated to NSE Limited, where the shares of the Company are listed.

ROUTEMAP

VENUE: Surahi Banquet, 30-31, Ground Floor, Unity One Mall, CBD Ground, Shahdara, Delhi-110032.

