

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting No. 01/2022-23 of the Members of D. P. Abhushan Limited (“the Company”) will be held on Friday, May 13, 2022 at 11:00 A.M. at the corporate office of the Company situated at 19, Chandani Chowk, Ratlam – 457001, Madhya Pradesh to transact the following businesses:

Special Businesses:-

Item No. 1:

Re-appointment of Mr. Mukesh Kumar Jain (DIN: 00653837) as an Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Mukesh Kumar Jain (DIN: 00653837), who was appointed as an Independent Director and who holds office as an Independent Director up to July 14, 2022 for the current term and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, that is, up to July 14, 2027;

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

Item No. 2:

Approval for appointment of Ms. Apurva Chordia (DIN: 09575780) as Woman Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Apurva Chordia (DIN: 09575780) who was appointed as an Additional Director of the Company, categorized as Independent, by the Board of Directors with effect from April 19, 2022, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Woman Independent Director, being eligible, be and is hereby appointed as an Woman Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from April 19, 2022 till April 18, 2027;

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

Item No. 3:

Change in designation cum appointment of Mr. Santosh Kataria (DIN 02855068) as 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 (“the 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 and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI (LODR) Regulations”) and other applicable Regulations of SEBI (LODR) Regulations 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 change in designation cum appointment of Mr. Santosh Kataria (DIN 02855068) as Chairman and Managing Director of the Company for a period of five (5) years w.e.f. January 26, 2022, on such terms and conditions including salary and perquisites (hereinafter referred to as “remuneration”) as set out in the explanatory statement annexed to this notice with the power to the board to alter and modify the same, in accordance with the provisions of the Act and in the best interest of the Company;

RESOLVED FURTHER THAT, subject to the provisions of Section 197 of 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 in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Santosh Kataria (DIN 02855068) will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration of Mr. Santosh Kataria (DIN 02855068) as Chairman and Managing Director of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, alter, enhance or widen the scope of and modify the terms and conditions of the said appointment and/ or his managerial remuneration (including without limitation fixed pay, variable pay, incentives and any other benefits, perquisites, retirement benefits, increments etc. required to be included in the computation of remuneration in accordance with Schedule V of the Act) and/or any other term in appointment letter with the Company (collectively referred to as ‘Variation’) during his tenure, as may be agreed to between the Board and Mr. Santosh Kataria (02855068), subject to such approvals of applicable authorities, as may be required under the applicable laws to such Variations but without being required to seek any further consent or approval of the member(s) of the Company or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution subject to his annual managerial remuneration not exceeding the limit set out in Section II of Part II of Schedule V to the Companies Act, 2013 for the relevant financial year;



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.”

Item No. 4:

Appointment of Mr. Anil Kataria (DIN 00092730) as 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 (“the 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 and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI (LODR) Regulations”) and other applicable Regulations of SEBI (LODR) Regulations 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 appointment of Mr. Anil Kataria (DIN 00092730) as Whole-Time Director of the Company for a period of five (5) years w.e.f. January 26, 2022, on such terms and conditions including salary and perquisites (hereinafter referred to as “remuneration”) as set out in the explanatory statement annexed to this notice with the power to the board to alter and modify the same, in accordance with the provisions of the Act and in the best interest of the Company;

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

RESOLVED FURTHER THAT in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Anil Kataria (DIN 00092730) will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration of Mr. Anil Kataria (DIN 00092730) as Whole-Time Director of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, alter, enhance or widen the scope of and modify the terms and conditions of the said appointment and/ or his managerial remuneration (including without limitation fixed pay, variable pay, incentives and any other benefits, perquisites, retirement benefits, increments etc. required to be included in the computation of remuneration in accordance with Schedule V of the Act) and/or any other term in appointment letter with the Company (collectively referred to as ‘Variation’) during his tenure, as may be agreed to between the Board and Mr. Anil Kataria (00092730), subject to such approvals of applicable authorities, as may be required under the applicable laws to such Variations but without being required to seek any further consent or approval of the member(s) of the Company or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution subject to his annual managerial remuneration not exceeding the limit set out in Section II of Part II of Schedule V to the Companies Act, 2013 for the relevant financial year;

