



DHAMPUR BIO ORGANICS LIMITED

Registered Office : Sugar Mill Compound, Village Asmoli, Sambhal, Moradabad, UP-244304

Tel: +91-7302318313, **E-mail:** investors@dhampur.com,

Website: www.dhampur.com, **CIN:** L15100UP2020PLC136939

POSTAL BALLOT NOTICE

Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014

To the Members of the Company

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of Dhampur Bio Organics Limited ("the Company") by means of Postal Ballot, only by remote e-voting process ("e-voting") being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 108 and 110 of the Companies Act, 2013 ("the Act"), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

Pursuant to Section 102 and Section 110 and other applicable provisions, if any, of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

The Company has availed the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to its members. The detailed procedure for remote e-voting forms part of the 'Notes' section to this Notice.

The Notice is also available on the website of the Company at www.dhampur.com

The Board of Directors has appointed Mr. Saket Sharma, Practicing Company Secretary (Membership No.: F4229), Partner, M/s GSK & Associates, Company Secretaries as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner.

Members desiring to exercise their vote through the remote e-voting process 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' section of this Notice for casting of votes by remote e-voting.

Details of e-voting are as under:

Commencement of e-voting	9:00 A.M. (IST) on Saturday, April 05, 2025
End of e-voting	5:00 P.M. (IST) on Sunday, May 04, 2025

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him. The results of the voting conducted through Postal Ballot (through the remote e-voting process) along with the Scrutinizer's Report will be announced by the Chairman or such person as authorized, within 2 working days i.e. on or before May 06, 2025. The same will be displayed on the website of the Company: www.dhampur.com, the website of NSDL: www.evoting.nsdl.com and shall also be communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the Company's Equity Shares are listed and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com. The Resolution, if approved, will be taken as having been passed effectively on the last date of remote e-voting i.e., May 04, 2025.

You are requested to peruse the proposed Resolutions along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS

Item No. 1

Change of name of the Company and consequent alteration in Memorandum of Association and Articles of Association of the Company.

To consider and if thought fit, to pass the following resolution as Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Section(s) 4, 5, 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 45 of the Listing Regulations (as amended up to date), the provisions of the Memorandum of Association and Articles of Association of the Company, any other applicable law(s), rule(s), regulation(s), guideline(s), circular(s) for the time being in force and subject to the approval of all other necessary approvals, consents, sanctions and permissions as may be required under applicable laws including that of the Central Government (Ministry of Corporate Affairs or MCA), Stock Exchanges and any other appropriate regulatory/statutory authorities/departments as may be necessary, the consent of the members of the Company be and is hereby accorded to change the name of the Company from “Dhampur Bio Organics Limited” to “Divija Bio Organics Limited”.

RESOLVED FURTHER THAT the new name of the Company be given effect from the date of issue of the fresh Certificate of Incorporation consequent upon change of name of the Company by the Office of RoC, Central Processing Centre of MCA.

RESOLVED FURTHER THAT the existing Name Clause of the Memorandum of Association of the Company be altered and substituted with the following clause:

I. The name of the Company is **“DIVIJA BIO ORGANICS LIMITED”**.

RESOLVED FURTHER THAT in accordance with the Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT the name “Dhampur Bio Organics Limited” wherever appearing in any of the documents/records of the Company be substituted by the new name “Divija Bio Organics Limited” in accordance with the provisions of applicable laws.

RESOLVED FURTHER THAT Mr. Vijay Kumar Goel, Chairman, Mr. Gautam Goel, Managing Director and Chief Executive Officer, Mr. Sandeep Kumar, Whole-time Director, Mr. Nalin Kumar Gupta, Chief Financial Officer and Mrs. Ashu Rawat, Company Secretary of the Company be and are hereby severally authorized to file all the necessary forms and / or returns and make an application to the ROC and / or to Central Government, stock exchanges and / or any other statutory authorities, to act, represent and/or appear before any statutory authorities for and on behalf of the Company, to delegate all or any of the aforesaid powers in favor of any person(s) / official(s) etc., to settle any question, doubt or difficulty which may arise in this regard and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution.”

Item No. 2

Approval of the ‘DBO Employee Stock Option Scheme 2025’

To consider and if thought fit, to pass the following resolution as Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, relevant provisions of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/ notifications/ guidance/frequently asked questions issued thereunder, as amended from time to time (collectively referred as “SEBI SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), the provisions of relevant regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the approval of the shareholders of the Company be and is hereby accorded to the introduction and implementation of **‘DBO Employee Stock Option Scheme 2025’ (“ESOS 2025” or “Scheme”)**, authorizing the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the Listing Regulations to exercise its powers, including the powers, conferred by this resolution) to create and grant from time to time, in one or more tranches, not exceeding 33,19,350 (Thirty Three Lakhs Nineteen Thousand Three Hundred and Fifty Only) employee stock options (“Options”) to or for the benefit of such person(s) working exclusively with the Company, including the subsidiary company, whether in or outside India, including any director, whether whole-time or not (excluding the employees/directors who are promoters and persons belonging to the promoter group, independent directors and directors holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company) subject to their eligibility as may be determined under the Scheme, exercisable into not more 33,19,350 (Thirty Three Lakhs Nineteen Thousand Three Hundred and Fifty Only) equity shares (“Shares”) of face value of Rs. 10/- (Rupees Ten) each fully paid-up, to be sourced from primary issuance of shares and/or secondary acquisition, in one or more tranches at such point(s) in time as decided, through

an irrevocable employee welfare trust of the Company namely 'DBO Employees Welfare Trust' ("Trust") being set-up by the Company, where one Option upon exercise shall convert into one Share subject to payment/ recovery of requisite exercise price and applicable taxes, on such terms, condition and in such manner as the Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme. The Scheme shall be administered through this Trust.

RESOLVED FURTHER THAT the Shares as specified hereinabove shall be transferred by the Trust to the Option grantees upon exercise of Options in accordance with the terms of the grant and provisions of the Scheme and such Shares shall rank pari-passu in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are required to be issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares are required to be issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of equity shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity share of the Company after such sub-division or consolidation.

RESOLVED FURTHER THAT the trustees of the Trust shall not vote in respect of the shares subscribed, acquired and held by such Trust.

RESOLVED FURTHER THAT for the purposes of disclosures to the stock exchange(s), the shareholding of the Trust shall be shown as 'non-promoter and non-public shareholding'.

RESOLVED FURTHER THAT the trustees of the Trust shall ensure compliance of the provisions of the SEBI SBEB Regulations, Rules made under the Companies Act, 2013 and all other applicable laws at all times in connection with acquisition, holding and dealing in the shares of the Company including but not limited to maintenance of proper books of account, records and documents with appropriate disclosures as prescribed.

RESOLVED FURTHER THAT the Company and the Trust shall conform to the accounting policies prescribed from time to time under the applicable laws including the SEBI SBEB Regulations to the extent applicable to the Scheme.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to consent of the

members by way of a special resolution to the extent required under the applicable laws including the SEBI SBEB Regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, 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 documents, writings 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 Scheme and do all other things incidental and ancillary thereof."

