

NOTICE OF 3rd ANNUAL GENERAL MEETING

NOTICE is hereby given that the Third (3rd) Annual General Meeting (AGM) of the Members of D. P. Abhushan Limited will be held on Wednesday, September 16, 2020 at 04:00 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESSES

- 1. To receive, consider and adopt the audited financial statements for the financial year ended on March 31, 2020 and the Reports of the Board of Directors and Auditors thereon.**
- 2. To appoint a Director in place of Mrs. Renu Kataria (DIN 07751330), who retires by rotation and being eligible, offers herself for re-appointment.**

SPECIAL BUSINESSES

- 3. To appoint Mr. Deepak Gadia (DIN08782782) as Non-Executive Independent Director of the Company:**

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as an Ordinary Resolutions;

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Deepak Gadia (DIN 08782782), who was appointed as an Additional (Non-Executive Independent) Director of the Company by the Board of Directors with effect from August 8, 2020 and who holds office till the date of this AGM in terms of Section 161 of the Companies Act, 2013, who is eligible for appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and who has submitted a declaration to that effect and declaration under Section 164 of the Companies Act, 2013 declaring that he is not disqualified to become the Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Deepak Gadia (DIN 08782782) as a candidate for the office of a Non-Executive Independent Director of the Company and who has submitted declaration under Section 149(6) of the Companies Act, 2013 declaring that he fulfills all the requirement of becoming Non-Executive Independent Director of the Company and whose appointment has been recommended by Nomination and Remuneration Committee and Board of Directors of the Company, be and is hereby appointed as Non-Executive Independent Director of the Company for a period up to August 7, 2025, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution including certifying and filing of necessary forms with the Registrar of Companies and issue appointment letter to Mr. Deepak Gadia (DIN 08782782) and filing of other necessary forms and documents with the Registrar of Companies."

- 4. To revise Remuneration payable to Mr. Vikas Kataria (DIN 02855136), Chairman and Managing Director of the Company:**

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

"RESOLVED THAT, pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 ("Act"), and Schedule V to the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to

approval of the Board of Directors (hereinafter referred to as "the Board"), the approval of the Members of the Company be and is hereby accorded for revision in salary and perquisites (hereinafter referred to as "remuneration") payable to Mr. Vikas Kataria (DIN 02855136), Chairman and Managing Director of the Company as set out in the explanatory statement attached hereto with effect from June 10, 2020, for his existing remaining term until revised further with other terms and conditions remaining unchanged as per the agreement dated June 21, 2017 entered into between him and the Company and with the power to the Board of Directors to alter and modify the same, as per the provisions of the Act and in the best interest of the Company.

RESOLVED FURTHER THAT, subject to the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the Remuneration payable to Mr. Vikas Kataria (DIN 02855136) as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Schedule V to the Companies Act, 2013.

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

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

5. To revise Remuneration payable to Mr. Santosh Kataria (DIN 02855068), Whole-Time Director of the Company:

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

"**RESOLVED THAT**, pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 ("Act"), and Schedule V to the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as "the Board"), the approval of the Members of the Company be and is hereby accorded for revision in salary and perquisites (hereinafter referred to as "remuneration") payable to Mr. Santosh Kataria (DIN 02855068), Whole-Time Director of the Company as set out in the explanatory statement attached hereto with effect from July 11, 2020, for his existing remaining term until revised further with other terms and conditions remaining unchanged as per the agreement dated July 18, 2017 entered into between him and the Company and with the power to the Board of Directors to alter and modify the same, as per the provisions of the Act and in the best interest of the Company.

