

**NOTICE TO THE SHAREHOLDERS**

Notice is hereby given that the **86<sup>th</sup>** Annual General Meeting of The Delhi Safe Deposit Co. Ltd. will be held on **Saturday, the 28<sup>th</sup> September, 2024 at 10.00 A.M.** through Video Conference (VC/ Other Audio-Visual means (OAVM) to transact following business:

**Ordinary Business**

1. To consider and adopt the audited financial statements of the Company for the year ended 31<sup>st</sup> March, 2024 and report of Directors & Auditors thereon.
2. To appoint Mrs. Sarvjeet Seth (DIN 01846774), Director of the Company, who retires by rotation and being eligible offers herself for re-appointment.
3. To declare dividend for the financial year ended 31<sup>st</sup> March, 2024.
4. To appoint Statutory Auditors and to fix their remuneration and in this regard, pass the following resolution as an Ordinary Resolution

**“RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and RBI guidelines on appointment of Statutory Auditors of banks and NBFCs (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Singh Gurpreet & Co., Chartered Accountants (FRN: 031763N), be and are hereby appointed as the Statutory Auditors of the Company for a period of 05 years from the conclusion of 86th Annual General Meeting till the conclusion of the 91st Annual General Meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including committee thereof) be and is hereby authorised to fix the remuneration payable to the Statutory Auditors of the Company, from time to time including travelling and out of pocket expenses incurred in connection with the audit, in addition to taxes as applicable, during the appointed period.”

**Special Business**

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

**“RESOLVED THAT** pursuant to provisions of sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Schedule V of the Companies Act, 2013, approval of the Shareholders be and is hereby accorded for the re-appointment of Shri Vijay Kumar Gupta (DIN: 00243413) as the Managing Director/CEO of the Company for a period of five years with effect from August 07, 2024 till August 06, 2029 upon the terms and conditions including remuneration payable to him as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board and Shri Vijay Kumar Gupta.

**RESOLVED FURTHER THAT** the approval of the Shareholders be and is hereby also accorded for approval in case, for any financial year, the remuneration payable to Sh. Vijay Kumar Gupta exceeds the overall ceiling of the total managerial remuneration as provided under section 197 or Schedule V of the Companies Act, 2013 (in case of no profit or inadequate profit of the Company for such financial year) or such other limits as may be prescribed from time to time.”

**RESOLVED FURTHER THAT** Shri Vijay Krishna Shunglu, Chairman of the Company or the Company Secretary, Ms. Himani Sharma, be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to provisions of section 152 read with Rule 8,9 and 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and provisions of the Articles of Association of the Company, approval of the Shareholders be and is hereby accorded to appoint Ms. Kavita Kalwaney (DIN: 08183551) as the Executive Director of the Company, in addition to her present position as the Chief Financial Officer, for a term of 5 years with effect from August 02, 2024 till August 01, 2029 upon the terms and conditions including remuneration payable to her as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board and Ms. Kavita Kalwaney.

**RESOLVED FURTHER THAT** the approval of the Shareholders be and is hereby also accorded for approval in case, for any financial year, the remuneration payable to Ms. Kavita Kalwaney exceeds the overall ceiling of the total managerial remuneration as provided under section 197 or Schedule V of the Companies Act, 2013 (in case of no profit or inadequate profit of the Company for such financial year) or such other limits as may be prescribed from time to time.”

**RESOLVED FURTHER THAT** Shri Vijay Kumar Gupta, Managing Director/CEO of the Company be and is hereby authorized to file the requisite form/s with the Registrar of Companies, to make necessary entries in the statutory registers of the Company and to do all the acts/deeds/things as deem fit to give effect to this resolution. ”

7. To consider and, if thought fit, to pass the following resolution as a Ordinary Resolution: -

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date, and other applicable Rules, if any, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Company’s policy on Related Party Transactions, the approval of Shareholders be and is hereby accorded to approve all contract(s)/ agreement(s)/ arrangement(s)/transaction(s), including financing of funds in the form of loan(s)/advance(s)/book debt(s) or otherwise, to be entered into with “DSD Enterprises Private Limited” which is a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provided that the value under such contract(s)/agreement(s)/ arrangement(s)/transaction(s) on arm’s length basis shall not, at any time, exceed Rupees Two Crores in aggregate.