Item No. 3

Approval of secondary acquisition of shares through Trust route for the implementation of 'DBO Employee Stock Option Scheme 2025'

To consider and if thought fit, to pass the following resolution as Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 62(1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, and in accordance with the Memorandum and Articles of Association of the Company, Regulation 3(6) of Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations"), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI Listing Regulations to exercise its powers, including the powers, conferred by this resolution) to acquire not exceeding 33,19,350 (Thirty Three Lakhs Nineteen Thousand Three Hundred and Fifty Only) equity shares ("Shares") of face value of Rs. 10 (Rupees Ten) each fully paid-up, being within the statutory ceiling as per the SEBI SBEB Regulations, by way of secondary acquisition, from time to time, in one or more tranches, through the irrevocable employee welfare trust namely the 'DBO Employee Welfare Trust' ("Trust"), being set-up by the Company, for the purpose of implementation of the Scheme in due compliance with the provisions of the SEBI SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, the ceiling aforesaid in terms of number of equity shares intended to be purchased by the Trust from secondary acquisition shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible

employees as per provisions of the SEBI SBEB Regulations and such adjusted number of Shares shall be deemed to be the ceiling as originally approved.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake only delivery-based transactions for the purposes of secondary acquisition as permitted under the SEBI SBEB Regulations.

Item No. 4

Approval of provision of money by the Company for purchase of its own Shares by the Trust under the 'DBO Employee Stock Option Scheme 2025'

To consider and if thought fit, to pass the following resolution as Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 67(3) (b) read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, Regulation 3(8) of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations") and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI Listing Regulations to exercise its powers, including the powers, conferred by this resolution) to grant a loan, provide guarantee or security in connection with a loan granted or to be granted, in one or more tranches, to the irrevocable employee welfare trust namely the 'DBO Employee Welfare Trust' ("Trust") being set-up by the Company, by such sum of money not exceeding 5% (Five Percent) of the aggregate of the paid up share capital and free reserves of the Company as on March 31, 2024, with a view to enable the Trust for acquisition of equity shares of the Company of face value of Rs. 10 (Rupees Ten) each fully paid-up, for the purposes of 'DBO Employee Stock Option Scheme 2025' ("ESOS 2025" or "Scheme").

RESOLVED FURTHER THAT the Trust shall use the loan amount disbursed from time to time only for the purposes of the Scheme strictly in accordance with the provisions of SEBI SBEB Regulations.

RESOLVED FURTHER THAT the loan provided by the Company shall be interest free with tenure of such loan based on term of the Scheme and shall be repayable to the Company upon realization of proceeds on permitted sale/ transfer of Shares including realization of exercise price and any other eventual income of the Trust.

RESOLVED FURTHER THAT subject to the broad terms above, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may at its absolute discretion, as deemed fit, to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient."

Item No. 5

Amendment in terms of managerial remuneration of Mr. Vijay Kumar Goel (DIN: 00075317), Chairman and Executive Director of the Company

To consider and if thought fit, to pass the following resolution as Special Resolution:-

"RESOLVED THAT, in partial modification of the earlier resolution passed by the shareholders of the Company in the Annual General Meeting held on September 26, 2022, pursuant to Section 197,198 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with Schedule V of the Act and the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, consent of shareholders of the Company be and is hereby accorded that in case the Company has no profits or if its profits are inadequate anytime during Financial year 2024-25 and his remaining tenure in the Financial Year 2025-26, Mr. Vijay Kumar Goel (DIN: 00075317), the Chairman and Executive Director, be paid the remuneration including salary, perquisites, allowances as approved by the shareholders in the Annual General Meeting held on September 26, 2022 as minimum remuneration even if it exceeds 5% (five percent) of the net profits of the Company or the various stipulated limits of the various provisions of the Companies Act, 2013 or the rules related thereto during any financial year / period in between.

RESOLVED FURTHER THAT the total remuneration paid/ payable to all the Managing Director(s) and Whole Time Director(s) of the Company shall not be restricted to and may exceed 10% of Profits of the Company as per the provisions of Section 197 and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT all the other terms and conditions of his appointment and remuneration shall remain same.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may consider necessary, proper or desirable or expedient to give effect to the above resolution."

Item No. 6

Amendment in terms of managerial remuneration of Mr. Gautam Goel (DIN: 00076326), Managing Director and Chief Executive Officer of the Company

To consider and if thought fit, to pass the following resolution as Special Resolution:-

"RESOLVED THAT, in partial modification of the earlier resolution passed by the shareholders of the Company in the Annual General Meeting held on September 26, 2022, pursuant to Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with Schedule V of the Act and the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, consent of shareholders of the Company be and is hereby accorded that in case the Company has no profits or if its profits are inadequate anytime during Financial year 2024-25 and his remaining tenure in the Financial Year 2025-26, Mr. Gautam Goel (DIN: 00076326), the Managing Director & CEO, be paid the remuneration including salary, perquisites, allowances as approved by the shareholders in the Annual General Meeting held on September 26, 2022 as minimum remuneration even if it exceeds 5% (five percent) of the net profits of the Company or the various stipulated limits of the various provisions of the Companies Act, 2013 or the rules related thereto during any financial year / period in between.

RESOLVED FURTHER THAT the total remuneration paid/ payable to all the Managing Director(s) and Whole Time Director(s) of the Company shall not be restricted to and may exceed 10% of Profits of the Company as per the provisions of Section 197 and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT all the other terms and conditions of his appointment and remuneration shall remain same.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may consider necessary, proper or desirable or expedient to give effect to the above resolution."

Item No. 7

Re-appointment of Mr. Ashwani Kumar Gupta (DIN: 00108678) as Vice Chairman and Non-Executive Independent Director of the Company

To consider and if thought fit, to pass the following resolution as Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and any other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulations 16, 17, 17(1A) and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "Listing

Regulations") and subject to all other approvals, as may be required, the consent of shareholders of the Company, be and is hereby accorded, to re - appoint Mr. Ashwani Kumar Gupta (DIN: 00108678) as Vice Chairman and Non-Executive Independent Director on the Board of the Company for a second term of 5 (Five) consecutive years, not liable to retire by rotation, with effect from April 18, 2025.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Listing Regulations, the consent of the shareholders of the Company be and is hereby accorded to continue the directorship of Mr. Ashwani Kumar Gupta (DIN: 00108678) who will attain the age of 75 (seventy five) years on August 25, 2029, as an Independent Director of the Company till the expiry of his term of office.

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company, be and is hereby severally authorized to give effect to this resolution including intimation to Registrar of Companies and intimations to other concerned authorities as may be required."

Item No. 8

Re-appointment of Mrs. Ruchika Amrish Mehra Kothari (DIN: 09151323) as Non-Executive Independent Woman Director of the Company

To consider and if thought fit, to pass the following resolution as Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and any other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulations 16, 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the "Listing Regulations") and subject to all other approvals, as may be required, the consent of shareholders of the Company, be and is hereby accorded, to re - appoint Mrs. Ruchika Amrish Mehra Kothari (DIN: 09151323) as Non-Executive Independent Woman Director on the Board of the Company for a second term of 5 (Five) consecutive years, not liable to retire by rotation, with effect from April 18, 2025.

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company, be and is hereby severally authorized to give effect to this resolution including intimation to Registrar of Companies and intimations to other concerned authorities as may be required."

Item No. 9

Re-appointment of Mr. Samir Thukral (DIN: 00203124) as Non-Executive Independent Director of the Company

To consider and if thought fit, to pass the following resolution as Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and any other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulations 16, 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the “Listing Regulations”) and subject to all other approvals, as may be required, the consent of shareholders of the Company, be and is hereby accorded, to re - appoint Mr. Samir Thukral (DIN: 00203124) as Non-Executive Independent Director on the Board of the Company for a second term of 5 (Five) consecutive years, not liable to retire by rotation, with effect from April 18, 2025.