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

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

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

Registered office :

138, Chandani Chowk, Ratlam,
Madhya Pradesh- 457001

Place: Ratlam

Date: August 14, 2020

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

Sd/-

Vikas Kataria

Chairman and Managing Director
DIN 02855136



IMPORTANT NOTES

1. In view of the continuing Covid-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and Circular No. 22/2020 dated June 15, 2020 prescribing the procedures and manner of conducting the Annual General Meeting through VC/ OAVM. In terms of the said circulars, the 3rd Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 13 and available at the Company's website www.dpjewellers.com. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Information regarding appointment/re-appointment of Director(s) and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard II is annexed hereto.
3. Though, pursuant to the provisions of the Act, a Member is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf, since this AGM is being held 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 and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to krishivadvisory@gmail.com with copies marked to the Company at cs@dpjewellers.com and to National Securities Depository Limited (NSDL) at evoting@nsdl.co.in.
5. 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.
6. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
7. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2019-20 has been uploaded on the website of the Company at www.dpjewellers.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com.
8. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:
 - (a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@dpjewellers.com.

- (b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@dpjewellers.com.
 - (c) Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
 - (d) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited, having its office at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400059 Maharashtra, India, by following the due procedure.
 - (e) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
9. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants, by following the due procedure.
 10. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at cs@dpjewellers.com on or before September 5, 2020 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
 11. Members holding the shares in dematerialized form are requested to notify immediately, the information regarding change of address and bank particulars to their respective Depository Participant.
 12. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.

13. PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE ANNUAL GENERAL MEETING THROUGH VC/OAVM:

- i. 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), Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and Circular No. 22/2020 dated June 15, 2020 and SEBI Circular dated May 12, 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 NSDL, as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.
- ii. There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, September 11, 2020, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, September 11, 2020, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
- iv. The remote e-voting will commence on 9:00 A.M. on Sunday, September 13, 2020 and will end on 5:00 P.M. on Tuesday, September 15, 2020 During this period, the members of the Company holding shares as on the Cut-off date i.e. Friday, September 11, 2020 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vi. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Friday, September 11, 2020.
- vii. The Company has appointed CS Anand S Lavingia, Practicing Company Secretary (Membership No. ACS: 26458; CP No: 11410), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

The remote e-voting period begins on 9:00 A.M. on Sunday, September 13, 2020 and will end on 5:00 P.M. on Tuesday, September 15, 2020. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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. Log-in to NSDL e-Voting system at www.evoting.nsdl.com.

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

Details on Step 1 is mentioned below:

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: 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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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, you can send a request at evoting@nsdl.co.in or atcs@dpjewellers.com mentioning your demat account number/folio number, your PAN, your name and your registered address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) 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.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
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.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 krishivadvisory@gmail.com with copies marked to the Company at cs@dpjewellers.com and to National Securities Depository Limited (NSDL) at evoting@nsdl.co.in.
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.

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 toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO VOTE DURING THE ANNUAL GENERAL MEETING:

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.

CONTACT DETAILS

Company	D. P. ABHUSHAN LIMITED 138, Chandani Chowk, Ratlam, Madhya Pradesh- 457 001 Tel No. +91-7412-490 966; Fax No. +91-7412-247 022; Email: cs@dpjewellers.com; Web: www.dpjewellers.com
Registrar and Transfer Agent	Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400059 Maharashtra, India Tel No.: +91-22-6263 8200; Email: investor@bigshareonline.com; Web: www.bigshareonline.com
e-Voting Agency & VC / OAVM Scrutinizer	NSDL help desk 1800-222-990, Email: evoting@nsdl.co.in Mr. Anand S Lavingia Email: krishivadvisory@gmail.com; Tel No.: +91 79 – 4005 1702

INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO ATTEND THE ANNUAL GENERAL MEETING THROUGH VC/OAVM

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
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.
5. 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@dpjewellers.com. The same will be replied by the company suitably.

EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act 2013 and Secretarial Standard 2 on General Meetings)

Item No.3:

To appoint Mr. Deepak Gadia (DIN 08782782) as Non-Executive Independent Director of the Company: **ORDINARY RESOLUTIONS**

Mr. Deepak Gadia (DIN 08782782) was appointed as an Additional (Non-Executive Independent) Director in accordance with the provisions of Section 161 of the Companies Act, 2013 by the Board of Directors at its Board Meeting held on August 8, 2020. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Deepak Gadia (DIN 08782782) will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Deepak Gadia (DIN 08782782) for the office of Non-Executive Independent Director of the Company and to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Nomination and Remuneration Committee and the Board of Directors has, at their respective meetings held on August 8, 2020, considered and recommended the appointment of Mr. Deepak Gadia (DIN 08782782) as a Non-Executive Independent Director of the Company to hold office for a period up to August 7, 2025, not liable to retire by rotation. In the opinion of Nomination and Remuneration Committee and the Board, Mr. Deepak Gadia (DIN 08782782), the Non-Executive Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management.

Mr. Deepak Gadia (DIN 08782782) is a young Qualified Chartered Accountant & a Member of the Institute of Chartered Accountant of India (ICAI). Besides holding the Esteemed Qualification of Chartered Accountant; he is also a Bachelor in Commerce. He has a Good track record in his Academics & in other extra – Curriculums. Other than this, he has good exposure of financial market, tax planning & other related laws applicable to the Companies. He is currently working as a Director in the Rahul Gadia Securities Private Limited, a Financial Service House in Ratlam. He is also registered as Independent Director in Independent Director's Data Bank.

The Company has received from Mr. Deepak Gadia (DIN 08782782) (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

A copy of the draft letter for the appointment of Mr. Deepak Gadia (DIN 08782782) as Non-Executive Independent Director setting out the terms and conditions are uploaded on the website of the Company.

The resolution seeking the approval of members for the appointment of Mr. Deepak Gadia (DIN 08782782) as Non-Executive Independent Director of the Company to hold office for a period up to August 7, 2025, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder is proposed by the Board of Directors. Further, he will not be liable to retire by rotation.

The Board recommends the matter and the resolution set out under Item No. 3 for the approval of the Members by way of passing Ordinary Resolutions.

Except Mr. Deepak Gadia (DIN 08782782) himself and his relatives to the extent their shareholding in the Company, none of the Directors or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, except to their shareholding, in the aforesaid resolution.

Item No. 4:

To revise Remuneration payable to Mr. Vikas Kataria (DIN 02855136), Chairman and Managing Director of the Company: SPECIAL RESOLUTIONS

Mr. Vikas Kataria (DIN 02855136) is acting as Director of the Company since May 2, 2017. Later on, the Board of Directors of the Company, in their Meeting held on June 10, 2017, had appointed Mr. Vikas Kataria (DIN 02855136) as Chairman and Managing Director of the Company for a period of 5 years w.e.f. June 10, 2017. The terms and conditions of appointment and remuneration of Mr. Vikas Kataria (DIN 02855136) as Chairman and Managing Director of the Company was also approved by the Members of the Company in their Extra-ordinary General Meeting held on June 20, 2017.

The Company has entered in to an Agreement on June 21, 2017 with Mr. Vikas Kataria (DIN 02855136) which specify the terms and conditions of appointment and remuneration of Mr. Vikas Kataria (DIN 02855136) as Chairman and Managing Director of the Company. The said agreement is available on the website of the Company - www.dpjewellers.com.

However, looking to the contributions made by Mr. Vikas Kataria (DIN 02855136) which helped the Company to grow at faster rate than past, and on the recommendation of the Nomination and Remuneration Committee of the Company, the Board, in its meeting held on June 29, 2020 has considered the revision in salary and perquisites (hereinafter referred to as "remuneration") payable to Mr. Vikas Kataria (DIN 02855136), Chairman and Managing Director of the Company as set out in this explanatory statement with effect from June 10, 2020, subject to the approval of the Shareholders. The other terms and conditions of his appointment, as approved by the Shareholders vide their resolution dated June 20, 2017 and agreed between the Company and Mr. Vikas Kataria (DIN 02855136) shall remain unchanged.

It may be noted that the remuneration payable to Mr. Vikas Kataria (DIN: 02855136), Chairman and Managing Director will not be increased or decreased and remained same as approved by the Members vide their resolution dated June 20, 2017.