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 – 457001, Madhya Pradesh

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

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Santosh Kataria
Chairman and Managing Director
DIN: 02855068

Address: 50, Ghass Bazar, Ratlam – 457 001

Place: Ratlam

Date: April 19, 2022

NOTES FOR SHAREHOLDERS FOR EoGM:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the special businesses of the Notice, is annexed hereto.
2. **A Member entitled to attend and vote at the Extra-Ordinary General Meeting (EoGM) 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 Wednesday, May 11, 2022 at 11:00 A.M.). A proxy form for the EoGM 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.

3. 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.
4. 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.
5. In case of joint holders attending the meeting together, only holder whose name appearing first will be entitled to vote.

D. P. ABHUSHAN LIMITED

CIN: L74999MP2017PLC043234

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

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

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



D. P. Jewellers

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6. The Register of Members and Share Transfer Books of the Company will not be closed and the 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, May 6, 2022, will be entitled to vote at the EoGM.
7. The route map showing directions to reach the venue of the EoGM is provided at the end of this Notice.
8. The Notice of the EoGM 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. Members may note that this Notice will also be available on the Company's website viz. www.dpjewellers.com.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and 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 EoGM.
10. The relevant details, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this EoGM are as follows;
11. Members seeking any information with regard to the any information are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the EoGM.
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 EoGM.
13. 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.
14. 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.
15. 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 Bigshare Services Private Limited ("BSPL").
16. 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.
17. As per the provisions of Section 108 of the Act and the Rules framed thereunder, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by National Securities Depository Limited (NSDL), on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through remote e-voting and voting at the EoGM is/are deemed to have been passed as if they have been passed at the EoGM.
18. The remote e-voting period commences on Tuesday, May 10, 2022 (09:00 a.m.) and ends on Thursday, May 12, 2022 (05:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date being the day of Friday, May 6, 2022, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
19. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EoGM through poll paper. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, May 6, 2022.
20. The facility for voting through polling paper shall be made available at the EoGM and the Members attending the EoGM and holding shares either in physical form or in dematerialized form, as on the cut-off date being the day of Friday, May 6, 2022 and who have not already cast their vote by remote e-voting, shall be able to exercise their right to vote at the EoGM.
21. The Members who have cast their vote by remote e-voting prior to the EoGM may also attend the EoGM but shall not be entitled to cast their vote again.
22. The Board of Directors has appointed Mr. Anand Lavingia, Practicing Company Secretary (Membership No. ACS 26458 COP 11410) as the Scrutinizer to scrutinize the remote e-voting process and voting at the EoGM and in a fair and transparent manner.
23. The Chairman shall, at the EoGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of polling paper for all those members who are present at the EoGM but have not cast their votes by availing the remote e-voting facility.
24. The Scrutinizer shall, after the conclusion of voting at the EoGM, first count the votes cast at the EoGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the EoGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
25. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.dpjewellers.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited, Mumbai.



INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

Step 1: Access to NSDL e-voting system:

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>A. 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.nsd.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 options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</p> <p>B. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>C. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>A. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>B. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>C. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>D. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

D. P. ABHUSHAN LIMITED

CIN: L74999MP2017PLC043234

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**D. P. Jewellers**— A BOND OF TRUST SINCE 1940 —
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Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**How to Log-in to NSDL e-Voting website?**

- 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, your Password/OTP and a Verification Code as shown on the screen.

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

- 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***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - How to retrieve your ‘initial password’?
 - If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
 - If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- Now, you will have to click on “Login” button.
- After you click on the “Login” button, Home page of e-Voting will open.



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

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

- 1) After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
- 2) Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
- 3) Now you are ready for e-Voting as the Voting page opens.
- 4) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- 5) Upon confirmation, the message “Vote cast successfully” will be displayed.
- 6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csanandlavingia@gmail.com with a copy marked to evoting@nsdl.co.in.

