

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

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with

Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with the Companies (Management and Administration) Rules, 2014, ('Rules') (which shall include any statutory modifications, amendments or re-enactments thereto,) read with General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 09/2023 dated 25th September, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Regulation 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") including the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and other relevant circulars issued by the Securities & Exchange Board of India, if any, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs and any other applicable laws, rules and regulations circulars (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), for seeking approval of the Shareholders of the Company (as on the Cut-off Date), for Special Businesses as set out in this Postal Ballot Notice ("Notice"), through Postal Ballot only by way of voting by electronic means ("Remote e-voting").

Pursuant to and in compliance of Section 102(1) of the Act, the Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof forms part of this Postal Ballot notice ("the Postal Ballot Notice").

In terms of the MCA Circulars and in compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder, the manner of voting on the proposed resolution is only by way of remote e-voting, i.e. by casting votes electronically instead of submitting postal ballot forms. The details of the procedure to cast the vote forms part of the 'Notes' to this Notice. The Company has engaged the services of National Securities Depository Limited ("NSDL") for facilitating e-voting. The Company has made necessary arrangements with Bigshare Services Private Limited, Registrar and Share Transfer Agent ("RTA") of the Company, to enable the Shareholders to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice. The Notice is also available on the website of the Company.

Accordingly, in compliance with the requirements of MCA Circulars and Section 110 of the Act and the Rules made thereunder, the Postal Ballot Notice is being sent by the Company only through electronic means to all the Shareholders whose email addresses are registered with the Company, RTA and Depository Participants and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, November 15, 2024 ("Cut-off Date") and the hard copy of Postal Ballot Notice and other documents will not be sent to the shareholders for this Postal Ballot and the shareholders are required to communicate their assent or dissent through the remote e-voting system only.

Remote E-voting period shall commence on Saturday, November 23, 2024 (at 09:00 A.M IST) and end on Sunday, December 22, 2024 (at 05:00 P.M IST) (both days inclusive). Members are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 P.M. (IST) on Sunday, December 22, 2024. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time. Once vote on a resolution is cast by the Member, they will not be allowed to change it subsequently or cast the vote again. The voting rights of the Shareholders shall be in proportion to their shares in the Paid-up Equity Share Capital of the Company as on the Cut-off Date, i.e. Friday, November 15, 2024.

The Board of Directors has appointed Shri Anand Lavingia (COP No.: 11410), Partner or failing him, Smt. Ankita Patel (COP No. 16497), Partners, M/s. ALAP & CO. LLP, Practicing Company Secretaries (FRN: L2023GJ013900), as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot through E-voting process in a fair and transparent manner.

Subject to the receipt of sufficient votes cast by the members of the Company, the Resolution shall be deemed to be passed on the last date of voting i.e. on Sunday, December 22, 2024. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.dpjewellers.com and on NSDL Website www.evoting.nsdl.com and Stock Exchange's website at www.nseindia.com and www.bseindia.com and shall also be displayed at the registered office of the Company.

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

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

-- sd --

Place: Ratlam
Date: 20/11/2024

Santosh Kataria
Chairman and Managing Director
DIN: 02855068



D.P. Jewellers

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A VENTURE OF D.P. ABHUSHAN LIMITED

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SPECIAL BUSINESSES:

Item No. 1:

To approve payment of Commission to Non-executive Directors of the Company:

To consider and if thought fit, to pass the following resolutions as **Special Resolutions**:

“RESOLVED THAT pursuant to the provisions of Section 197, 198, and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Rules”) and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 (including any statutory amendment(s) or modification(s) thereto or substitution(s) or re-enactment(s) made thereof for the time being in force) (“Listing Regulations”), and in terms of the recommendation given by the Nomination and Remuneration Committee in its meeting held on November 20, 2024 and approval of the Board of Directors accorded in its meeting held on November 20, 2024 and subject to such approvals, permissions and sanctions, as applicable, approval of members of the Company be and is hereby accorded to pay remuneration by way of commission to Non- Executive Directors of the Company, for a period of 5 years with effect from April 1, 2024, in such proportion and in such manner as may be determined by the Board of Directors (or any Committee thereof for the time being), from time to time, provided that such commission in aggregate shall not exceed, one per cent (1.00%) of the net profits of the Company during a particular financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof or Rupees One Crore (Rupees 1.00 Crore), whichever is lower;

RESOLVED FURTHER THAT the remuneration payable to the Non-executive Directors will be in addition to the payment of sitting fees for attending the meetings of the Board of Directors and the Committees thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of profit-linked commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.”

Item No. 2:

To approve “D. P. Abhushan Limited - Employee Stock Option Plan 2024” (“ESOP – 2024”):

To consider and if thought fit, to pass the following resolutions as **Special Resolutions**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder, Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“SEBI SBEB & SE Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the relevant provisions of the Memorandum of Association and the Articles of Association of D. P. Abhushan Limited (“Company”), and such other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred herein as the “Applicable Laws”), and subject to any other approvals, permissions and sanctions of any or various authority(ies) as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), on the recommendation of the nomination and remuneration committee (“Committee”) and the board of directors of the Company (“Board”), the consent of the members of the Company be and is hereby accorded to (i) the introduction and implementation of “D. P. Abhushan Limited - Employee Stock Option Plan 2024” (“ESOP – 2024”), salient features of which are set out in the Explanatory Statement to the Notice issued to the members of the Company, and (ii) authorizing the Board (which term shall be deemed to include the Committee) including Nomination and Remuneration Committee (NRC), which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), to create, offer, issue and allot at any time to or to the benefit of such present and future