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company, be and is hereby severally authorized to give effect to this resolution including intimation to Registrar of Companies and intimations to other concerned authorities as may be required.”

Item No. 10

Re-appointment of Mr. Vishal Saluja (DIN: 07145715) as Non-Executive Independent Director of the Company

To consider and if thought fit, to pass the following resolution as Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and any other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulations 16, 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the “Listing Regulations”) and subject to all other approvals, as may be required, the consent of shareholders of the Company, be and is hereby accorded, to re - appoint Mr. Vishal Saluja (DIN: 07145715) as Non-Executive Independent Director

on the Board of the Company for a second term of 5 (Five) consecutive years, not liable to retire by rotation, with effect from April 18, 2025.

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company, be and is hereby severally authorized to give effect to this resolution including intimation to Registrar of Companies and intimations to other concerned authorities as may be required.”

Item No. 11

Re-appointment of Mr. Kishor Shah (DIN: 00193288) as Non-Executive Independent Director of the Company

To consider and if thought fit, to pass the following resolution as Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and any other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulations 16, 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (the “Listing Regulations”) and subject to all other approvals, as may be required, the consent of shareholders of the Company, be and is hereby accorded, to re - appoint Mr. Kishor Shah (DIN: 00193288) as Non-Executive Independent Director on the Board of the Company for a second term of 5 (Five) Consecutive Years, not liable to retire by rotation, with effect from April 18, 2025.

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company, be and is hereby severally authorized to give effect to this resolution including intimation to Registrar of Companies and intimations to other concerned authorities as may be required.”

By the order of the Board of Directors
For **Dhampur Bio Organics Limited**

Gautam Goel
Managing Director and Chief Executive Officer
DIN: 00076326

Date: April 02, 2025

Place: New Delhi

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Act read with Section 110 of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") as amended, setting out the material facts relating to the special businesses to be transacted as mentioned in this Notice of Postal Ballot is appended herein below for your consideration.
2. In accordance with the MCA Circulars and the Listing Regulations, this Notice is being sent electronically to those Members whose names appear in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Monday, March 31, 2025 ("Cut-off Date") received from the Depositories and whose e-mail address is registered with the Company / RTA / Depositories / Depository Participant ("DPs").
3. The Notice is being sent in electronic form only and the physical copy of the Notice along with the Postal Ballot Form and pre-paid business envelope will not be sent to the Members. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting system only.
4. 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., closure of Monday, March 31, 2025.
5. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
6. Members may note that the Notice will also be available on the Company's website at www.dhampur.com, website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at evoting.nsdl.com.
7. Members whose e-mail address is not registered and who wish to receive the Notice(s), and all other communications by the Company, from time to time may get their e-mail address registered with the RTA or with the Company. However, for the shares held in demat form, members are requested to write to their respective DPs.
8. The Board of Directors in its Board Meeting held on Wednesday, April 02, 2025 has approved the appointment of National Securities Depository Limited (NSDL) as the agency to provide e-voting facility. The instructions for e-voting are provided in the Postal Ballot Notice and Members may cast their vote by following the instructions provided in the Notes to the Notice.
9. The Postal Ballot e-voting facility will be available during the following period: Commencement of e-voting- From 9:00 A.M. (IST) on Saturday, April 05, 2025; End of e-voting- Upto 5:00 P.M. (IST) on Sunday, May 04, 2025.
10. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
11. The Members may please note that the e-voting shall not be allowed beyond the above-mentioned date and time.
12. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Sunday, May 04, 2025 subject to receipt of the requisite number of votes in favour of the resolution.
13. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India and one regional daily newspaper circulating in the state of Uttar Pradesh.
14. All material documents referred to in the Notice and explanatory statement will be available electronically for inspection without any fee by the Members from the date of circulation of this Notice until the last date of e-voting. Members seeking to inspect such documents can send an e-mail to investors@dhampur.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID.
15. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Institutional / Corporate Members are requested to send a scanned copy in pdf / jpg format of the Board Resolution / Power of Attorney authorising its representatives to vote pursuant to Section 113 of the Act, through e-mail at investors@dhampur.com with a copy marked to info@alankit.com.
16. The results of the postal ballot will be placed on the Company's website at www.dhampur.com and on the website of NSDL at www.evoting.nsdl.com and will also be intimated to the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited, at their respective websites i.e. www.bseindia.com and www.nseindia.com in accordance with the provisions of Listing Regulations.
17. The instructions and other information relating to remote e-voting are as under:

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:

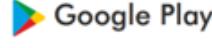
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

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.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on    
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cDSLindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

Type of shareholders	Login Method
	<p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cDSLindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cDSLindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) 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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. 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.

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?

1.	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.
2.	Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3.	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. <i>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.</i>
4.	Your User ID details are given below :

	Manner of holding shares i.e. Demat (NSDL or CDSL)	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***** 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
5.	Password details for shareholders other than Individual shareholders are given below:	
	a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password. c) How to retrieve your 'initial password'?	
	(i)	If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
	(ii)	If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6.	If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:	
	a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com . b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com . c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc. d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.	
7.	After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.	
8.	Now, you will have to click on "Login" button.	
9.	After you click on the "Login" button, Home page of e-Voting will open.	

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 cssaket.associates@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 (Ms. Pallavi Mhatre, Senior Manager, NSDL) 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 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 investors@dhampur.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**

for Individual shareholders holding securities in demat mode.

2. 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.
3. In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 correctly in their demat accounts to access remote e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.

Item No. 1

The members may note that in the month of March, 2021, the Company was acquired by Dhampur Sugar Mills Limited as wholly owned subsidiary for the purpose of restructuring and its name was changed from RMSD Enterprises Private Limited to Dhampur Bio Organics Private Limited. Subsequently, the status of the Company was also changed from Private to Public w.e.f. 22nd April, 2021, accordingly company was renamed as Dhampur Bio Organics Limited. Later, in April, 2022, pursuant to Scheme of Arrangement approved by Hon'ble National Company law Tribunal, Allahabad Bench, Dhampur Bio Organics Limited emerged as Resulting Company having three manufacturing facilities situated at Asmoli, Mansurpur and Meerganj in Uttar Pradesh and got listed on BSE Limited and National Stock Exchange of India Limited on September 8, 2022.

The members may note that the Board of Directors of the Company at its Meeting held on Tuesday, April 02, 2025, had approved the proposal for change of name of the Company from '**Dhampur Bio Organics Limited**' to '**Divija Bio Organics Limited**', subject to the approval of shareholders, the appropriate jurisdictional offices of the Ministry of Corporate Affairs and other relevant statutory and regulatory authorities.

The proposed name change is a strategic decision aimed at strengthening our brand identity in the market and among stakeholders while aligning with our corporate vision for future growth. The word Divija means "born of the divine" or "of heavenly origin," symbolizing purity, sustainability, and deep-rooted commitment. This new name aligns with our Credo, Strategy, and Approach. Under this name, the company will continue its unwavering efforts to enhance operations and serve stakeholders with excellence.

The Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Registration Centre vide their letter dated March 8, 2025 has intimated availability of the proposed new name of the Company from the existing name of the Company 'Dhampur Bio Organics Limited'.