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

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

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

- 1) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@dpjewellers.com.
- 2) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@dpjewellers.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
- 3) Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- 4) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT**(Pursuant to Section 102 (1) of the Companies Act, 2013 and Secretary Standard 2 on General Meetings)****Item No. 1:****Re-appointment of Mr. Mukesh Kumar Jain (DIN: 00653837) as an Independent Director of the Company: SPECIAL RESOLUTIONS**

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Mukesh Kumar Jain (DIN: 00653837) as Non-Executive Independent Director, for a second term of five consecutive years w.e.f. July 15, 2022 to July 14, 2027, not liable to retire by rotation.

Mr. Mukesh Kumar Jain (DIN: 00653837) was appointed as Non-Executive Independent Director for the current term and holds office up to July 14, 2022.

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

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

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

Mr. Mukesh Kumar Jain (DIN: 00653837) holds degree of Bachelor of Commerce from University of Bombay and is having more than three decades of work experience in copper business. Further, Mr. Mukesh Kumar Jain (DIN: 00653837) also possesses deep knowledge of and advising the Company on strategic leadership, Business Risks & environment and Strategic policy formulation. He helps in bringing independent judgment during Board deliberations and helps in strategic guidance and assists the Company in implementing the best corporate governance practices.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and other applicable Regulations and Regulation 25(2A) of the Listing Regulations, the re-appointment of Mr. Mukesh Kumar Jain (DIN: 00653837) as Non-Executive Independent Director is now being submitted to the Members for their approval by way of Special Resolutions.

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

Except Mr. Mukesh Kumar Jain (DIN: 00653837) and his relatives, none of the Directors and Key Managerial Personnel of the Company and his relatives is, in any way, concerned or interested, in the Resolutions set out at Item No. 1 of the Notice.

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

Item No. 2:**Approval for appointment of Ms. Apurva Chordia (DIN: 09575780) as Woman Independent Director of the Company: SPECIAL RESOLUTIONS**

Independent Directors are appointed on the Company's Board for a term of up to five consecutive years and are eligible for reappointment, making the term of the overall Board staggered in nature. The Nomination and Remuneration Committee ('NRC') of the Board regularly discusses the succession of Independent Directors coming up for re-appointment or approaching end of their term. It assesses the balance of skills, knowledge and experience available with the Board as a whole and tries to recognize the possible gaps on account of such staggered terms, in order to maintain orderly succession of the Board.

The Committee strongly believes that Ms. Apurva Chordia (DIN: 09575780) fits into the criteria of skills/qualifications that it had determined to be necessary in prospective candidates.

The NRC and the Board are of the view that the association of Ms. Apurva Chordia (DIN: 09575780) and the rich experience and vast knowledge that she brings with her would benefit the Company. The Board also believes that she also possesses appropriate skills, expertise and competencies in the context of the Company's businesses, particularly in the areas of technology and marketing. The Board believes her appointment would be apt considering the need for experts on the Board.

The Company has received, inter alia, (i) consent in writing to act as director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, from Ms. Apurva Chordia (DIN: 09575780) to the effect that she is not disqualified in accordance with Section 164(2) of the Act; (iii) declaration that she meets the criteria of independence as provided in Section 149 of the Act and in the Listing Regulations; (iv) declaration that she is not debarred or restrained from acting as a Director by any SEBI order or any other such authority; and (v) a notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Apurva Chordia (DIN: 09575780) as a director of the Company.



D. P. Jewellers

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

D. P. ABHUSHAN LIMITED

CIN: L74999MP2017PLC043234

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

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

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

Accordingly, Ms. Apurva Chordia (DIN: 09575780), aged 32 years was appointed as an Additional Director categorized as Woman Independent Director by the Board for a term of five years with effect from April 19, 2022 up to April 18, 2027, subject to the approval of members of the Company.