- (i) employee(s) who are exclusively working in India or outside India (other than employee who is a promoter or a person belonging to the promoter group) and
- (ii) Director(s), whether a whole-time director or not, including a non-executive director [other than Promoter(s) or persons belonging to the Promoters Group of the Company, Independent Directors and Directors, either himself or through his relative or through any body-corporate, directly or indirectly, holding more than 10% of the outstanding Equity Shares of the Company]

of the Company, Group Company including Subsidiary or Associate Company of the Company, in India or outside India, (hereinafter referred to as an “Employee(s)”), not exceeding 200000 (Two Lakhs Only) options exercisable into not more than 200000 (Two Lakhs Only) equity shares of the Company, with every 1 (One) Option giving the right but not obligation to the holder, to subscribe to, 1 (One) fully paid-up Equity Share of Face Value Rupees 10/- (Rupee Ten only) each, of the Company, at an exercise price as may be decided by the Board/NRC, which shall not be less than face value of the Equity Shares, under ESOP – 2024, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board/NRC in accordance with the provisions of the Scheme, SEBI SBEB & SE Regulations and in due compliance with such other applicable laws or guidelines issued by the relevant Authority(ies), as may be applicable;

RESOLVED FURTHER THAT all actions taken by the Board/NRC in connection with the above and all incidental and ancillary things done, including appointment of Merchant Banker, under applicable laws and regulations, are hereby specifically approved and ratified;

RESOLVED FURTHER THAT the Board be and is hereby further authorized to issue and allot Equity Shares upon exercise of the options from time-to-time in accordance with the Scheme and such equity shares shall rank pari-passu in all respects with the then existing Equity Shares of the Company;

RESOLVED FURTHER THAT in case of any Corporate Action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organisation, and others, if any additional Equity Shares are required to be issued by the Company to the Employees (“Additional Shares”), the ceiling as aforesaid of 200000 (Two Lakhs Only) options and Equity Shares respectively to be issued and allotted shall be deemed to increase in proportion of such Additional Shares issued, in order to facilitate making a fair and reasonable adjustment and that (i) the number and price of Option(s) shall be adjusted in a manner such that the total value to the Eligible Employee(s) of the Option(s) remains the same after the corporate action; and (ii) the Vesting Period and the life of the Option(s) shall be left unaltered as far as possible to protect the rights of the Eligible Employee(s) who has been granted Option(s);

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RESOLVED FURTHER THAT in case the Equity Shares or other relevant securities of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option holders under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present Face Value of Rupees 10/- (Rupees Ten only) per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option holders;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the Plan on BSE Limited or National Stock Exchange of India Limited or any other stock exchanges where the equity shares of the Company are listed in due compliance with the SEBI SBEB & SE Regulations and other Applicable Laws;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB & SE Regulations and any other Applicable Laws to the extent relevant and applicable to the Plan;

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan subject to compliance with the Applicable Laws and further subject to consent of the members of the Company by way of special resolution to the extent required under the SEBI SBEB & SE Regulations, and to do all such acts, deeds, matters and things as it may deem fit, necessary or desirable, at its absolute discretion, including for obtaining approvals, statutory, contractual or otherwise for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such applications, documents, writings that may be required and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof in conformity with the provisions of the Act, the SEBI SBEB & SE Regulations, the Memorandum of Association and the Articles of Association of the Company and any other Applicable Laws in force;

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary, expedient or proper including authorizing or directing to appoint merchant bankers, brokers, solicitors, registrars, compliance officer, investors service centre and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Plan as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.”

Registered office:

138, Chandani Chowk,
Ratlam – 457001, Madhya Pradesh

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

-- sd --

Place: Ratlam

Date: 20/11/2024

Santosh Kataria
Chairman and Managing Director
DIN: 02855068

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Sections 102(1) of the Act and Regulation 36 of SEBI Listing Regulation setting out material facts of the proposed resolution is annexed hereto and forms a part of this Postal Ballot Notice.
2. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form.
3. All documents required to be kept open for inspection, if any, shall be open for inspection at the Registered Office of the Company between 3.00 P.M. (IST) and 5.00 P.M. (IST) on all working days (except Saturdays, Sundays and Holidays) up to the last date of e-voting. Such documents shall also be made available on the Company's website www.dpjewellers.com to facilitate online inspection up to the last date of e-voting.
4. In terms of the MCA Circulars and Section 110 of the Act and the Rules made thereunder, this Postal Ballot Notice is being sent only to the Shareholders in electronic mode ONLY, whose names appear on the Register of Members/list of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Company/RTA/Depository Participant(s), as on Friday, November 15, 2024 ("Cut-off Date"). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only and the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the ASSENT or DISSENT of the Shareholders would only take place through the e-voting system only, in compliance with the provisions of Sections 108 of the Act read with the rules framed thereunder and the MCA Circulars.
5. In compliance with the provisions of Regulation 44 of the SEBI Listing Regulations and Section 108 and Section 110 of the Act read with applicable Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically and for the same, the Company has engaged the services of National Securities Depository Limited ('NSDL'). The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.dpjewellers.com, NSDL www.evoting.nsd.com and Stock Exchange's website www.nseindia.com and www.bseindia.com.
6. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, November 15, 2024.
7. The Board of Directors has appointed Shri Anand Lavingia (COP No.: 11410), Partner or failing him, Smt. Ankita Patel (COP No. 16497), Partners, M/s. ALAP & CO. LLP, Practicing Company Secretaries (FRN: L2023GJ013900), as the scrutinizer for conducting the Postal Ballot through E-voting process in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of e-voting, unblock the votes cast through remote e-voting and make, not later than Two working days of the conclusion of the e-voting i.e., by Tuesday, December 24, 2024, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Company. The Chairman or any other person authorised by the Chairman, shall declare the result of the voting forthwith and the same will be communicated to the BSE Limited and National Stock Exchange of India Limited and shall also be available on the Company's website www.dpjewellers.com and on NSDL Website www.evoting.nsd.com and Stock Exchange's website at www.nseindia.com and www.bseindia.com.