Pursuant to the provisions of sections 4, 5, 13 and 14 of the Companies Act, 2013, for effecting the change in name of the Company and consequent amendment in the Memorandum and Articles of Association of the Company and all other related documents, it is necessary to obtain approval of the Members of the Company by way of Special Resolution.

It is also hereby confirmed that the Company is in compliance with the conditions prescribed in Regulation 45(1) of the SEBI Listing Regulations (as amended up to date) and M/s. Mittal Gupta & Company, Chartered Accountants, (Firm Registration Number: 01874C) vide certificate dated April 02, 2025 has

confirmed the compliance with conditions stipulated under the aforesaid Regulation 45(1) of the Listing Regulations, which is enclosed herewith. The Certificate is also available on the Company's website at www.dhampur.com under 'Investors' Section.

The proposed change of name would neither result in change of the legal status or constitution or operations or activities of the Company, nor would, affect any of the rights or obligations of the Company or of the shareholders / members / other stakeholders of the Company. The Company's symbol on Stock Exchange(s) i.e. 'DBOL' and ISIN will remain same.

Your Board of Directors recommends the special resolution set forth as Item No. 1 of the notice for your approval.

Item No. 2, 3 and 4

Your Company believes that equity-based compensation schemes are effective tools to attract, retain, motivate and reward the talents working exclusively with the Company, and its group including the subsidiaries and holding companies. With the objective to motivate key employees for their contribution to the corporate growth on sustained basis, to create an employee ownership culture, to retain the best talent in the competitive environment and to encourage them in aligning individual goals with that of the Company's objectives, your Company intends to implement an employee stock option scheme namely '**DBO Employee Stock Option Scheme 2025**' ("ESOS 2025"/ "Scheme") seeking to cover eligible employees.

The Shares required for the implementation of the proposed Scheme (subject to overall ceiling specified at point 'b' below) shall be sourced from primary issuance of shares and/or secondary acquisition, in one or more tranches at such point(s) in time as decided, through an irrevocable employee welfare trust namely '**DBO Employees Welfare Trust**' ("Trust") being set-up by the Company. The Scheme shall be administered through this Trust. The contemplated acquisition is well within the ceiling prescribed under the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations").

For acquisition of shares the Trust shall seek loan from the Company. The loan sought in this regard shall be within the statutory limit, approval for which is sought separately.

Accordingly, the Nomination and Remuneration Committee of the Directors ("Committee") and the Board of Directors of the Company at their respective meetings held on April 02, 2025 had approved the introduction of the Plan, subject to your approval.

In terms of Section 62(1)(b), 67(3)(b) of the Companies Act, 2013 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 Regulations"), the Company seeks your approval as regards implementation of the Scheme and grant of Options thereunder to the eligible employees of the Company, as decided from time to time as per provisions of the Scheme read with provisions of SEBI SBEB Regulations.

The main features of the Scheme are as under:

a) Brief description of the Scheme:

The Scheme contemplates grant of Options to the eligible employees (including Directors) as specified at point 'c' below, time to time as may be determined in due compliance of SEBI SBEB Regulations and provisions of the Scheme. After vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The employees may create wealth depending on prevailing market price of Shares as on the date of sale.

The Nomination and Remuneration Committee ("Committee") of the Company shall supervise the Scheme as required under SEBI SBEB Regulations. All questions of interpretation of the Scheme shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Scheme. Whereas the Trust shall administer the Scheme.

b) Total number of Options to be offered and granted:

The total number of Options to be granted under the Scheme not exceed 33,19,350 (Thirty-Three Lakhs Nineteen Thousand Three Hundred and Fifty Only).

The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and exercise price of the Options granted in such a manner that the total value of the Options granted under the Scheme remains the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the aforesaid the ceiling of Options/Shares shall be deemed to be increased to the extent of such additional Options issued.

c) Identification of classes of employees entitled to participate in the Scheme

Following classes of employees and directors (collectively referred to as "Employees") are eligible being:

- (i) an 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; and
- (iii) an employee as defined in sub-clauses (i) and (ii) above, of the subsidiary company(ies) in India or outside India, **but does not include:**
 - a) an employee who is a Promoter or a person belonging to the Promoter Group;
 - b) a Director who either by himself /herself or through his/her relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

The Committee while granting the Options to any eligible employee(s) of any group company including subsidiary(ies), shall at its discretion, consider the factors including but not limited to the role(s) of such employee(s) for safeguarding the interest of the Company, or such employee's contribution to the Company.

d) Requirements of vesting and period of vesting

Any Option granted under the Scheme shall vest not earlier than minimum vesting period of 1 (one) year and not later than the maximum vesting period of 4 (four) years from the date of grant as may be determined by the Committee. The Committee may extend, shorten or otherwise vary the vesting period from time to time subject to these minimum and maximum vesting period. Options shall vest essentially based on continuation of employment/ service. Apart from that the Committee may prescribe achievement of any performance condition(s) for vesting.

In the event of death or permanent incapacity of an Employee, the minimum vesting period shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity.

e) Maximum period within which the Option shall be vested:

Any Option granted under the Scheme shall be subject to a maximum vesting period of 4 (four) years from the date of grant of Options.

The Committee subject to minimum and maximum ceiling of vesting period shall have the power to prescribe the vesting schedule for a particular grant.

f) Exercise price or pricing formula:

The Exercise Price per Option shall be determined by the Committee which shall not be less than the face value and shall not be more than the Market Price of the Share as on the Grant Date and in case the grant price is at a deep discount to the market price, such grant will also include a performance criteria for vesting else at the time of Grant, the maximum discount will be up to 25% (Twenty-Five) from the Market Price of the Shares as on the date of Grant.

Provided, that the exercise price shall not be less than the face value of Shares of the Company as on date of grant. The specific exercise price shall be intimated to the Option grantee in the grant letter at the time of grant.

g) Exercise period and the process of Exercise:

The exercise period for vested Options shall be a maximum of 7 (seven) years commencing from the relevant date of vesting of Options, or such other shorter period as may be prescribed by the Committee at time of Grant.

However, in case of separation of an Employee from the employment/service, there shall be a shorter exercise period being maximum of **1 (one)** year from the date of event of separation or date of vesting, as may be determined by the Committee depending on the nature of separation.

The vested Option shall be exercisable by the Option grantees by a written application to the Trust expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee or Trust from time to time. Exercise of Options shall be entertained only upon payment of requisite exercise price and satisfaction of applicable taxes by the Option grantees. The Options shall lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of employees under the Scheme:

The appraisal process for determining eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, expected role for the corporate growth, etc.

i) Maximum number of Options to be offered and issued per employee and in aggregate:

The number of Options that may be granted under the Scheme per Employee and in aggregate (taking into account all grants) for such Employee, shall not exceed

13,27,700 (Thirteen lakhs twenty seven thousand seven hundred) Options per eligible Employee.

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

There is no contemplation of benefit other than grant of Options and any benefit arising out of Options shall be subject to ceiling specified in point hereinabove.

k) Route of Scheme implementation:

The Scheme shall be implemented and administered by the Trust i.e. DBO Employee Welfare Trust, being set up by the Company.

l) Source of acquisition of shares under the Scheme:

The Scheme contemplates acquisition of Shares from Primary issuance of shares and/or secondary acquisition through the Trust.

m) Amount of loan to be provided for implementation of the Scheme(s) by the Company to the Trust, its tenure, utilization, repayment terms, etc:

The Company shall provide necessary financial assistance by grant of loan, provision of guarantee or security in connection with a loan to the Trust, subject to 5% (Five Percentage) of the paid-up equity capital and free reserves as on March 31, 2024, being the statutory ceiling under SEBI SBEB Regulations. The loan amount may be disbursed in one or more tranches.