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

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Vikas Kataria (DIN 02855136), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Schedule V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Mr. Vikas Kataria (DIN 02855136) is now being submitted to the Members for their approval by way of Special Resolution.

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

GENERAL INFORMATION

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

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

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

FINANCIAL PERFORMANCE BASED ON GIVEN INDICATORS

(₹In lakhs)		
Particulars	F.Y. 2019-20	F.Y. 2018-19
Revenue From Operations	80,861.55	81,213.23
Other Income	42.07	3.60
Total Income	80,903.62	81,216.83
Less: Total Expenses before Depreciation, Finance Cost and Tax	77,592.94	78,426.46
Profit before Depreciation, Finance Cost and Tax	3,310.68	2790.37
Less: Depreciation	212.07	183.26
Less: Finance Cost	895.27	961.77
Profit Before Tax	2,203.34	1645.34
Less: Current Tax	534.97	456.00
Less: Deferred tax Liability (Asset)	23.64	10.28
Profit After Tax	1,644.73	1179.06

Foreign investments or collaborations, if any: No collaborations has been made by the Company with any of foreign entity. Further, as at March 31, 2020, total holding of NRI Shareholders was 4000 Equity Shares.

INFORMATION ABOUT THE APPOINTEE:

Background Details: Mr. Vikas Kataria (DIN 02855136) holds degree of Master of International Business from Devi Ahilya Vishwavidyalaya, Indore. He has acquired business skills of jewellery industry from his forefathers. He is the youngest son of Mr. Ratan Lal Kataria, who was a partner in the firm D.P. Jewellers since 2003. He has 13 years of work experience in jewellery industry. He is actively engaged in managing the company since his appointment as Director and is responsible for the expansion and overall management of the business of the Company. He has been associated with the partnership firm "M/s D.P.Jewellers" since 2010. He was appointed on the Board on May 02, 2017 and further designated as Managing Director of the Company on June 10, 2017 for a period of 5 years.

Past Remuneration: In the financial year 2019-20, Mr. Vikas Kataria (DIN 02855136) was paid total remuneration of ₹ 42.00 Lakh as Chairman and Managing Director.

Recognition or awards: Nil.

Job Profile and his suitability: Mr. Vikas Kataria (DIN 02855136) is responsible for the expansion and overall management of the business of the Company. His experience and knowledge has helped the Company to great extent.

REVISED TERMS AND CONDITIONS OF REMUNERATION:

- I. Basic Salary up to ₹ 5,00,000/- per month for the existing remaining term w.e.f. June 10, 2020, with annual increments of 10%
- II. The next annual increment will be effective from April 1, 2021. The annual increments which will be effective 1st April each year, will be decided by the Board and will be merit-based and will also take into account the Company's performance; incentive remuneration, if any, and/or commission based on certain performance criteria to be laid down by the Board; benefits, perquisites and allowances, as may be determined by the Board from time to time.

- II. The remuneration referred to above is subject to the limit of 5% of the annual net profits of the Company and subject further to the overall limit of 10% of the annual net profits of the Company on the remuneration of the Chairman and Managing Director and other Executive Directors of the Company taken together.

Provided, however, that in the event of absence or inadequacy of Profit, the Chairman and Managing Director shall be entitled to remuneration mentioned under (I) & (II) above within the maximum remuneration as per limit set out in Section II of Part II of Schedule V to the Companies Act, 2013.