8. Subject to the receipt of sufficient votes cast by the members of the Company, the resolution shall be deemed to be passed on the last date specified for e-voting, i.e. Sunday, December 22, 2024 in terms of SS-2.
9. As required under Rule 20 and Rule 22 of the Rules, read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English newspaper (in English language) having nationwide circulation and one Vernacular newspaper (in vernacular language i.e. Hindi), having wide circulation in the district where the registered office of the Company is situated.
10. The remote e-voting period shall commence on Saturday, November 23, 2024 (at 09:00 A.M IST) and shall end on Sunday, December 22, 2024 (at 05:00 P.M IST) (both days inclusive). During this period, members of the Company holding shares in physical or electronic form as on the Cut-Off Date i.e. Friday, November 15, 2024, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
11. In case of any query/grievance in connection with the Postal Ballot including remote e-voting, Members may contact NSDL by email at evoting@nsdl.com or to the Company at cs@dpjewellers.com.
12. Members may download the Notice from the Company's website at www.dpjewellers.com or from NSDL's website at www.evoting.nsdl.com. A copy of the Notice is also available on the website of NSE and BSE at www.nseindia.com and www.bseindia.com respectively.
13. The vote in this Postal Ballot cannot be exercised through proxy.
14. The resolution if passed by requisite majority shall be deemed to have been passed as if the same have been passed at a general meeting of the members convened in that behalf. The resolution, if approved by the requisite majority of members by means of Postal Ballot (Remote E-voting), shall be deemed to have been passed on the last date specified by the Company for e-voting, i.e. Sunday, December 22, 2024.
15. 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. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
 - (c) Alternatively, member may send an e-mail request to evoting@nsdl.com for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
16. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 11th August 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform.
17. As per the provisions of Section 72 of the Act, the facility for making nomination 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. Members can contact their DP in case the shares are held in electronic form and to Bigshare Services Private Limited ("BSPL") in case the shares are held in physical form.
18. Relevant documents referred to in the accompanying Notice of Postal Ballot are available on the website of the Company for inspection by the Members.
19. **PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE POSTAL BALLOT:**
 - 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 Regulations (as amended), and the Circulars issued by the MCA dated April 8, 2020, April 13, 2020, May 5, 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 Postal Ballot. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised e-voting agency for facilitating voting through electronic means.
 - ii. The remote e-voting will commence on 9:00 A.M. on Saturday, November 23, 2024 and will end on 5:00 P.M. on Sunday, December 22, 2024. During this period, the members of the Company holding shares as on the Cut-off date i.e. Friday, November 15, 2024 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.
 - iii. 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.
 - iv. 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, November 15, 2024.

D. P. Abhushan Limited

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INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

The remote e-voting period begins on Friday, November 01, 2024 at 09:00 A.M. and ends on Saturday, November 30, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, October 25, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, October 25, 2024.

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

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

Step 1: Access to NSDL e-voting system:

A) Login method for e-Voting 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	<p>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.</p>

NSDL Mobile App is available on





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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

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

B) Login Method for 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 Your User ID is:
i.e. Demat (NSDL or CDSL)
or Physical**

- | | |
|---|--|
| 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*** |

- 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.

D. P. Abhushan Limited

CIN: L74999MP2017PLC043234

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

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



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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

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 csanandlavingia@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@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 shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
4. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
5. 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.

CONTACT DETAILS

Company	D. P. ABHUSHAN LIMITED 19, Chandani Chowk, Ratlam – 457001, Madhya Pradesh Tel No.: +91 7412 247 019; Email: cs@dpjewellers.com; Web: www.dpjewellers.com
Registrar and Transfer Agent	BIGSHARE SERVICES PRIVATE LIMITED Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India. Tel No.: +91-22-6263 8200; Email: investor@bigshareonline.com; Web: www.bigshareonline.com
E-Voting Agency & VC / OAVM	NATIONAL SECURITIES DEPOSITORY LIMITED Email: evoting@nsdl.co.in NSDL Help Desk: 022 - 4886 7000
Scrutinizer	M/s. ALAP & CO. LLP, Practicing Company Secretaries - Mr. Anand S Lavingia Email: csanandlavingia@gmail.com; Tel No.: +91 79 – 3578 9144

EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act, 2013 and pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the accompanying Notice dated November 20, 2024)

Item No. 1:

To approve payment of Commission to Non-executive Directors of the Company: SPECIAL RESOLUTIONS

Pursuant to the provisions of Sections 197 and 198, and other relevant provisions of the Companies Act, 2013, Regulation 17(6) of the Listing Regulations, the Nomination and Remuneration Committee and the Board of Directors recommend for the approval of the members - to pay remuneration by way of Commission to Non-Executive Directors within the permissible limits under the Companies Act, 2013, provided that such commission in aggregate shall not exceed, one per cent (1.00%) of the net profits of the Company during a particular financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof or Rupees One Crore (Rupees 1.00 Crore), whichever is lower. This resolution will enable the Company to remuneration by way of Commission to Non-Executive Directors for a period of 5 years with effect from April 1, 2024.

