

## NOTICE OF 2<sup>nd</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 2nd (second) Annual General Meeting (AGM) of the Members of D. P. Abhushan Limited ("the Company") will be held on September 27, 2019 at 04:00 P.M. at Hotel Balaji Central, Opposite GTB Academy School, Sailana/Banswara Road, Ratlam-457001 to transact the following businesses:

### ORDINARY BUSINESSES

#### 1. Adoption of Financial Statements:

To receive, consider and adopt audited financial statement of account for the financial year ended on March 31, 2019 and the reports of the Directors' and the Auditors' thereon.

#### 2. Appointment of Mr. Santosh Kataria (DIN 02855068) as director liable to retire by rotation:

To appoint a Director in place of Mr. Santosh Kataria (DIN 02855068), who retires by rotation and, being eligible, seeks re-appointment.

Explanation: Based on the terms of appointment, executive directors and the non-executive are subject to retirement by rotation. Mr. Santosh Kataria (DIN 02855068), who was appointed on July 11, 2017 as Whole Time Director for the current term, and is the longest-serving member on the Board, retires by rotation and, being eligible, seeks re-appointment.

To the extent that Mr. Santosh Kataria (DIN 02855068) is required to retire by rotation, he would need to be reappointed as such. Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as an ordinary resolution:

RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to the reappointment of Mr. Santosh Kataria (DIN 02855068) as such, to the extent that he is required to retire by rotation.

### SPECIAL BUSINESSES

#### 3. To Approve the Remuneration of Mr. Ratanlal Kataria – Relative of Director/KMP

To consider and if thought fit, to pass with or without modification, following resolution as an Ordinary resolution:

"RESOLVED THAT pursuant to the provisions of section 188 (1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time, approval of the members be and is hereby accorded for increase the existing remuneration including fee, commission, perquisites, rent free accommodation of Mr. Ratanlal Kataria – Relative of Director/KMP from ₹ 2,00,000 P.M. / ₹ 24,00,000 P.A. to ₹ 3,00,000 P.M. / ₹ 36,00,000 P.A.

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

**Registered office :**

138, Chandani Chowk, Ratlam,  
Madhya Pradesh- 457001

**Place:** Ratlam

**Date:** September 03, 2019

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

**Sd/-**

**Vikas Kataria**

Chairman and Managing Director  
DIN 02855136



## Notes for Shareholders for AGM

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts is annexure hereto.
2. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company.

A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting (on or before September 25, 2019, 04.00 p.m.). A proxy form for the AGM is enclosed. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the Company.

1. Members/Proxies should bring their Attendance slip duly signed and completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. In case of joint holders attending the meeting together, only holder whose name appearing first will be entitled to vote.
4. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 21, 2019 to Friday, September 27, 2019 (both days inclusive) and same will be re-opened from Saturday, September 28, 2019 onwards.
5. The route map showing directions to reach the venue of the 2nd AGM is provided at the end of this Notice.
6. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's website viz. [www.dpjewellers.com](http://www.dpjewellers.com).
7. The Company has not declared any dividend. Further, the Company does not have any unpaid or unclaimed dividend amount outstanding as on the closure of financial year 2018-19. Therefore, the Company is not required to upload the details of Unpaid and unclaimed dividend amounts.

Further, during the year, the Company has not transferred any amount to fund established under Section 125 of the Companies Act, 2013.

8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
9. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
10. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Annual General Meeting.
11. In pursuance of the provisions of Section 108 of the Act and the Rules framed there under, as amended from time to time, the Company is exempted from giving the Members, the facility to cast their vote electronically, through the remote e-voting services on the resolutions set forth in this Notice. However, voting through permitted mode under the Companies Act, 2013 will be allowed at the venue of Annual General Meeting.
12. All documents specifically referred to in this Notice are opened for inspection at the registered office of the Company between 02.00 p.m. and 04.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of AGM.
13. The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment as Director under Item No. 2 of the Notice are provided hereunder;