The loan provided by the Company shall be interest free with tenure of such loan based on term of the Scheme and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust.

The Trust shall utilise the loan amount disbursed from time to time strictly for the acquisition of the Shares to be utilized for the purposes of the Scheme.

n) Maximum percentage of secondary acquisition:

The Scheme envisages secondary acquisition not exceeding 5% of the paid-up equity share capital as on March 31, 2024, through the Trust. This is well within the statutory limit as prescribed under the SEBI SBEB Regulations.

o) Accounting and Disclosure Policies:

The Company shall follow the Accounting Standard IND AS 102 on Share based payments and/ or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein in due compliance with the requirements of Regulation 15 of the SEBI SBEB Regulations. In addition, the Company shall disclose such details as required under the applicable laws including under other applicable provisions of the SEBI SBEB Regulations.

p) Method of Option valuation:

The Company shall adopt 'fair value method' for valuation Options as prescribed under guidance note or under any relevant accounting standard notified by appropriate authorities from time to time.

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:

The shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

s) Terms & conditions for buyback, if any, Options covered granted under the Scheme:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the Scheme if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

The details required in the Explanatory Statement for the provision of money, under Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, as amended, are as follows:

a. Class of employees for whose benefit ESOS 2025 is being implemented, and money is being provided for purchase of shares:

As mentioned in point (c) above.

b. Particulars of the Trustee(s) or Employees in whose favour such shares are to be registered:

The Trust will acquire equity shares by way of primary issuance by the Company and/or through secondary acquisition of equity shares of the Company. The equity shares will be registered in the name of all or any of the Trustees of the Trust to hold equity shares of the Company for and on behalf of the Trust. The equity shares acquired by the Trust shall be transferred to the employees on exercise of vested stock options and registered in their respective names upon such transfer.

c. The particulars of Trust and name, address, occupation and nationality of Trustees and their relationship with the Promoters, Directors or Key Managerial Personnel (KMP), if any:

- i) Particulars of Trust: An Irrevocable Trust is to be set-up with the name "DBO Employees Welfare Trust" having its office at such place as may be decided by the Board.
- ii) Particulars of Trustee: The Trustee(s) of the Trust would be appointed by the Board/ NRC and in compliance with the applicable provisions of the Act and the SEBI SBEB Regulations. A person shall not be appointed as a Trustee, if he/she is a director, key managerial personnel or promoter of the Company or its Group company(ies) including its Subsidiary / Associate Company(ies) or any relative of such director, key managerial personnel or promoter or if he/she beneficially holds 10% or more of the paid-up share capital of the Company.

d. Any interest of Key Managerial Personnel, Directors or Promoters in such ESOS 2025 or Trust and effect thereof:

As per the SEBI SBEB Regulations and terms of ESOS 2025, the Promoters and Independent Directors of the Company are not entitled to any stock options. The key managerial personnel and non-promoter directors of the Company may be deemed to be concerned or interested in ESOS 2025 to the extent of the number of stock options that may be granted to them pursuant to ESOS 2025.

e. The detailed particulars of benefits which will accrue to the employees from the implementation of ESOS 2025:

The eligible employees shall be granted stock options under ESOS 2025 which would vest subject to vesting conditions. After vesting and on exercise of the stock options, the Trust/ Trustees shall transfer the corresponding number of equity shares to the employees at the pre-determined exercise price as per the terms of the grant. The employees would get the benefit on sale of equity shares depending on sale price of such equity shares.

f. The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the ESOS 2025 would be exercised:

The voting rights in respect of the equity shares will be exercised by the employees on transfer of

equity shares by the Trust to them upon exercise of the stock options. The Trustees of the Trust shall not vote in respect of the equity shares held by the Trust. As the ESOS 2025 provides for issue of shares to be offered to persons other than existing shareholders of the Company, consent of the shareholders is being sought pursuant to Section 62(1) and all other applicable provisions, if any, of the Act and relevant SEBI SBEB Regulations.

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 Regulations.

A draft copy of the Scheme will be available for inspection without any fee by the members from the date of circulation of this Notice up to the date of conclusion of voting.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent they may be lawfully granted Options under the Scheme.

Your Board of Directors recommends the Special Resolutions set forth as Item Nos. 2 to 4 of the notice for your approval.

Item No. 5

Mr. Vijay Kumar Goel, who was appointed as Chairman and Executive Director by the members through special resolution at the 2nd Annual General Meeting of the Company held on September 26, 2022, to hold office for a period of 3 (three) consecutive years commencing from May 05, 2022 to May 04, 2025. Further, the shareholders had authorised the Board to alter and vary the terms and conditions of their appointment, including remuneration and increments payable to him from time to time, subject to such remuneration being within the limits specified in the provisions of Section 197 of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, proposed to amend the terms of managerial remuneration paid / payable to Mr. Vijay Kumar Goel, subject to the approval of members/shareholders.

As per the proposed amendment, in case the profits of the Company are inadequate at any time during the remaining tenure of Mr. Vijay Kumar Goel, Chairman and Executive Director of the Company, he shall be paid the remuneration including salary, perquisites, allowances as approved by the shareholders in the Annual General Meeting held on

September 26, 2022 as minimum remuneration. Further, the other terms and condition of his appointment shall remain the same as approved in the 2nd Annual General Meeting. The above mentioned minimum remuneration shall be paid to him even if it exceeds the various limits mentioned in the Company Law.

The details as prescribed in Schedule V of the Companies Act, 2013 are mentioned in Annexure A to the attached notice.

None of Directors or Key Managerial Personnel except Mr. Vijay Kumar Goel himself, Mr. Gautam Goel, Managing Director and Chief Executive Officer of the Company and Mrs. Bindu Vashist Goel, Director, being relative of Mr. Vijay Kumar Goel are interested in this resolution.

The Board recommends the special resolution as set out in Item no. 05 of this notice for the approval of members.

Item No. 6

Mr. Gautam Goel, who was appointed as Managing Director by the members through special resolution at the 2nd Annual General Meeting of the Company held on September 26, 2022, to hold office for a period of 3 (three) consecutive years commencing from May 05, 2022 to May 04, 2025. Further, the shareholders had authorised the Board to alter and vary the terms and conditions of their appointment, including remuneration and increments payable to him from time to time, subject to such remuneration being within the limits specified in the provisions of Section 197 of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). He is currently designated as Managing Director and Chief Executive Officer of the Company.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, proposed to amend the terms of managerial remuneration paid / payable to Mr. Gautam Goel, subject to the approval of members/shareholders.

As per the proposed amendment, in case the profits of the Company are inadequate at any time during the remaining tenure of Mr. Gautam Goel, Managing Director and Chief Executive Officer of the Company, he shall be paid the remuneration including salary, perquisites, allowances as approved by the shareholders in the Annual General Meeting held on September 26, 2022 as minimum remuneration. Further, the other terms and condition of his appointment shall remain the same as approved in the 2nd Annual General Meeting. The above-mentioned minimum remuneration shall be paid to him even if it exceeds the various limits mentioned in the Company Law.