The Company's Non-Executive Directors are renowned professionals with proven domain expertise and rich experience in functional areas such as business strategy, financial governance, corporate governance, research & innovation and with an industrywide external view make invaluable contributions towards setting the Company's strategic direction and helping in minimising risks with sheer focus on optimising resources. The Non-Executive Directors and Independent Directors attend the meetings of the Board of Directors and the Committees of which he/she is a part thereof thereby devoting their sufficient time and attention to its professional obligations for informed and balanced decision making. They also help in bringing independent judgement to bear on Board deliberations and assist in implementing the best corporate governance.

It is also emphasised that remuneration to Independent Directors is in accordance with the Nomination and Remuneration (NRC) Policy of the Company. The same is available on the Company's website at:

https://www.dpjewellers.com/la-assets/dp/pdf/Nomination_Remuneration_Policy.pdf

The regulatory requirements, corporate governance norms have been strengthened by the Companies Act, 2013 and the SEBI Listing Obligations and Disclosure Requirements, Regulations, 2015 ("SEBI (LODR)") with key emphasis on effective governance, risk management, statutory compliances etc. and thereby placing increased accountability on the Board of Directors. The roles and responsibilities of the Board particularly for the Independent Directors have increased requiring greater time commitments and attention, which reflects in the financial performance.

Presently, the Independent Directors and the Non-executive Director are paid sitting fees for attending the Board and Committee meetings.

Pursuant to section 197 of the Act, the threshold limit prescribed for payment of commission to Non-Executive Directors is 1% of the net profits of the Company, if there is a Managing Director or whole-time director. However, sitting fees paid to the Independent Directors and Non-Executive Director are outside the purview of the above limits. The Company can make payment of commission not exceeding in aggregate, 1% per annum of the net profits of the Company of the relevant financial year as computed in the manner referred to in Section 198 of the Companies Act, 2013 to the Independent Directors and Non-Executive Director of the Company (present or future), subject to the approval of the members.

Pursuant to the regulation 17 (6) of SEBI (LODR) inter alia, provides that the Board shall recommend to the Members for their approval all fees other than sitting fees or compensation, if any, paid to the Non-Executive Directors (including Independent Directors).

Now it is proposed to pay Profit-linked Commission to the Non-Executive Directors (including Independent Directors) considering the efforts and time being devoted by the said Directors and enormous roles and responsibilities entrusted to such Directors as well as the liabilities they bear under various acts and regulations.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee in its meeting held on November 20, 2024, subject to the approval of the Members, approved payment of commission to the Independent Directors and the Non-Executive Directors of the Company in the following manner:

Ceiling Limits of Commission

One per cent (1.00%) of the net profits of the Company during a particular financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof or Rupees One Crore (Rupees 1.00 Crore) whichever is lower, for each financial year, starting from FY 2024-25 to FY 2028-29.

This remuneration shall be in addition to the sitting fees payable to the Non-Executive Directors for attending the meetings of the Board of Directors or Committees thereof or for any other purpose whatsoever, as may be decided by the Board, and reimbursement of expenses for participation in the Board and other meetings.

Commission Distribution Criteria

The Board of Directors of the Company shall determine the Commission Distribution Criteria on an annual basis considering the Annual Performance Budgets, Industry Trend, Individual Director's Contribution, Attendance & Participation in Meetings and the Company's performance against the budget.

The information as required to be disclosed Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are given at the end of this Notice.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any

As on date, the Non-executive Directors consists of four Independent directors and one non-independent director from the promoter group category i.e. Smt. Renu Kataria. Due to her in-depth operational knowledge, even though not directly responsible, she still continues to guide and advise the Company as and when required.

The Board is of the opinion that a Payment of "remuneration by way of Commission" per annum is reasonable and commensurate with the kind of contributions the Non-executive directors make to the Company from time to time through need base guidance in the areas of their domain expertise. Accordingly, the Directors commend the Resolution to the Members for their acceptance.

All the Directors including Independent Directors, Non-executive Directors and their relatives are interested in the Resolution at Item no. 1 of the Notice.

D. P. Abhushan Limited

CIN: L74999MP2017PLC043234

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A VENTURE OF D. P. ABHUSHAN LIMITED

Item No. 2:

To approve “D. P. Abhushan Limited - Employee Stock Option Plan 2024” (“ESOP – 2024”): SPECIAL RESOLUTIONS

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives. The Company believes that equity-based compensation plans are effective tools to attract, reward key talents working at critical positions and retain such talent exclusively working for the Company's growth.

With a view to;

- (a) Motivation to attain performance targets provided to the employees of the Company, group company including subsidiary or its associate company, in India or outside India, of the company;
- (b) To offer an opportunity of sharing the wealth created with the employees of the Company, group company including subsidiary or its associate company, in India or outside India, of the company who have contributed to the creation of wealth of Shareholders of the Company;
- (c) Aligning the objective of the individual employee of the Company, group company including subsidiary or its associate company, in India or outside India, of the company with the Company's Shareholders' interest and Company's philosophy;
- (d) Attract and retain talented employees within the Company, group company including subsidiary or its associate company, in India or outside India, of the company by rewarding their performance and motivating them to contribute to the overall corporate growth and profitability;
- (e) Enable the eligible employees to share the value they create for the Company, in the years to come; and
- (f) Bring a sense of loyalty within the employees of the Company, Group Company including subsidiary or its associate company, in India or outside India, of the company.

The Company proposes to implement an employee stock option plan namely “D. P. Abhushan Limited - Employee Stock Option Plan 2024” (“ESOP – 2024”) contemplating grant of employee stock options (“Options”) to a selected band of employees, of the Company, and its group companies, including its subsidiary companies and associate companies, who are in the critical roles or possessing niche talent.