Ms. Apurva Chordia is a young qualified Chartered Accountant & a Fellow Member of the Institute of Chartered Accountants of India (ICAI). Besides holding the esteemed qualification of Chartered Accountant; she is also a Bachelor in Commerce. She has a good track record in her academics and extra-curriculum. She has good exposure of financial market, tax planning and other corporate laws including corporate governance applicable to the Company. She is currently working as a Partner at M/s. Kakani & Co., Chartered Accountants, Ratlam.

In terms of Section 152 and Schedule IV of the Companies Act, 2013, the board is of the opinion that Ms. Apurva Chordia (DIN: 09575780), fulfils the conditions for her appointment as an independent director as specified in the Companies Act, 2013 and the Listing Regulations and is independent of the management.

In terms of Regulation 25(2A) of the Listing Regulations, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

Hence, in view of the aforementioned provisions, the Company is seeking the approval of its members by way of a Special Resolution, for appointment of Ms. Apurva Chordia (DIN: 09575780), as Woman Independent Director on the Board of the Company for a term of five consecutive years effective from April 19, 2022 till April 18, 2027.

A copy of the letter of appointment, setting out the terms and conditions of appointment of Ms. Apurva Chordia (DIN: 09575780), and all other documents referred to in the accompanying Notice and this Statement are available for inspection by the members, without any fee, at the Company's corporate office during business hours on all working days up to and including the date day of EoGM.

The NRC and the Board recommend the resolution set forth in Item no. 2 of the notice for approval of the members by way of a special resolution.

Except Ms. Apurva Chordia (DIN: 09575780) and her relatives, none of the other directors or key managerial personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item no. 2 of this notice.

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

Item No. 3:

Change in designation cum appointment of Mr. Santosh Kataria (DIN 02855068) as Chairman and Managing Director of the Company: SPECIAL RESOLUTIONS

The Board of Directors of the Company, in their Meeting held on January 25, 2022, has changed the designation of and appointed Mr. Santosh Kataria (DIN 02855068) as Chairman and Managing Director, for further period of 5 (five) years with effect from January 26, 2022, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board which is set out hereunder.

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.

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.

Pursuant to Sections 196, 197, 198, 203 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) and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, the appointment of Mr. Santosh Kataria (DIN 02855068) as Chairman and Managing Director of the Company is now being placed before the Members for their approval by way of Special Resolutions.

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

D. P. ABHUSHAN LIMITED

CIN: L74999MP2017PLC043234

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**D. P. Jewellers**— A BOND OF TRUST SINCE 1940 —
A VENTURE OF D. P. ABHUSHAN LIMITED**Financial performance based on given indicators:**

(Rupees in Lakh)

Particulars	Standalone		Consolidated	
	F.Y. 2020-21	F.Y. 2019-20	F.Y. 2020-21	F.Y. 2019-20
Revenue From Operations	121,816.90	80,861.55	121,816.90	80,861.55
Other Income	11.46	44.38	11.46	44.38
Total Income	121,828.36	80,905.93	121,828.36	80,905.93
Less: Total Expenses before Depreciation, Finance Cost and Tax	116,684.80	77,437.29	116,690.82	77,437.29
Profit before Depreciation, Finance Cost and Tax	5,143.56	3,468.64	5,137.54	3,468.64
Less: Depreciation	394.70	298.89	394.70	298.89
Less: Finance Cost	1,079.31	945.55	1,079.31	945.55
Profit Before Tax	3,669.55	2,224.20	3,663.53	2,224.20
Less: Current Tax	919.75	534.97	919.75	534.97
Less: Deferred tax Liability (Asset)	3.59	21.56	3.59	21.56
Profit after Tax	2,746.21	1,667.67	2,740.19	1,667.67

Foreign investments or collaborations, if any: No collaborations have been made by the Company with any of foreign entity. Further, as at March 31, 2022, total holding of NRI Shareholders was 27620 Equity Shares.