The details as prescribed in Schedule V of the Companies Act, 2013 are mentioned in Annexure A to the attached notice.

None of Directors or Key Managerial Personnel except Mr. Gautam Goel himself, Mr. Vijay Kumar Goel, Chairman of the Company and Mrs. Bindu Vashist Goel, Director, being relative of Mr. Gautam Goel are interested in this resolution.

The Board recommends the special resolution as set out in Item no. 06 of this notice for the approval of members.

Item No. 7

Mr. Ashwani Kumar Gupta was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Schedule IV of the Act and rules made thereunder, by the Members at the Extra-ordinary General Meeting of the Company held on May 13, 2022 for a period of three (3) consecutive years commencing from April 19, 2022. As per Section 149 (11) of the Act, an Independent Director may hold office for two terms of up to 5 (five) consecutive years each. Mr. Ashwani Kumar Gupta is also designated as Vice Chairman of the Company.

He fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the Listing Regulations. The Nomination and Remuneration Committee (NRC), after taking into account his performance evaluation during his first term of 3 (three) years and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board his reappointment for a second term of 5 (five) years. In view of the above, the NRC and the Board are of the opinion that Mr. Ashwani Kumar Gupta possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint him as an Independent Director.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) provide that no listed Company shall appoint a person or continue the directorship of any person as a Non- Executive Director who has attained the age of 75 (seventy-five) years unless it is approved by the members by passing a special resolution to that effect. Accordingly, Mr. Ashwani Kumar Gupta will attain the age of 75 years on August 25, 2029 and hence, continuation of his directorship beyond the age of 75 years requires the approval of members by way of a special resolution.

Based on the recommendation of the NRC, the Board, recommended the reappointment of Mr. Ashwani Kumar Gupta as a Non-Executive Independent Director, not liable to retire by rotation, for a second term of 5 (five) consecutive years effective April 18, 2025 up to April 17, 2030 (both days inclusive). The Company has received all statutory disclosures / declarations, including consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (Appointment Rules), intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (1) and (2) of Section 164 of the Act, declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act, declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular

No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority, confirmation 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 duties as an Independent Director of the Company, and a notice in writing by a member proposing his candidature under Section 160(1) of the Act. A confirmation has also been received that he had not been a partner of a firm that had transactions during the last three financial years with the Company or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

The resolution seeks the approval of members for the reappointment of Mr. Ashwani Kumar Gupta as an Independent Director and Vice Chairman of the Company, for a second term of 5 (five) years effective April 18, 2025 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the Listing Regulations and SS-2 are provided in additional information section of this Notice.

No director, KMP or their relatives except Mr. Ashwani Kumar Gupta, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 07.

The Board recommends the special resolution as set out in Item no. 07 of this notice for the approval of members.

Item No. 8

Mrs. Ruchika Amrish Mehra Kothari was appointed as an Independent Woman Director of the Company pursuant to Section 149 of the Act, read with the Schedule IV of the Act and rules made thereunder, by the Members at the Extra-ordinary General Meeting of the Company held on May 13, 2022 for a period of three (3) consecutive years commencing from April 19, 2022. As per Section 149(11) of the Act, an Independent Director may hold office for two terms of up to 5 (five) consecutive years each.

She fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the Listing Regulations. The Nomination and Remuneration Committee (NRC), after taking into account her performance evaluation during her first term of 3 (three) years and considering her knowledge, acumen, expertise, experience, has recommended to the Board her reappointment for a second term of 5 (five) years. In view of the above, the NRC and the Board are of the opinion that Mrs. Ruchika Amrish Mehra

Kothari possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint her as an Independent Director.

Based on the recommendation of the NRC, the Board, recommended the reappointment of Mrs. Ruchika Amrish Mehra Kothari as a Non Executive Independent Woman Director, not liable to retire by rotation, for a second term of 5 (five) years effective April 18, 2025 up to April 17, 2030 (both days inclusive). The Company has received all statutory disclosures / declarations, including consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (Appointment Rules), intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (1) and (2) of Section 164 of the Act, declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act, declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority, confirmation 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 duties as an Independent Director of the Company, and a notice in writing by a member proposing his candidature under Section 160(1) of the Act. A confirmation has also been received that he had not been a partner of a firm that had transactions during the last three financial years with the Company or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

In the opinion of the Board and based on its evaluation, Mrs. Ruchika Amrish Mehra Kothari fulfils the conditions specified in the Act, and Rules made thereunder and Listing Regulations for her reappointment as an Independent Director of the Company and she is independent of the Management of the Company. The Board considers that the continued association of Mrs. Ruchika Amrish Mehra Kothari would be of immense benefit to the Company, and it is desirable to continue to avail her services as an Independent Woman Director.

The resolution seeks the approval of members for the reappointment of Mrs. Ruchika Amrish Mehra Kothari as an Independent Director of the Company, for a second term of 5 (five) years effective April 18, 2025 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and her office shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the Listing Regulations and SS-2 are provided in additional information section of this Notice.

No director, KMP or their relatives except Mrs. Ruchika Amrish Mehra Kothari, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 08.

The Board recommends the special resolution as set out in Item no. 08 of this notice for the approval of members.

Item No. 9

Mr. Samir Thukral was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Schedule IV of the Act and rules made thereunder, by the Members at the Extra-ordinary General Meeting of the Company held on May 13, 2022 for a period of three (3) consecutive years commencing from April 19, 2022. As per Section 149(11) of the Act, an Independent Director may hold office for two terms of up to 5 (five) consecutive years each.

He fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the Listing Regulations. The Nomination and Remuneration Committee (NRC), after taking into account his performance evaluation during his first term of 3 (three) years and considering his knowledge, acumen, expertise, experience, has recommended to the Board his reappointment for a second term of 5 (five) years. In view of the above, the NRC and the Board are of the view that Mr. Samir Thukral possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint him as an Independent Director.

Based on the recommendation of the NRC, the Board, recommended the reappointment of Mr. Samir Thukral as a Non Executive Independent Director, not liable to retire by rotation, for a second term of 5 (five) years effective April 18, 2025 up to April 17, 2030 (both days inclusive). The Company has received all statutory disclosures / declarations, including consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (Appointment Rules), intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (1) and (2) of Section 164 of the Act, declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act, declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority, confirmation 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 duties as an Independent Director of the Company, and a notice in writing by a member proposing his

candidature under Section 160(1) of the Act. A confirmation has also been received that he had not been a partner of a firm that had transactions during the last three financial years with the Company or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

In the opinion of the Board and based on its evaluation, Mr. Samir Thukral fulfils the conditions specified in the Act, and Rules made thereunder and Listing Regulations for his reappointment as an Independent Director of the Company and he is independent of the Management of the Company. The Board considers that the continued association of Mr. Samir Thukral would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director.

The resolution seeks the approval of members for the reappointment of Mr. Samir Thukral as an Independent Director of the Company, for a second term of 5 (five) years effective April 18, 2025 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the Listing Regulations and SS-2 are provided in additional information section of this Notice.

No director, KMP or their relatives except Mr. Samir Thukral, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 09.

The Board recommends the special resolution as set out in Item no. 09 of this notice for the approval of members.