Accordingly, the Nomination and Remuneration Committee of the Directors (“Committee”) and the Board of Directors of the Company (“Board”) at their respective meetings held on November 20, 2024 have approved the introduction of the Plan, subject to Members' approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 (“Act”) and rules made thereunder read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”), the salient features and other details of the Plan are given as under:

(a) Brief Description of the Plan:

- (i) The Company views Options as long-term incentive instruments to enable the eligible employees working at critical positions and retain such talent exclusively working for the Company's growth. The main objectives of the Plan are:
 - (a) Motivation to attain performance targets provided to the employees of the Company, group company including subsidiary or its associate company, in India or outside India, of the company;
 - (b) To offer an opportunity of sharing the wealth created with the employees of the Company, group company including subsidiary or its associate company, in India or outside India, of the company who have contributed to the creation of wealth of Shareholders of the Company;
 - (c) Aligning the objective of the individual employee of the Company, group company including subsidiary or its associate company, in India or outside India, of the company with the Company's Shareholders' interest and Company's philosophy;
 - (d) Attract and retain talented employees within the Company, group company including subsidiary or its associate company, in India or outside India, of the company by rewarding their performance and motivating them to contribute to the overall corporate growth and profitability;
 - (e) Enable the eligible employees to share the value they create for the Company, in the years to come; and
 - (f) Bring a sense of loyalty within the employees of the Company, Group Company including subsidiary or its associate company, in India or outside India, of the company.
- (ii) The Plan contemplates grant of Options to the eligible employees (including Directors) as defined in the Plan as may be determined in due compliance with the SEBI SBEB & SE Regulations and provisions of the Plan.
- (iii) After vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the predefined exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.
- (iv) The Nomination and Remuneration Committee (“Committee”) shall administer the Plan. All questions of interpretation of the Plan shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Plan.

(b) Total number of Options to be granted:

- (i) The total number of Options to be granted under the Plan shall not exceed 200000 (Two Lakhs Only) as on the date of the adoption of the Plan. Each Option when exercised shall entitle the option holder(s) to 1 (one) equity share of face value of Rupees 10/- (Rupee Ten only) each fully paid-up, at an exercise price as may be decided by the Board/NRC, which shall not be less than face value of the Equity Shares, under ESOP – 2024.
- (ii) Further, the SEBI SBEB & SE Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options. In this regard, the Committee shall adjust the number and price of the Options in such a manner that the total value of the Options under the Plan remains the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the option holders for making such fair and reasonable adjustment, the ceiling of aforesaid shall be deemed to be increased to the extent of such additional Options issued in accordance with applicable laws.



(c) Identification of classes of employees entitled to participate and be beneficiaries in the Plan:

Subject to determination or selection by the Committee, following classes of present and future employees/ Directors are eligible being:

- (i) Permanent employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a Director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an Independent Director; or
- (iii) an employee as defined in clause (i) or (ii) of a group company including subsidiary company or its associate company, in India or outside India.
but does not include –
 - (a) an employee who is a promoter or belongs to the promoter group;
 - (b) a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% (ten percent) of the outstanding equity shares of the Company.

(d) Requirements of Vesting and period of Vesting:

- (i) Vesting Period shall commence from the Grant Date subject to minimum of 1 (One) year from the Grant Date and a maximum of 5 (Five) years from the Grant Date, at the discretion of and in the manner prescribed by the Nomination and Remuneration Committee and set out in the Grant Letter.

Provided that in the event of death or Permanent Disability of an Options Holder(s), the minimum Vesting Period of 1 (one) year shall not be applicable and in such instances, the all Options shall vest in terms of SEBI (SBEB & SE) Regulations, on the date of the death or Permanent Disability.

- (ii) Vesting of Options can vary from Options Holder(s) to Options Holder(s) as per the discretion of the Committee whose decision shall be final and binding.
- (iii) The vesting schedule will be clearly defined in their Grant Letter of respective Options Holder(s) subject to minimum and maximum Vesting Period as specified in (i) above.
- (iv) As a pre-requisite of vesting, the Options Holder(s) is required to be in employment or service of the Company on the date of vesting and must neither be serving the notice of termination of employment / service, nor be subject to any disciplinary proceedings pending against the Options Holder(s) on such date of vesting. In case of any disciplinary proceedings against any Options Holder(s), the Committee can keep the relevant vesting in abeyance until disposal of the proceedings and such Vesting shall be determined accordingly. Apart from that, the Nomination and Remuneration Committee may also specify certain performance parameters, detailed terms and conditions relating to such performance based vesting, the proportion in which the options granted would vest and / or lock in period subject to which the Options would vest.
- (v) The Committee shall have the power to modify or accelerate the vesting schedule on a case-to-case basis subject to the minimum gap of 1 (One) Year between the Grant and first Vesting.
- (vi) Further any fraction entitlement, to which the Options Holder(s) would become entitled to upon Vesting of Options (other than the last tranche of vesting), then the Options to be actually vested be rounded off to the nearest lower integer.
- (vii) The Vesting of Options shall be communicated to the eligible Options Holder(s) in writing through vesting letter.
- (viii) The Options Holder(s) is not required to pay any amount at the time of Vesting of Options.

(e) Maximum period within which the Options shall be vested:

All the Options granted on any date shall vest not later than the maximum period of 5 (five) years from the date of grant.

(f) Exercise price or pricing formula:

Each option shall be exchangeable into 1 (One) fully paid-up Equity Share of Face Value Rupees 10/- (Rupee Ten only) each of the Company at an exercise price as may be decided by the Board/NRC, which shall not be less than face value of the Equity Shares, under ESOP – 2024.