- IV. The Chairman and Managing Director shall not be entitled to sitting fees for attending meetings of the Board of Directors or Committees thereof. He shall however, be reimbursed the actual travelling, lodging and boarding expenses incurred by him for attending meetings of the Board of Director and/or committees thereof.
- V. The Chairman and Managing Director shall be entitled to be reimbursed and paid out of the moneys of the company, all costs, charges and expenses, if any paid, spent, expended, disbursed or incurred by him for and on behalf of and on account of the Company, in the discharge and execution of his duties as Chairman and Managing Director of the Company or otherwise, in connection with the business and affairs of the Company.
- VI. Notwithstanding anything herein above contained to the contrary, in the event of his resigning the office for any reason (other than on reconstruction of the Company or on his dying the continuance hereof, then and in that event (but not otherwise)) he, or as the case may be, his heirs, executors and administrators shall be paid by the Company such rateable proportion of his remuneration and perquisites, which he would have received, has he continued as Chairman and Managing Director of the Company calculated unto the date of resignation or death, as the case may be, with any further sum, as the Board may determine, after giving debit for money drawn on account, if any.

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

Taking into consideration the size of the Company, the profile of Mr. Vikas Kataria (DIN 02855136), the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

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

Mr. Vikas Kataria (DIN 02855136) has pecuniary relationship to the extent he is Promoter – Director - Shareholder of the Company. He is also brother of Mr. Santosh Kataria (DIN: 02855068), Whole-Time Director of the Company.

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of revised remuneration specified above are now being submitted to the Members for their approval. Further, remuneration proposed above shall be valid for the existing remaining term of Mr. Vikas Kataria (DIN 02855136) until revised further with other terms and conditions remaining unchanged as per the agreement dated June 21, 2017 entered into between him and the Company.

The Board of Directors is of the view that the revision in Remuneration payable to Mr. Vikas Kataria (DIN 02855136) for the existing remaining term as Chairman and Managing Director will be beneficial to the operations of the Company and the same is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Vikas Kataria (DIN 02855136) himself and Mr. Santosh Kataria and Mrs. Renu Kataria and their relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

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

Item No. 5:

To revise Remuneration payable to Mr. Santosh Kataria (DIN 02855068), Whole-Time Director of the Company:
SPECIAL RESOLUTIONS

Mr. Santosh Kataria (DIN 02855068) is acting as Director of the Company since May 2, 2017. Later on, the Board of Directors of the Company, in their Meeting held on July 11, 2017, had appointed Mr. Santosh Kataria (DIN 02855068) as Whole-Time Director of the Company for a period of 5 years w.e.f. July 11, 2017. The terms and conditions of appointment and remuneration of Mr. Santosh Kataria (DIN 02855068) as Whole-Time Director of the Company was also approved by the Members of the Company in their Extra-ordinary General Meeting held on July 15, 2017.

The Company has entered in to an Agreement on July 18, 2017 with Mr. Santosh Kataria (DIN 02855068) which specify the terms and conditions of appointment and remuneration of Mr. Santosh Kataria (DIN 02855068) as Whole-Time Director of the Company. The said agreement is available on the website of the Company - www.dpjewellers.com.

However, looking to the contributions made by Mr. Santosh Kataria (DIN 02855068) which helped the Company to grow at faster rate than past, and on the recommendation of the Nomination and Remuneration Committee of the Company, the Board, in its meeting held on June 29, 2020 has considered the revision in salary and perquisites (hereinafter referred to as "remuneration") payable to Mr. Santosh Kataria (DIN 02855068), Whole-Time Director of the Company as set out in this explanatory statement with effect from July 11, 2020, subject to the approval of the Shareholders. The other terms and conditions of his appointment, as approved by the Shareholders vide their resolution dated July 15, 2017 and agreed between the Company and Mr. Santosh Kataria (DIN 02855068) shall remain unchanged.

It may be noted that the remuneration payable to Mr. Santosh Kataria (DIN 02855068), Whole-Time Director will not be increased or decreased and remained same as approved by the Members vide their resolution dated July 15, 2017.