<b>Name of Director</b>	<b>Mr. Santosh Kataria</b>
<b>Date of Birth</b>	February 05, 1978
<b>Date of Appointment at current term and designation</b>	Originally appointed as Director w.e.f May 02, 2017 Re-designated as Whole Time Director in EGM dated July 15, 2017 w.e.f. July 11, 2017
<b>Qualifications</b>	Bachelor of Engineering
<b>Expertise in Specific Functional Areas</b>	He holds degree of Bachelor of Engineering from Amravati University, Maharashtra. He is the eldest son of Mr. Ratan Lal Kataria. He has around 17 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.
<b>List of Public Limited Companies in which Directorships held</b>	Nil
<b>Chairman / Member of the Committees* of the Board of Directors of the Public Company</b>	Members – Nil Chairman – Nil
<b>Inter-se relationship with other Directors^</b>	He is a brother of Mr. Vikas Kataria.

\*Committee includes the Audit Committee and Stakeholders' Grievance Committee

^ in accordance with SEBI (ICDR) Regulations, 2009 and the Companies Act, 2013

**Specific Attention of the Members is drawn to the followings:**

1. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
2. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents to provide efficient and better services.
3. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to BSPL.
4. As per the provisions of Section 72 of the Act, the facility for making nomination/nominations is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Nomination Form can be obtained from the BSPL. Members holding shares in physical form may submit the same to BSPL. Members holding shares in electronic form may submit the same to their respective depository participant.
5. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request every member to update their email address with concerned Depository Participant and BSPL to enable us to send you the communications via email.



## EXPLANATORY STATEMENT

### Annexure to the Notice

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

**Item No. 3-** Mr. Ratanlal Kataria was appointed as "Head – Marketing" in company since inception on a total remuneration of ₹19,25,000 P.A. Due to his hard working for the business of organization, company achieved a growth of 27% in the sales of a product in span of one year only. Therefore, his remuneration may be reviewed and revised from time to time by the board as per remuneration policy.

He had formed a partnership firm namely "D P Jewellers" which afterwards converted into Company. Currently we are located at different cities of India namely Ratlam, Indore, Bhopal and Udaipur.

Mr. Ratanlal Kataria is a related party within the definition of Section 2(76) of the Companies Act 2013. Pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, appointment of any related party to any office or place of profit in the Company, its subsidiary company or associate company at a monthly remuneration exceeding ₹ 2,50,000/- requires prior approval by way of special resolution of the Company.

Hence: approval of members is sought for his appointment in and payment of remuneration to him by the company as proposed in the resolution under this item of business.

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

(a) Name of the related party	:	Mr. Ratanlal Kataria;
(b) Name of the Director or Key Managerial Personnel who is related	:	Mr. Vikas Kataria – Managing Director and Mr. Santosh Kataria – Whole Time Director;
(c) Nature of relationship	:	Mr. Ratanlal Kataria is a father of Mr. Vikas Kataria – Managing Director and Mr. Santosh Kataria – WTD of the Company. Mr. Ratanlal Kataria is himself holding 6540810 equity shares constituting 29.39% of the paid-up equity share capital of the Company.

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

Mr. Ratanlal Kataria, was appointed as "Head – Marketing" in the company since inception on a total remuneration of ₹19,25,000 P.A. Due to his hard working for the business of organization, company achieved a growth of 27% in the sales of a product in span of one year only. Therefore, his remuneration may be reviewed and revised from time to time by the board as per remuneration policy. The Revised remuneration of Mr. Ratanlal Kataria is proposed by board is ₹3,00,000 P.M./₹36,00,000 P.A.

Any other information relevant or important for the members to take a decision on the proposed resolution: Please refer to his qualifications and experience as mentioned aforesaid under this item of business.

In respect of this resolution, Mr. Ratanlal Kataria, who is beneficiary as the proposed appointee, being father of Mr. Vikas Kataria – Managing Director and Mr. Santosh Kataria – Whole Time Director of the Company, all of them are related to each other and are interested and concerned to the extent of the remuneration and benefits that Mr. Ratanlal Kataria may get by holding the said office or place of profit/ employment in the Company upon appointment of Mr. Ratanlal Kataria as proposed.

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

The Board recommends the resolution set forth in Item No. 3 for approval of the Members.

ROUTE MAP  
TO AGM VENUE