(g) Exercise period and the process of exercise/ acceptance of offer:

Exercise period:

- (i) An Option Holder(s) may Exercise a Vested Option(s) only during the Exercise Period by applying to the Company by sending an Exercise Application along with the payment of the Exercise Price in the manner determined by the Administrator.
- (ii) After Vesting, Options can be exercised either wholly or partly, at any time on or before expiry of one year from the date of Vesting by submitting the Exercise application along with payment of the Exercise Price, applicable taxes and other charges, if any.

Provided that the Committee shall have the power to accelerate the exercise period on a case-to-case basis subject to the minimum exercise period of 30 days.

Process of Exercise:

The method and time frame within which such consideration must be paid by the Option Holder(s) shall be set forth in the Grant Letter issued to such Eligible Employee(s).

Provided that, the Administrator may, at its sole discretion, modify such method or time frame on a case to case basis. The Exercise Price in respect of the Option(s) shall be paid in full upon the Exercise of the Vested Option(s). Payment must be made by one of the following methods:

- (a) Cheque or demand draft issued in the name of the Company as the Administrator may specify;
- (b) Remittance directly from the Eligible Employee(s)'s bank to the bank account of the Company (wire transfer) as the Administrator may specify; or
- (c) Any combination of such methods of payment or any other method acceptable to the Administrator at its sole discretion.

D. P. Abhushan Limited

CIN: L74999MP2017PLC043234

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(h) The appraisal process for determining the eligibility of employees under the Plan:

Appraisal process for determining the eligibility of the Employees will be based on designation, period of service, performance linked parameters, grade, criticality, skills, potential contribution and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

(i) Maximum number of Options to be issued per employee and in aggregate, if any:

The maximum number of Stock Options that can be granted to any eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital of the Company at the time of grant of the Stock Options or such limit as prescribed under regulation 6(3)(d) of the SEBI (SBEB) Regulations applicable for the in being in force. The Committee may decide to grant Stock Options exceeding the above limits, subject to the separate approval of the shareholders in a general meeting. The Committee shall determine the quantum of stock options to be granted under the plan per option holder and in aggregate subject to the ceiling under the plan. The total number of Stock Options to be granted shall not exceed 200000 (Two Lakhs Only) Stock Options convertible into 200000 (Two Lakhs Only) Equity Shares of Rupees 10/- each.

(j) Maximum quantum of benefits to be provided per employee under the Plan:

The Maximum quantum of benefits underlying the options issued to an eligible employee shall be equal to the difference between the option exercise price and the market price of the shares as on the exercise date.

(k) Whether the Plan is to be implemented and administered directly by the Company or through a trust:

The Plan shall be implemented and administered directly by the Company.

(l) Whether the Plan involves new issue of shares by the Company or secondary acquisition by the trust or both:

The Plan contemplates issue of new equity shares by the Company in accordance with the SEBI SBEB & SE Regulations and other applicable laws.

(m) The amount of loan to be provided for implementation of the Plan by the Company to the trust, its tenure, utilization, repayment terms, etc.:

This is currently not contemplated under the Plan.

(n) Maximum percentage of secondary acquisition (subject to limits specified under the SEBI SBEB & SE Regulations) that can be made by the trust for the purposes of the Plan:

This is currently not contemplated under the Plan.

(o) A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15 of the SEBI SBEB & SE Regulations:

Clause 16 of the Plan states that the Company shall follow the requirements including the disclosure requirements of the accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Act, or any other appropriate authority, from time to time, including any guidance note on the Accounting for employee share-based payment issued in that regard from time to time and the disclosure requirement prescribed therein, in compliance with relevant provisions of Regulation 15 of SEBI (SBEB and SE) Regulations.

(p) The method which the Company shall use to value its Options:

To calculate the employee compensation cost, the Company shall use the Intrinsic Value Method or Fair Value Method as per applicable Accounting Standards and other regulatory provisions for valuation of Stock Based Instruments granted.

(q) Declaration:

In case the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

(r) Period of lock-in:

Administrator ("Board or the Nomination and Remuneration Committee or such other committee as constituted by the Board to whom the authority to perform functions for the purpose of this ESOP – 2024 has been delegated by the Board, as the case may be"), at its sole discretion, may provide for lock-in of Equity Shares allotted under the ESOP – 2024, for a period not exceeding five years from the date of allotment.

Provided that the transferability of the Shares shall be subject to the restriction for such period in terms of the Securities Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended from time to time or for such other period as may be stipulated from time to time in terms of Company's Code of Conduct for Prevention of Insider Trading.

Provided further that in the event of death or permanent incapacity of an employee, the requirement of lock-in shall not be applicable from the date of death or permanent incapacity.

Provided also that the determination of 'Permanent Disability' shall be supported by a medical certificate issued by a recognized and reputable medical practitioner identified by the Administrator ("Board or the Nomination and Remuneration Committee or such other committee as constituted by the Board to whom the authority to perform functions for the purpose of this ESOP – 2024 has been delegated by the Board, as the case may be"). The determination of 'Permanent Disability' by the Administrator shall be final and binding on the Option Holder(s).

(s) Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the SEBI SBEB & SE Regulations:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of the specified securities/ Options issued under the SEBI SBEB & SE Regulations, if to be undertaken at any time by the Company, and the applicable terms and conditions, including:



- (i) permissible sources of financing for buy-back of such Vested Option(s);
- (ii) any minimum financial thresholds to be maintained by the Company as per its last financial statements; and
- (iii) limits upon quantum of Options that the Company may buy-back in a financial year.