Information about the appointee:

Background Details: Mr. Santosh Kataria (DIN 02855068) was 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 22 years of experience in Jewellery and plastic industry. He has been associated with the partnership firm “M/s D.P. Jewellers” since 2010. He is entrusted with the responsibility to look after the administration and Human Resource function of our Company. He is also responsible for the expansion and overall management of the business of our Company.

Past Remuneration: In the financial year 2021-22, Mr. Santosh Kataria (DIN 02855068) was paid remuneration of Rupees 24.38 Lakh for acting as Whole-Time Director during the period April, 2021 to January, 2022 and was paid remuneration of Rupees 6.00 Lakh for acting as Chairman and Managing Director during the period February, 2022 to March, 2022.

Recognition or awards: Nil.

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

Terms and Conditions of Remuneration:-

Rupees 36.00 Lakh per annum with such increments as may be decided by the Board from time to time, subject to ceiling on maximum remuneration in terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013.

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

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

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

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

In compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act, read with Schedule V to the Act SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, the terms of appointment and remuneration specified above are now being submitted to the Members for their approval. Further, remuneration proposed above shall be valid for a period of three years w.e.f. January 26, 2022 until revised further.

The Board of Directors is of the view that the change in designation and appointment of Mr. Santosh Kataria (DIN 02855068) as Chairman and Managing Director will be beneficial to the operations of the Company and accordingly recommends the Special Resolutions at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

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

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

**Item No. 4:****Appointment of Mr. Anil Kataria (DIN 00092730) as Whole-Time Director of the Company: SPECIAL RESOLUTIONS**

The Board of Directors of the Company, in their Meeting held on January 25, 2022, has appointed Mr. Anil Kataria (DIN 00092730) as Whole-Time Director, for further period of 5 (five) years with effect from January 26, 2022, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board which is set out hereunder.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time to time, the minimum Remuneration payable to Mr. Anil Kataria (DIN 00092730), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in 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.

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.

Pursuant to Sections 196, 197, 198, 203 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) and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, the appointment of Mr. Anil Kataria (DIN 00092730) as Whole-Time Director of the Company is now being placed before the Members for their approval by way of Special Resolutions.

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

General Information:

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

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

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

Financial performance based on given indicators:

(Rupees in Lakh)

Particulars	Standalone		Consolidated	
	F.Y. 2020-21	F.Y. 2019-20	F.Y. 2020-21	F.Y. 2019-20
Revenue From Operations	121,816.90	80,861.55	121,816.90	80,861.55
Other Income	11.46	44.38	11.46	44.38
Total Income	121,828.36	80,905.93	121,828.36	80,905.93
Less: Total Expenses before Depreciation, Finance Cost and Tax	116,684.80	77,437.29	116,690.82	77,437.29
Profit before Depreciation, Finance Cost and Tax	5,143.56	3,468.64	5,137.54	3,468.64
Less: Depreciation	394.70	298.89	394.70	298.89
Less: Finance Cost	1,079.31	945.55	1,079.31	945.55
Profit Before Tax	3,669.55	2,224.20	3,663.53	2,224.20
Less: Current Tax	919.75	534.97	919.75	534.97
Less: Deferred tax Liability (Asset)	3.59	21.56	3.59	21.56
Profit after Tax	2,746.21	1,667.67	2,740.19	1,667.67

Foreign investments or collaborations, if any: No collaborations have been made by the Company with any of foreign entity. Further, as at March 31, 2022, total holding of NRI Shareholders was 27620 Equity Shares.

Information about the appointee:

Background Details: Mr. Anil Kataria (DIN 00092730), aged 51 years, is holding the position of Whole-Time Director in the Company. He is Post Graduate in Commerce. He is having more than 27 years of rich experience in the field of Gems & Jewellery Sector. He is a result driven, self-motivated and resourceful director with a proven ability to develop and strengthen management teams in order to maximize profitability and efficiency of the Company.