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

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

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

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

GENERAL INFORMATION:

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

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

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

FINANCIAL PERFORMANCE BASED ON GIVEN INDICATORS

(₹In lakhs)

Particulars	F.Y. 2019-20	F.Y. 2018-19
Revenue From Operations	80,861.55	81,213.23
Other Income	42.07	3.60
Total Income	80,903.62	81,216.83
Less: Total Expenses before Depreciation, Finance Cost and Tax	77,592.94	78,426.46
Profit before Depreciation, Finance Cost and Tax	3,310.68	2790.37
Less: Depreciation	212.07	183.26
Less: Finance Cost	895.27	961.77
Profit Before Tax	2,203.34	1645.34
Less: Current Tax	534.97	456.00
Less: Deferred tax Liability (Asset)	23.64	10.28
Profit After Tax	1,644.73	1179.06

Foreign investments or collaborations, if any: No collaborations has been made by the Company with any of foreign entity. Further, as at March 31, 2020, total holding of NRI Shareholders was 4000 Equity Shares.

INFORMATION ABOUT THE APPOINTEE:

Background Details: Mr. Santosh Kataria (DIN 02855068) is the Whole Time Director of our Company. He holds degree of Bachelor of Engineering from Amravati University, Maharashtra. He is the eldest son of Mr. Ratan Lal Kataria. He has around 20 years of experience in Jewellery and plastic industry. He was appointed on the Board on May 02, 2017 and further designated as Whole Time Director of the Company vide EGM dated July 15, 2017 for a period of 5 years. He has been associated with the partnership firm "M/s D.P. Jewellers" since 2010. He is entrusted with the responsibility to look after the administration and Human Resource function of our Company.

Past Remuneration: In the financial year 2019-20, Mr. Santosh Kataria (DIN 02855068) was paid total remuneration of ₹ 30.00 Lakh as Whole-Time Director.

Recognition or awards: Nil.

Job Profile and his suitability: Mr. Santosh Kataria (DIN 02855068) is responsible to look after the administration and Human Resource function of our Company.

REVISED TERMS AND CONDITIONS OF REMUNERATION:

- I. Basic Salary up to ₹ 5,00,000/- per month for the existing remaining term w.e.f. July 11, 2020, with annual increments of 10%
- II. The next annual increment will be effective from April 1, 2021. The annual increments which will be effective 1st April each year, will be decided by the Board and will be merit-based and will also take into account the Company's performance; incentive remuneration, if any, and/or commission based on certain performance criteria to be laid down by the Board; benefits, perquisites and allowances, as may be determined by the Board from time to time.

III. The remuneration referred to above is subject to the limit of 5% of the annual net profits of the Company and subject further to the overall limit of 10% of the annual net profits of the Company on the remuneration of the Whole-Time Director and other Executive Directors of the Company taken together.

Provided, however, that in the event of absence or inadequacy of Profit, the Whole-Time Director shall be entitled to remuneration mentioned under (I) & (II) above within the maximum remuneration as per limit set out in Section II of Part II of Schedule V to the Companies Act, 2013.

IV. The Whole-Time Director shall not be entitled to sitting fees for attending meetings of the Board of Directors or Committees thereof. He shall however, be reimbursed the actual travelling, lodging and boarding expenses incurred by him for attending meetings of the Board of Director and/or committees thereof.

V. The Whole-Time Director shall be entitled to be reimbursed and paid out of the moneys of the company, all costs, charges and expenses, if any paid, spent, expended, disbursed or incurred by him for and on behalf of and on account of the Company, in the discharge and execution of his duties as Whole-Time Director of the Company or otherwise, in connection with the business and affairs of the Company.

VI. Not with standing anything herein above contained to the contrary, in the event of his resigning the office for any reason (other than on reconstruction of the Company or on his dying the continuance hereof, then and in that event (but not otherwise)) he, or as the case may be, his heirs, executors and administrators shall be paid by the Company such rateable proportion of his remuneration and perquisites, which he would have received, has he continued as Whole-Time Director of the Company calculated unto the date of resignation or death, as the case may be, with any further sum, as the Board may determine, after giving debit for money drawn on account, if any.

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

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

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

Mr. Santosh Kataria (DIN 02855068) has pecuniary relationship to the extent he is Promoter – Director - Shareholder of the Company. He is also brother of Mr. Vikas Kataria (DIN: 02855136), Chairman and Managing Director of the Company.