Item No. 10

Mr. Vishal Saluja was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Schedule IV of the Act and rules made thereunder, by the Members at the Extra-ordinary General Meeting of the Company held on May 13, 2022 for a period of three (3) consecutive years commencing from April 19, 2022. As per Section 149(11) of the Act, an Independent Director may hold office for two terms of up to 5 (five) consecutive years each.

He fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the Listing Regulations. The Nomination and Remuneration Committee (NRC), after taking into account his performance evaluation during his first term of 3 (three) years and considering his knowledge, acumen, expertise, experience, has recommended to the Board his reappointment for a second term of 5 (five) years. In view of the above, the NRC and the Board are of the opinion that Mr. Vishal Saluja

possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint him as an Independent Director.

Based on the recommendation of the NRC, the Board, recommended the reappointment of Mr. Vishal Saluja as a Non Executive Independent Director, not liable to retire by rotation, for a second term of 5 (five) years effective April 18, 2025 up to April 17, 2030 (both days inclusive). The Company has received all statutory disclosures / declarations, including consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (Appointment Rules), intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (1) and (2) of Section 164 of the Act, declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act, declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority, confirmation 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 duties as an Independent Director of the Company, and a notice in writing by a member proposing his candidature under Section 160(1) of the Act. A confirmation has also been received that he had not been a partner of a firm that had transactions during the last three financial years with the Company or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

In the opinion of the Board and based on its evaluation, Mr. Vishal Saluja fulfils the conditions specified in the Act, and Rules made thereunder and Listing Regulations for his reappointment as an Independent Director of the Company and he is independent of the Management of the Company. The Board considers that the continued association of Mr. Vishal Saluja would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director.

The resolution seeks the approval of members for the reappointment of Mr. Vishal Saluja as an Independent Director of the Company, for a second term of 5 (five) years effective April 18, 2025 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the Listing Regulations and SS-2 are provided in additional information section of this Notice.

No director, KMP or their relatives except Mr. Vishal Saluja, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 10.

The Board recommends the special resolution as set out in Item no. 10 of this notice for the approval of members.

Item No. 11

Mr. Kishor Shah was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Schedule IV of the Act and rules made thereunder, by the Members at the Extra-ordinary General Meeting of the Company held on May 13, 2022 for a period of three (3) consecutive years commencing from April 19, 2022. As per Section 149(11) of the Act, an Independent Director may hold office for two terms of up to 5 (five) consecutive years each.

He fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the Listing Regulations. The Nomination and Remuneration Committee (NRC), after taking into account his performance evaluation during his first term of 3 (three) years and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board his reappointment for a second term of 5 (five) years. In view of the above, the NRC and the Board are of the opinion that Mr. Kishor Shah possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint him as an Independent Director.

Based on the recommendation of the NRC, the Board, recommended the reappointment of Mr. Kishor Shah as a Non Executive Independent Director, not liable to retire by rotation, for a second term of 5 (five) years effective April 18, 2025 up to April 17, 2030 (both days inclusive). The Company has received all statutory disclosures / declarations, including consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (Appointment Rules), intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (1) and (2) of Section 164 of the Act, declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act, declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange

Board of India or any other such authority, confirmation 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 duties as an Independent Director of the Company, and a notice in writing by a member proposing his candidature under Section 160(1) of the Act. A confirmation has also been received that he had not been a partner of a firm that had transactions during the last three financial years with the Company or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

In the opinion of the Board and based on its evaluation, Mr. Kishor Shah fulfils the conditions specified in the Act, and Rules made thereunder and Listing Regulations for his reappointment as an Independent Director of the Company and he is independent of the Management of the Company. The Board considers that the continued association of Mr. Kishor Shah would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director.

The resolution seeks the approval of members for the reappointment of Mr. Kishor Shah as an Independent Director of the Company, for a second term of 5 (five) years effective April 18, 2025 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the Listing Regulations and SS-2 are provided in additional information section of this Notice.

No director, KMP or their relatives except Mr. Kishor Shah, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 11.

The Board recommends the special resolution as set out in Item no. 11 of this notice for the approval of members.

By the order of the Board of Directors
For **Dhampur Bio Organics Limited**

Gautam Goel
Managing Director and Chief Executive Officer
DIN : 00076326

Date: April 02, 2025

Place: New Delhi

1. The details as required under Schedule V of the Companies act, 2013:

General information:

- (1) **Nature of industry:** The Company is engaged in dealing and manufacturing of sugar, power and industrial alcohol, ethanol, chemicals and potable alcohol.
- (2) **Date or expected date of commencement of commercial production:** Existing Company. Date of Incorporation: October 26, 2020.
- (3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** NA
- (4) **Financial performance based on given indicators**

(Rs. in Crores)

Particulars	Consolidated 2023-24	Standalone 2023-24
Revenue from operations	2394.42	2361.16
Profit before finance costs, tax, depreciation and amortization, exceptional items and other comprehensive income	160.30	161.60
Less: Finance costs	45.33	45.27
Less: Depreciation and Amortization expense	49.48	49.46
Profit before Tax after exceptional items	65.49	66.87
Provision for Tax	19.00	18.05
Net Profit for the year	46.49	48.82

- (5) **Foreign investments or collaborations, if any:** As on March 31, 2024, investment of the Company in the equity shares of Dhampur International Pte Ltd. (DIPL), its wholly owned subsidiary based in Singapore, is Rs. 53.59 Crores.

2. Brief information of the Directors as required under Schedule V of the Companies Act, 2013

S.No	Particulars	Mr. Vijay Kumar Goel	Mr. Gautam Goel
1.	Background details along with the job profile and his suitability	Mr. Vijay Kumar Goel was the chairman and promoter of the undivided Company and was on the Board since 1960. He has been the President of the Indian Sugar Mills Association and the Indian Sugar Export Corporation. With over 65 years of experience in the sugar industry, he has spearheaded several technological innovations in the industry. His ethos of social responsibility has always motivated the Company and continues to inspire our CSR endeavors.	Mr. Gautam Goel is the MD & CEO and promoter of the Company. Prior to demerger, he was the Managing Director of Undivided Company from 1994 to 2021. With over 30 years of business experience, he led initiatives that made the Undivided Company one of India's largest biomass-based renewable energy producers. He is currently serving as President of the Indian Sugar and Bio-energy Manufacturers Association (ISMA), having also held two previous terms as Vice President, and was Chairman of Indian Sugar Exim Corporation (ISEC) in 2012.
2.	Past remuneration	He was paid a total remuneration of Rs. 1.73 crores in the financial year 2023-24	He was paid a total remuneration of Rs. 2.76 crores in the financial year 2023-24

S.No	Particulars	Mr. Vijay Kumar Goel	Mr. Gautam Goel
3.	Recognition or awards	Lifetime achievement Award was given to Mr. Vijay Kumar Goel at the event organized by Uttar Pradesh Sugar Mills Association.	-
4.	Remuneration proposed	As stated above in the Item No. 5 of the explanatory statements.	As stated above in the Item No. 6 of the explanatory statements.
5.	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. Vijay Kumar Goel, the responsibilities shouldered by him, the remuneration drawn by him commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.	Taking into consideration the size of the Company, the profile of Mr. Gautam Goel, the responsibilities shouldered by him, the remuneration drawn by him commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
6.	Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	Mr. Vijay Kumar Goel has a pecuniary relationship with the Company as far as it relates to his own remuneration. He is related to Mr. Gautam Goel as his father.	Mr. Gautam Goel has a pecuniary relationship with the Company as far as it relates to his own remuneration. He is related to Mr. Vijay Kumar Goel as his son and to Mrs. Bindu Vashist Goel as her spouse. Further, he currently holds 78,60,446 equity shares in the Company.
Other Information :			
1.	Reasons of loss or inadequate profits	The company's operations and financial profits have been adversely impacted due to industry wise phenomena in the state of Uttar Pradesh on account of lower sugar cane yield, low sugarcane recovery, mainly caused by weather conditions and infestations of diseases in sugarcane.	
2.	Steps taken or proposed to be taken for improvement	The management is implementing a range of strategic and operational initiatives including cane development activities to enhance the company's profitability.	
3.	Expected increase in productivity and profits in measurable terms	The management is confident that these strategic initiatives including cane development activities, will drive significant improvements in margins due to reduction in cost of production leading to enhanced profitability for the company. However, it is extremely difficult to forecast any profit numbers under the uncertain situation.	