Past Remuneration: In the financial year 2021-22, Mr. Anil Kataria (DIN 00092730) was paid salary of Rupees 29.25 Lakh for acting as Business Development Head during the period April, 2021 to January, 2022 and was paid remuneration of Rupees 6.00 Lakh for acting as Whole-Time Director during the period February, 2022 to March, 2022.

Recognition or awards: Nil.

D. P. ABHUSHAN LIMITED

CIN: L74999MP2017PLC043234

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

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

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

Terms and Conditions of Remuneration:-

Rupees 36.00 Lakh per annum with such increments as may be decided by the Board from time to time, subject to ceiling on maximum remuneration in terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013.

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

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

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

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

In compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act, read with Schedule V to the Act SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, the terms of appointment and remuneration specified above are now being submitted to the Members for their approval. Further, remuneration proposed above shall be valid for a period of three years w.e.f. January 26, 2022 until revised further.

The Board of Directors is of the view that the appointment of Mr. Anil Kataria (DIN 00092730) as Whole-Time Director will be beneficial to the operations of the Company and accordingly recommends the Special Resolutions at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

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

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

Registered office:138, Chandani Chowk,
Ratlam – 457001, Madhya PradeshBy order of the Board of Directors
For, **D. P. ABHUSHAN LIMITED**
CIN: L74999MP2017PLC043234

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Place: Ratlam**Date:** April 19, 2022**Santosh Kataria**
Chairman and Managing Director
DIN: 02855068**Address:** 50, Ghass Bazar, Ratlam – 457 001

**DISCLOSURE UNDER REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-2 ISSUED BY ICSI FOR ITEM NOS. 1 TO 4:**

Names	Mr. Mukesh Kumar Jain	Ms. Apurva Chordia	Mr. Santosh Kataria	Mr. Anil Kataria
Date of Birth	October 2, 1960	April 25, 1990	February 5, 1978	June 16, 1970
Qualification	Bachelor of Commerce	Bachelor of Commerce, Chartered Accountant	Bachelor of Engineering	Post Graduate in Commerce
Experience - Expertise in specific functional areas - Job profile and suitability	He has more than three decades of work experience in copper business. He also possesses deep knowledge of and advising the Company on strategic leadership, Business Risks & environment and Strategic policy formulation. He helps in bringing independent judgment during Board deliberations and helps in strategic guidance and assists the Company in implementing the best corporate governance practices.	Ms. Apurva Chordia has a good track record in her academics and extra-curriculums. She has good exposure of financial market, tax planning and other corporate laws including corporate governance applicable to the Company. She is currently working as a Partner at M/s. Kakani & Co., Chartered Accountants, Ratlam.	He is the eldest son of Mr. Ratan Lal Kataria. He has around 22 years of experience in Jewellery and plastic industry. He has been associated with the partnership firm "M/s D.P. Jewellers" since 2010. He is entrusted with the responsibility to look after the administration and Human Resource function of our Company. He is also responsible for the expansion and overall management of the business of our Company.	He is having more than 27 years of rich experience in the field of Gems & Jewellery Sector. He is a result driven, self-motivated and resourceful director with a proven ability to develop and strengthen management teams in order to maximize profitability and efficiency of the Company. He is also looking after Sale and Marketing division of the Company.
No. of Shares held as on March 31, 2022	NIL	4200 Equity Shares	607330 Equity Shares	6071230 Equity Shares
Terms & Conditions	Refer Explanatory Statement for Item No. 1 of this Notice	Refer Explanatory Statement for Item No. 2 of this Notice	Refer Explanatory Statement for Item No. 3 of this Notice	Refer Explanatory Statement for Item No. 4 of this Notice
Remuneration Last Drawn	He has not been paid any remuneration during his tenure with the Company till the date of this Notice.	Not Applicable	Rupees 24.38 Lakh from April, 2021 to January, 2022 for Whole Time Director Rupees 6.00 Lakh from February, 2022 to March, 2022 for Chairman and Managing Director	Rupees 29.25 Lakh from April, 2021 to January, 2022 for acting as Business Development Head. Rupees 6.00 Lakh from February, 2022 to March, 2022 for Whole Time Director
Remuneration sought to be paid	Sitting Fees as may be decided by the Board from time to time.	Sitting Fees as may be decided by the Board from time to time.	Refer Explanatory Statement for Item No. 3 of this Notice	Refer Explanatory Statement for Item No. 4 of this Notice
Number of Board Meetings attended during the Financial Year 2021-22	11 out of 11	Not Applicable	11 out of 11	2 out of 2
Date of Original Appointment	July 15, 2017	April 19, 2022	May 2, 2017	January 26, 2022
Date of Appointment in current terms	To be re-appointed w.e.f. July 15, 2022	April 19, 2022	January 26, 2022	January 26, 2022