Explanation – ‘specified securities’ mean as defined under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

(t) Listing of shares:

Subject to the approval of the stock exchanges, the relevant equity shares on exercise of the options shall be listed on the stock exchange(s) on which the securities of the Company are listed.

(u) Certificate from secretarial auditors:

The Board of Directors shall at each annual general meeting place before the shareholders a certificate from the secretarial auditors of the Company that the Scheme has been implemented in accordance with the prescribed regulations and in accordance with the resolution of the Company in the general meeting.

(v) Conditions Under Which Option Vested in Employees May Lapse:

The conditions, circumstances under which options vested in an employee may lapse including termination from employment for misconduct or other reasons shall be decided by the Nomination and Remuneration Committee, more particularly elaborated under the ESOP – 2024.

(w) The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

(i) Resignation or termination (other than on account of Cause)

In the event an Option Holder(s) ceases to be an Employee, by reason of resignation or termination (other than on account of Cause), the Unvested Option(s) held by the Option Holder(s) shall lapse forthwith, without any obligations whatsoever on the Company or the Administrator.

All the Vested Options as on the date of submission of resignation may be exercised by the Option Holder(s) on or before last working day.

(ii) Termination for Cause

In the event an Option Holder(s) ceases to be an Employee by reason of termination of employment of the Employee for a Cause or in such situation where there is some dispute going on in any court and/or tribunal for termination for Cause, then all Option(s) (Vested Option(s) and Unvested Option(s)) shall lapse immediately on the date of termination of employment of such Employee.

(iii) Death

➤ **In case of Vested Options:**

(a) Where a Nominee has been nominated:

All Vested Options may be exercised by the deceased Options Holder's nominee on submission of Nomination Proof, within the Exercise Period from the date of death.

(b) Where a Nominee has not been nominated:

All Vested Options may be exercised by the deceased Options Holder's legal heir(s)/successor(s) on submission of Proof of Succession, within the Exercise Period or 1 year from the date of Succession Proof whichever is later.

➤ **In case of Unvested Options:**

(a) Where a Nominee has been nominated:

All the unvested options shall vest with Options Holder's nominee immediately and may be exercised by the deceased Options Holder's nominee on submission of Nomination Proof, within the Exercise Period from the date of death.

(b) Where a Nominee has not been nominated:

All the unvested options shall vest with Options Holder's legal heir immediately and may be exercised by the deceased Options Holder's legal heir(s)/ successor(s), within the Exercise Period or 1 year from the date of Succession Proof whichever is later.

(iv) Permanent Disability

For the purpose of this scheme, the determination of 'Permanent Disability' shall be supported by a medical certificate issued by a recognized and reputable medical practitioner identified by the Administrator. The determination of 'Permanent Disability' by the Administrator shall be final and binding on the Option Holder(s).

➤ **In case of Vested Options:**

All Vested Options may be exercised by the Option Holder or, if the Option Holder is himself, unable to exercise due to such incapacity, the nominee or legal heir within the Exercise Period or 1 year from the date of such incapacity whichever is later.

➤ **In case of Unvested Options:**

All the unvested options shall vest with Option Holder immediately and can be exercised by the Option Holder or, if the Option Holder is himself unable to exercise due to such incapacity, the nominee or legal heir within the Exercise Period or 1 year from the date of such incapacity whichever is later.

(v) Retirement

In the event of the Retirement of an Option Holder(s) from the employment of the Company at the instance of or with the consent of the Company, then such Option Holder(s) shall continue to hold all Vested Option(s) and can Exercise them any time within the Exercise Period from the date of Retirement. All Unvested Option(s) shall vest as per the Vesting Schedule. All such Option(s) can be exercised within the Exercise Period.

(vi) Other Separation

The Nomination and Remuneration Committee shall decide whether the Vested Options as on that date can be exercised by the Option Holder(s) or not, and such decision shall be final.

All Unvested Options on the date of separation shall stand cancelled with effect from that date.

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

(x) Other Terms:

The Nomination and Remuneration Committee shall have a right to amend, alter or terminate the ESOP – 2024 (“Variation”) at any time, in accordance with the regulations and guidelines as prescribed by the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021 or regulations that may be issued by any appropriate authority from time to time, unless such variation, modification or alteration is detrimental to the interest of the Option Holders.

Consent of the members is being sought by way of special resolutions pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB & SE Regulations.

A draft copy of the Plan is available for inspection by the Members of the Company electronically during the working hours on all working days till Sunday, December 22, 2024.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 2 of this Notice, except to the extent of their shareholding as shareholders.

The Directors, Key Managerial Personnel or their relatives may be deemed to be concerned or interested in these resolutions to the extent of Options that may be granted to them and to the extent of their shareholding as shareholders, if any.

The Board recommends the Special Resolutions set out at Item No. 2 of this Notice for approval by the members.