Mittal Gupta & Co.

Chartered Accountants

10/437 Khalasi Civil Lines, Kanpur -208001

Tel: 0512-3158490 E-mail: mgco@mgcoca.in

To,

The Board of Directors,
Dhampur Bio Organics Limited
Sugar Mill Compound, Village Asmoli,
Sambhal, U.P. - 244304

Sub: Certificate under Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. This certificate is issued in accordance with the terms of our engagement
2. We have been requested by the management of the **Dhampur Bio Organics Limited** ("the Company or DBOL") to issue certificate certifying the compliance with the conditions mentioned in sub regulation (1) of Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 w.r.t proposal for change in name of the Company from **Dhampur Bio Organics Limited** to **Divija Bio Organics Limited**.

Management Responsibility:

3. The management of the Company is responsible for the preparation and maintenance of all accounting and other records and documents supporting the particulars as mentioned in this certificate. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The management is also responsible for ensuring that the Company complies with the requirements of the Regulation.

Practitioner's Responsibility

5. Our responsibility is to provide a reasonable assurance, based on the procedures performed and evidence obtained, as to whether anything has come to our attention that causes us to believe that the particulars as mentioned in this certificate is not in accordance with the underlying supporting documents maintained by the Company.
6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.



7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Certificate

8. Based on the procedures performed as outlined above and the representation provided to us and on the basis of our examination of the records and according to the information and explanation given to us, pursuant to the requirements of Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we do hereby certify that:
 - a. Time period of at least one year has elapsed from the last name change: The Company's name was changed on 21st April, 2021. Accordingly, the time period of more than one year has elapsed from the last name change.
 - b. At least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity/ project suggested by the new name: **Not Applicable, since there is no change in the activity/ project of the Company. As explained by the management, the change of name is part of corporate rebranding exercise and not due to any new activity.**
 - c. The Amount invested in the new activity/ project is at least fifty percent of the assets of the listed entity: **Not Applicable, since there is no change in the activity/ project of the Company.**

This certificate is issued at the request of the Company pursuant to the requirements of Regulation 45(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for onwards submission to the Stock Exchange, where the equity shares of the Company are listed.

For Mittal Gupta & Company

Chartered Accountants

FRN: 01874C


Bihari Lal Gupta

(Bihari Lal Gupta, Chartered Accountant)

Membership No.: 073794

Date : 02/04/2025

Place :Kanpur

UDIN : 25073794BMOKVI9160

Brief Profiles of Directors as required under regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and in terms of Secretarial Standard-2 issued by the Institute of Company Secretaries of India in respect of the Director seeking re-appointment through Postal Ballot

No.	Particulars	Ashwani Kumar Gupta	Ruchika Amrish Mehra Kothari	Samir Thukral	Vishal Saluja	Kishor Shah
1	Date of Birth	25.08.1954	16.07.1972	06.12.1959	21.01.1967	06.02.1964
2	Age	70 years	52 years	65 years	58 years	61 years
3	Date of First Appointment	19.04.2022	19.04.2022	19.04.2022	19.04.2022	19.04.2022
4	Date of Appointment	18.04.2025	18.04.2025	18.04.2025	18.04.2025	18.04.2025
5	Qualification	Chartered Accountant	B. Com from Sydenham College of Commerce, Mumbai and Diploma in Marketing from London School of Fashion, England	MBA, Ohio University, USA	MBA, Stanford University California	Chartered Accountant
6	Experience and Expertise in specific Functional Areas. In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirement.	Mr. Ashwani Kumar Gupta has vast experience of more than 40 years in the field of the Finance, Treasury, Real Estate, Securitization, Reconstruction of Assets. He is expert in Sugar, Hospitality and leasing Industry and has been on the Board of various prestigious Companies. He has been Government Nominee on the Board of Joint Sector Companies and RBI nominee on the Board of Bank.	Mrs. Ruchika Mehra Kothari is director of Rmbay Exports Private Limited and has more than 30 years of experience in marketing, designing.	Mr. Samir Thukral is an entrepreneur with businesses having interest in Sugar, Real Estate Development and Consulting	Mr. Vishal Saluja is a highly experienced investment veteran with 20-year investment track record. He has founded and successfully ran two healthcare focused hedge funds over a 14-year period. Cumulatively raised over \$1 billion in assets under management and delivered double-digit gross returns for large institutional clients. He has 5 years of experience as strategy consultant working with C-suite executives on growth and portfolio restructuring initiatives.	Mr. Kishor Shah is a Chartered Accountant with Corporate experience of over two decades in the field of finance. He has served as Director and CFO of leading sugar company.. He has vast experience of Sugar industry. He is founder of Aamara Capital and takes interest in capital market, management consulting and strategic advisory.
7	List of other public Limited Companies in which directorships held.	Mani Capitals Limited	NIL	NIL	NIL	GKW Limited Bhagiradha Chemicals and Industries Limited

No.	Particulars	Ashwani Kumar Gupta	Ruchika Amrish Mehra Kothari	Samir Thukral	Vishal Saluja	Kishor Shah
8 Chairman/Member of the Committees of the Board of Directors of the Company						
a	Audit Committee	Dhampur Bio Organics Limited (Member)	NIL	Dhampur Bio Organics Limited (Member)	Dhampur Bio Organics Limited (Member)	GKW Limited (Chairman) Bhagiradha Chemicals and Industries Limited (Member) Dhampur Bio Organics Limited (Chairman)
b	Stakeholder Relationship Committee	Dhampur Bio Organics Limited (Chairman)	Dhampur Bio Organics Limited (Member)	NIL	NIL	Dhampur Bio Organics Limited (Member) Bhagiradha Chemicals and Industries Limited (Member)
9	No. Of Equity Shares held in the Company	NIL	NIL	NIL	NIL	NIL
10	Number of Board Meetings attended during the year	4 meetings	2 meetings	4 meetings	4 meetings	4 meetings
11	Terms and Conditions of appointment / reappointment along with remuneration sought to be paid.	Approval of members has been sought in item no 7 of this notice.	Approval of members has been sought in item no 8 of this notice.	Approval of members has been sought in item no 9 of this notice.	Approval of members has been sought in item no 10 of this notice.	Approval of members has been sought in item no 11 of this notice.
12	Remuneration last drawn*	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
13	Relationship with other Directors, Manager and Key Managerial Personnel	None	None	None	None	None

* Commission and sitting fees for attending the meeting of Board and its committees were paid to the Independent Directors.