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

Names	Mr. Mukesh Kumar Jain	Ms. Apurva Chordia	Mr. Santosh Kataria	Mr. Anil Kataria
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
Names of listed entities in which the person holds the directorship	D. P. Abhushan Limited	D. P. Abhushan Limited	D. P. Abhushan Limited	D. P. Abhushan Limited
Names of listed entities from which the person has resigned in the past three years	Nil	Nil	Nil	Nil
Memberships / Chairmanships of committees of public companies**	Membership – 2 Committees Chairmanship – Nil Committees	Membership – Nil Committees Chairmanship – Nil Committees	Membership – 2 Committees	Nil
Inter-se Relationship with other Directors.	Nil	Nil	Cousin Brother of Mr. Anil Kataria and Brother in law of Ms. Renu Kataria.	Cousin Brother of Mr. Santosh Kataria and Brother in law of Ms. Renu Kataria.

* Excluding Section 8 and Foreign Companies.

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



D. P. Jewellers

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

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ROUTE MAP TO THE VENUE OF EXTRA-ORDINARY GENERAL MEETING



Day and Date: Friday, May 13, 2022

Time: 11:00 A.M.

Venue: 19, Chandani Chowk, Ratlam – 457001, Madhya Pradesh

D. P. ABHUSHAN LIMITED

CIN: L74999MP2017PLC043234

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

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

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

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

Regd. Folio No./DP Id No.*/Client Id No.* (*Applicable for investor holding shares in electronic form.)	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the Extra Ordinary General Meeting No. 01/2022-23 of Members of D. P. Abhushan Limited held on Friday, May 13, 2022 at 11:00 A.M. at the corporate office of the Company situated at 19, Chandani Chowk, Ratlam – 457001, Madhya Pradesh.

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

Notes: Please fill up this attendance slip and hand it over at the entrance of the venue of meeting.

-----Please tear here-----

PROXY FORM

(Form No. MGT-11 - Pursuant to section 105(6) of the Companies Act, 2013 Rules made thereunder)

Name of the member(s)	
Registered Address	
E-mail Id	
Folio No/Client Id	

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

- Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or failing him
- Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or failing him
- 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 Extra Ordinary General Meeting No. 01/2022-23 of Members of D. P. Abhushan Limited to be held on Friday, May 13, 2022 at 11:00 A.M. at the corporate office of the Company situated at 19, Chandani Chowk, Ratlam – 457001, Madhya Pradesh and/or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Special businesses				
1.	Re-appointment of Mr. Mukesh Kumar Jain (DIN: 00653837) as an Independent Director of the Company			
2.	Approval for appointment of Ms. Apurva Chordia (DIN: AVPPC8945G) as Woman Independent Director of the Company.			
3.	Change in designation cum appointment of Mr. Santosh Kataria (DIN 02855068) as Chairman and Managing Director of the Company			
4.	Appointment of Mr. Anil Kataria (DIN 00092730) as Whole-Time Director of the Company			

Signed this.....day of.....2022

Signature of shareholder Signature of Proxy holder(s)

Note:

- This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the EoGM (on or before Wednesday, May 11, 2022 at 11:00 A.M.)
- It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Affix
Revenue
Stamp of
not less
than
₹ 1