Registered office:

138, Chandani Chowk,
Ratlam – 457001, Madhya Pradesh

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

-- sd --

Place: Ratlam

Date: 20/11/2024

Santosh Kataria
Chairman and Managing Director
DIN: 02855068

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

CIN: L74999MP2017PLC043234

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Information Pursuant to Regulation 36(3) of Securities and Exchange Board of India (LODR) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India

Name of the Director	Dr. Seema Mandloi (DIN: 10617559)	Mr. Sanskar Kothari (DIN: 06779404)	Mrs. Renu Kataria (DIN: 07751330)	Mr. Mukesh Kumar Jain (DIN: 00653837)	Mrs. Apurva Lunawat (DIN: 09575780)
Date of Birth	6th June 1971	2 nd April 1970	August 22, 1974	October 2, 1960	April 25, 1990
Nationality	Indian	Indian	Indian	Indian	Indian
Date of Appointment on the Board	May 21, 2024	July 16, 2018	June 20, 2017	July 15, 2017	April 19, 2022
Brief Profile	Refer Note 1 below	Refer Note 2 below	Refer Note 3 below	Refer Note 4 below	Refer Note 5 below
Qualifications	PHD in Criminal law, Master Degree Law (LLM), Bachelor's Degree Law (LLB), Bachelor's Degree of Science (BSc), Bachelor of Education (B.Ed.), Master of Arts (M.A.)	Master's degree in Business Administration in Finance from Ujjain	Bachelor of Science	Bachelor of Commerce	Bachelor of Commerce, Chartered Accountant
Expertise in specific functional area	Human Resource and Legal matters, administrative tasks, legal expert in arbitration and Alternative Dispute Resolution (ADR)	Strategic leadership, Business Risks & environment and Strategic policy formulation	Mrs. Renu Kataria is a highly accomplished businesswoman in the field of Administration whose expertise and dedication have been instrumental in driving success and growth of the organisation.	He has wide experience in production, management and lead generation. His experience and knowledge of the industry can guide our management for taking material decisions.	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.
Terms and conditions of appointment/ re-appointment	As per Appointment letter	As per Appointment letter	As per Appointment letter	As per Appointment letter	As per Appointment letter
Details of Remuneration sought to be paid (Per annum)	As stated in explanatory statement vide Item No 1	As stated in explanatory statement vide Item No 1	As stated in explanatory statement vide Item No 1	As stated in explanatory statement vide Item No 1	As stated in explanatory statement vide Item No 1
Remuneration Last drawn	Not applicable	Sitting fees of Rupees 28000	Sitting fees of Rupees 28000	Sitting fees of Rupees 28000	Sitting fees of Rupees 28000
Number of shares held in the Company	NIL	NIL	1459230 Equity Shares	Nil	4300 Equity Shares
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 Kataria Industries Limited	D. P. Abhushan Limited Kataria Industries 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 Kataria Industries Limited	D. P. Abhushan Limited Kataria Industries Limited
Names of listed entities from which she has resigned in the past three years	NIL	NIL	NIL	NIL	NIL

D. P. Abhushan Limited

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A VENTURE OF D. P. ABHUSHAN LIMITED

Name of the Director	Dr. Seema Mandloi (DIN: 10617559)	Mr. Sanskar Kothari (DIN: 06779404)	Mrs. Renu Kataria (DIN: 07751330)	Mr. Mukesh Kumar Jain (DIN: 00653837)	Mrs. Apurva Lunawat (DIN: 09575780)
Number of Board Meetings attended during the FY 2023-2024	N.A.	14 out of 14	14 out of 14	14 out of 14	14 out of 14
Chairman/ Member in the Committees of the Boards of companies in which she is Director	NIL	Chairman – 2 Committees Membership – 2 Committees	Nil	Membership – 4 Committees Chairmanship – Nil Committees	Membership – 2 Committees Chairmanship – 2 Committees
Relationships between Directors inter-se	None	None	Sister in Law of Mr. Santosh Kataria and Mr. Anil Kataria	Nil	Nil
In case of appointment of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	N.A.	N.A.	N.A.	N.A.	N.A.

Note 1 – Brief Profile of Dr. Seema Mandloi (DIN: 10617559)

Dr. Mrs. Seema Mandloi is an accomplished professional with a wealth of experience and expertise in various domains. With a background in legal domain, she has valuable experience in academic institutions as well as multinational companies dealing with education, Human Resource and Legal matters. Her academic journey boasts teaching and administrative positions at multiple institutes and universities, where she has contributed significantly to curriculum development and research. Dr. Mrs. Seema Mandloi is known for her excellent communication skills in both English and Hindi, she has efficiently managed administrative tasks and setup and operation of institutions. With a deep understanding of law, ethics and governance, has proven to be an asset for any organisation. Her research and policy-making endeavors in academic institutions further underline her commitment to excellence.

Throughout her career, Dr. Mrs. Seema Mandloi has garnered numerous honors, including university merit and gold medals, and has actively contributed to societal welfare initiatives, earning special recognition for her contributions.

Note 2 – Brief Profile of Mr. Sanskar Kothari (DIN: 06779404)

Mr. Sanskar Kothari is having more than three decades of work experience in the field of distribution transformers and more than one decade of experience in the field of real estate, colonizing and construction business. Further, Mr. Sanskar Kothari (DIN: 06779404) 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.

Note 3 – Brief Profile of Mrs. Renu Kataria (DIN: 07751330)

Mrs. Renu Kataria is a highly accomplished businesswoman in the field of Administration whose expertise and dedication have been instrumental in driving success and growth of the organisation.

Note 4 – Brief Profile of Mr. Mukesh Kumar Jain (DIN: 00653837)

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.

Note 5 – Brief Profile of Mrs. Apurva Lunawat (DIN: 09575780)

She is a Practicing Chartered Accountant and has completed Graduation in Commerce. During her articleship she was having exposure in taxation, tax audit, bank statutory audit etc. She was a Partner with M/s. Kakani & Company, w.e.f. December 23, 2014 to December 23, 2023, a Chartered Accountant firm. She is having more than 10 years of experience in the field of audit and other professional work like accounts and finance. During her tenure as partner she was taking care of audit and other Professional work of the firm. At present She is Proprietor of Apurva Lunawat & Co. w.e.f. 24th December, 2023.