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of revised remuneration specified above are now being submitted to the Members for their approval. Further, remuneration proposed above shall be valid for the existing remaining term of Mr. Santosh Kataria (DIN 02855068) until revised further with other terms and conditions remaining unchanged as per the agreement dated July 18, 2017 entered into between him and the Company.

The Board of Directors is of the view that the revision in Remuneration payable to Mr. Santosh Kataria (DIN 02855068) for the existing remaining term as Whole-Time Director will be beneficial to the operations of the Company and the same is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

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

Registered office:

138, Chandani Chowk, Ratlam,
Madhya Pradesh- 457001

Place: Ratlam

Date: August 14, 2020

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

Vikas Kataria

Chairman and Managing Director
DIN 02855136

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

Disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-II issued by ICSI for Item No. 2, 3, 4 and 5:

Name	Mr. Deepak Gadia	Mr. Vikas Kataria	Mr. Santosh Kataria	Mrs. Renu Kataria
Date of Birth	July 16, 1979	September 16, 1981	February 5, 1978	August 22, 1974
Qualification	CA, B.Com	Master of International Business	Bachelor of Engineering	Bachelor of Science
Experience - Expertise in specific functional areas - Job profile and suitability	He is a Qualified Chartered Accountant & a Member of the Institute of Chartered Accountant of India (ICAI). Besides holding the Esteemed Qualification of Chartered Accountant; he is also a Bachelor in Commerce. He has a Good track record in his Academics & in other extra – Curriculums. Other than this, he has good exposure of financial market, tax planning & other related laws applicable to the Companies.	He has acquired business skills of jewellery industry from his forefathers. He has 13 years of work experience in jewellery industry. He is actively engaged in managing the company since his appointment as Director and is responsible for the expansion and overall management of the business of our Company.	He has around 20 years of experience in Jewellery and plastic industry. He is entrusted with the responsibility to look after the administration and Human Resource function of our Company.	She is having 21 years of experience in Jewellery Industry. She is wife of our Promoter, Mr. Sanjay Kataria. She was appointed as Non-Executive Director vide Extra-Ordinary General Meeting held on June 20, 2017.
No. of Shares held as on March 31, 2020	4000 Equity Shares	607330 Equity Shares	607330 Equity Shares	1259230 Equity Shares
Terms & Conditions	As per Draft Appointment Letter available on the website of the Company at www.dpjewellers.com	There is no change or modifications in the Terms and Conditions except revision in the Remuneration.	There is no change or modifications in the Terms and Conditions except revision in the Remuneration.	Liable to retire by ration.
Remuneration Last Drawn	Not Applicable	₹ 42.00 Lakh for F.Y. 2019-20	₹ 30.00 Lakh for F.Y. 2019-20	Nil
Remuneration sought to be paid	Not Applicable	₹ 5.00 Lakh per month w.e.f. June 10, 2020	₹ 5.00 Lakh per month w.e.f. July 11, 2020	Nil
Number of Board Meetings attended during the Financial Year 2019-20	Not Applicable	9 Meetings	9 Meetings	9 Meetings
Date of Original Appointment	August 8, 2020	May 2, 2017	May 2, 2017	June 20, 2017

Date of Appointment in current terms	August 8, 2020	June 10, 2017	July 11, 2017	June 20, 2017
Directorships held in public companies including deemed public companies	D. P. Abhushan Limited	D. P. Abhushan Limited	D. P. Abhushan Limited	D. P. Abhushan Limited
Memberships / Chairmanships of committees of public companies**	Membership – 2 Committees	Membership – 2 Committees	Nil	Nil
Inter-se Relationship with other Directors.	Nil	Brother of Mr. Santosh Kataria and Brother in Law of Mrs. Renu Kataria	Brother of Mr. Vikas Kataria and Brother in Law of Mrs. Renu Kataria	Sister in Law of Mr. Santosh Kataria and Mr. Vikas Kataria

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