**RESOLVED FURTHER THAT** Shri Vijay Kumar Gupta, Managing Director/CEO of the Company be and is hereby authorized to do all the acts/deeds/things as deem fit to give effect to this resolution.”

**Place: New Delhi**  
**Dated:17.08.2024**

**By Order of the Board**

**Vijay Kumar Gupta**  
**Managing Director/ CEO**  
**DIN: 00243413**

## **NOTES:**

1. Pursuant to the General Circular No. 10/2022 dated December 28, 2022 and September 25, 2023 issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. In line with MCA Circulars and SEBI Circulars, the Annual Report for the financial year 2023-24 along with Notice of 86<sup>th</sup> AGM of the Company inter-alia indicating the process and manner of e-voting are being sent only by electronic mode to those members whose email IDs are registered with the Company/Depository Participant(s) for communication. Members may note that the aforesaid documents may also be downloaded from the Company's website [www.dsdgroup.co.in](http://www.dsdgroup.co.in) and the website of Metropolitan Stock Exchange of India Limited (MSE). In line with MCA Circulars, the Company has enabled a process for the limited purpose of receiving the AGM Notice and Annual Report (including remote e-voting instructions) electronically.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
7. Members may also note that the Notice calling the AGM has been uploaded on the website of the Company at <https://www.dsdgroup.co.in>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. MSEI at <https://www.msei.in> and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their names, demat account no./folio number, email ID, mobile number at [delsafe@dsdgroup.co.in](mailto:delsafe@dsdgroup.co.in) during the period 23<sup>rd</sup> September 2024 9.00 AM till 25<sup>th</sup> September 2024 5.00 PM. Same will be replied by the Company suitably.
9. The Register of Members and the Share Transfer books of the Company will remain closed from, Saturday, 21<sup>st</sup> September, 2024 to Saturday, 28<sup>th</sup> September, 2024 (both days inclusive).
10. The Board of Directors has appointed Mr. Abhishek Jain, Company Secretary (Membership No. FCS-11233), as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
11. In terms of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations, 2015, the Company is providing facility to exercise votes on the items of business given in the notice through electronic voting system, to members holding shares as on **21<sup>st</sup> September, 2024** (End of Day) being the cut-off date ("Record date") fixed for determining voting rights of members entitled to participate in the e-voting process through the e-voting platform provided by National Securities Depository Limited. The e-voting rights of the members/beneficiary owners shall be reckoned on the equity shares held by them as on **21<sup>st</sup> September, 2024** i.e. cut-off date for the purpose. Person who is not a member as on the cut-off date should treat this Notice for information purposes only. The instructions to E-voting form part of Notice.

12. Pursuant to section 125 (C) of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF), the Company has transferred unclaimed dividend for the financial year ended 31.03.2016 to IEPF on 16<sup>th</sup> November, 2023. The details are available on the website of the Company.

The Company has also transferred 9720 shares in respect of which dividend has not been claimed/encashed for 7 consecutive years or more following the prescribed procedure on 30<sup>th</sup> November, 2023. The shares and dividend so transferred can be claimed from the IEPF after complying with the prescribed requirement. As per the Rules, the holder of such shares cannot exercise any of the rights attached to the shares unless the share are reclaimed from IEPF.

The following are the details of the dividend declared by the Company but not claimed/encashed and the respective due dates for transfer of such dividend to IEPF if remained unpaid/unencashed for 7 years or more:

S. No.	Date of Declaration of Dividend	Dividend for the year	Due date for transfer to the IEPF
1	23.09.2017	2016-17	30.10.2024
2	22.09.2018	2017-18	30.10.2025
3	30.09.2019	2018-19	06.11.2026
4	30.09.2020	2019-20	06.11.2027
5	30.09.2021	2020-21	-
6	30.09.2022	2021-22	-
7	26.08.2023	2022-23	-

It may be noted that no claim of the shareholders will be entertained for such dividends or shares after their transfer to the credit of the IEPF. The shareholders are advised to contact the Company before the above given due dates for encashment of their unpaid dividend.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Wednesday, 25<sup>th</sup> September 2024 at 9:00 A.M. and ends on Friday, 27<sup>th</sup> September 2024 at 05.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 21<sup>st</sup> September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 21<sup>st</sup> September, 2024.





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

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

#### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting and joining virtual meeting 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider</b> i.e. <b>NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider</b> i.e. <b>NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 20px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider</b> i.e. <b>NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol>

	<p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 or joining virtual meeting & voting during the meeting.

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.

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting 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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDLor CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demataccount with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - 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 and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting"
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 [csabhishek2@gmail.com](mailto:csabhishek2@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [delsafe@dsdgroup.co.in](mailto:delsafe@dsdgroup.co.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [delsafe@dsdgroup.co.in](mailto:delsafe@dsdgroup.co.in) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding security in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [delsafe@dsgroup.co.in](mailto:delsafe@dsgroup.co.in). The same will be replied by the company suitably.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF THE FOLLOWING RESOLUTION**

**Item No.5**

The term of the appointment of Shri Vijay Kumar Gupta as the Managing Director/CEO of the Company expired on August 06, 2024. The Board of Directors of the Company at their meeting held on 02<sup>nd</sup> August, 2024, based on the recommendation of the Nomination & Remuneration Committee, has approved the proposal of re-appointment of Shri Vijay Kumar Gupta as the Managing Director/CEO of the Company for a period of five years with effect from August 07, 2024 till August 06, 2029 subject to the approval of the Shareholders in a General Meeting. His remuneration has already been approved by the Nomination & Remuneration Committee and therefore, the Board proposes to seek approval of the Shareholders of the Company for the re-appointment and remuneration of Shri Vijay Kumar Gupta being the Managing Director/CEO of the Company as under: -

Salary: Rs.1,50,000/- per month (in the Salary Scale of Rs.1,50,000/- - Rs. 10,000/- - Rs. 2,30,000/-).

Perquisites and Allowances: As allowed to all other employees of the Company.

Previous Remuneration: Rs.1,30,000/- per month

The above proposed remuneration of Shri Vijay Kumar Gupta is not in excess of the prevailing comparative remuneration as to same industry, size of the Company and position profile.

Shri Vijay Kumar Gupta is effectively managing all the day-to-day affairs & activities of the Company and its businesses in all respects. He is associated with the Company since 1974 with an enriched experience of more than 45 years and is recognized for his leadership skills in effectively growing the businesses and clientele of the Company. In this view, it would be in the interest of the Company to continue his employment as the Managing Director.

Except Shri Vijay Kumar Gupta, none of the other Directors/ Key Managerial Personnel and their relatives is interested, financially or otherwise, in the resolution.

#### **Item No. 6**

The Board of Directors of the Company at their meeting held on 17<sup>th</sup> August, 2024, based on the recommendation of the Nomination & Remuneration Committee, has approved the proposal of the appointment of Ms. Kavita Kalwaney as the Executive Director of the Company with effect from August 02, 2024 till August 01, 2029 subject to the approval of the Shareholders in a General Meeting. Her remuneration has already been approved by the Nomination & Remuneration Committee and therefore, the Board proposes to seek approval of the Shareholders of the Company for the appointment and remuneration of Ms. Kavita Kalwaney as the Executive Director of the Company as under: -

Salary: Rs.1,30,000/- per month (in the Salary Scale of Rs.1,30,000/- - Rs.10,000/- - Rs.1,80,000/-).

Perquisites and Allowances: As allowed to all other employees of the Company.

Previous Remuneration: Rs.90,000/- per month

The above proposed remuneration of Ms. Kavita Kalwaney is not in excess of the prevailing comparative remuneration as to same industry, size of the Company and position profile.

Ms. Kavita Kalwaney is also effectively managing all the day-to-day affairs & activities of the Company and its businesses in all respects as Chief Financial Officer. She is associated with the Company since 1981 with an enriched experience of more than 42 years and has put herself to the growth of the Company. It would be in the interest of the Company to appoint her as an Executive Director of the Company in addition to Chief Financial Officer.

Except Ms. Kavita Kalwaney, none of the other Directors/ Key Managerial Personnel and their relatives is interested, financially or otherwise, in the resolution.

#### **Item No. 7**

The Company is registered with the Reserve Bank of India as a Non-Deposit Non-Banking Financial Company. The Company is also engaged in the business of trading. The management of the Company is planning to expand its trading activities in domestic market and abroad for increasing its income as well as profitability. With the expected increased turnover, the Company cannot to be able to meet its mandatory requirement of 50-50 test on comparison with its income from financial activities and thus, the Company is planning to operate its trading business in association with DSD Enterprises Pvt Ltd on income-sharing basis, thereby to avoid the violation of said mandatory requirement of RBI. The Board of Directors of the Company at meeting held on 17<sup>th</sup> August, 2024, based on the recommendation of the Audit Committee, has approved the proposal and hence, approval of the shareholders is being sought as ordinary resolution.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, particulars of the transactions with DSD Enterprises Private Limited are as follows:

Name of the Related Party	DSD Enterprises Private Limited
Name of the director or key managerial personnel who is related, if any	Shri Vijay Kumar Gupta Ms. Kavita Kalwaney
Nature of relationship	The entire shareholding of DSD Enterprises Pvt Ltd is owned by Shri Vijay Kumar Gupta and Ms Kavita Kalwaney who are Directors of this Company also.
Nature, material terms, monetary value and particulars of the contract or arrangements	Trading/Business activities, financing of funds in the normal course of business at arm's length on terms & conditions not detrimental to the interest of the Company.
Any other information relevant or important for the members to take a decision on the proposed resolution.	None

None of the other Directors, Key Managerial Personnel of the Company and their relatives, is concerned or interested, financially or otherwise, in the resolution.

#### ANNEXURE -A

Details of Directors seeking appointment/reappointment at the forthcoming Annual General Meeting [In pursuance of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.]

Name of Director	Mr. Vijay Kumar Gupta	Mrs. Sarvjeet Seth	Ms. Kavita Kalwaney
Date of Birth	04.02.1948	13.08.1944	13.07.1961
DIN	00243413	01846774	08183551
Date of Appointment/ Re- Appointment	01.10.1998	30.09.2019	02.08.2024
Type of Appointment	Re-Appointment as Managing Director & CEO of the Company	Liable to Retire by Rotation	Additional Director
Qualification	B.A., L.L. B	Graduate	Graduate
Expertise in specific functional area	Overall Corporate Functions	Having good knowledge of management affairs and adherence of Corporate Governance	Managing all day-today affairs & activities of the Company and its businesses in all respects.
Directorship held in other companies	DSD ENTERPRISES PRIVATE LIMITED	Ahvaan Education Foundation	DSD ENTERPRISES PRIVATE LIMITED
Memberships/Chairm anships of Committees of other Companies	None	None	None
Relationship with other Director/s	None	None	None
Number of Shares held in the Company	6,10,728	33,10,248	1,29,592

**Place: New Delhi**  
**Dated: 17.08.2024**

**By Order of the Board**

**Vijay Kumar Gupta**  
**Managing Director/ CEO**  
**DIN: 00243413**