



Dcc Infra Projects Limited

(Formerly Known as Diamond Construction Company)

Off : SCO 327-28 Sector-20, HUDA Market
Kaithal - 136027 (Haryana)
Ph. No.: 01746-222120
Web : <https://dipl.site>
E-mail : headoffice@dipl.site
CIN No. : U45500HR2021PLC095865

SHORTER NOTICE

NOTICE is hereby given that the Extraordinary General Meeting of **M/s DCC Infra Projects Limited** will be held on Friday, July 22, 2022 at SCO-327-328, Sector-20, Huda Market, Kaithal, Haryana 136027 at 11:00 A.M. to transact the following business:-

SPECIAL BUSINESS:

1. APPOINTMENT OF MR. GURBACHAN SINGH (DIN: 09644063) AS A DIRECTOR OF THE COMPANY

To consider and, if thought fit, approve with or without modification(s), the following resolution as an **Ordinary 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 thereunder (including and statutory modification(s) or re-enactment thereof for the time being in force) and provisions of the Articles of Association of the company and subject to the consent of shareholders of the company be and is hereby accorded to appoint **Mr. Gurbachan Singh (having DIN: 09644063)** as Director of the Company with effect from July 22, 2022.

FURTHER RESOLVED THAT any director of the company be and is hereby authorized to file E-Form DIR-12 with the Registrar of Companies, to take necessary as may be require and to do all such acts, things as may deem fit to give effect of this resolution."

2. APPOINTMENT OF MR. JAI PARKASH (DIN: 09661710) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and, if thought fit, approve with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all 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), **Mr. Jai Parkash (holding DIN: 09661710)**, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment of director of the company with the approval of shareholders for five consecutive years with effect from July 22, 2022 and whose office shall not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149 and 197 of the Companies Act, 2013 read with Schedule IV of thereof (including any statutory modification(s) or re-enactment thereof, for the time being in force), **Mr. Jai Parkash, Independent Director** of the Company be paid annually upto INR 20 Lac (Twenty Lac only) in the form of remuneration as per section 198 of



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the Companies Act, 2013 and Rules thereunder and as approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard”

3. APPOINTMENT OF MR. KHARATI LAL PASRICHA (DIN: 09646669) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and, if thought fit, approve with or without modification(s), the following resolution as a **Special Resolution:**

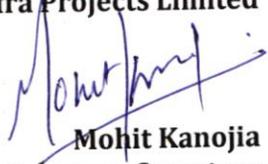
“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), **Mr. Kharati Lal Pasricha (holding DIN: 06466669)**, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment of director of the company with the approval of shareholders for five consecutive years with effect from July 22, 2022 and whose office shall not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149 and 197 of the Companies Act, 2013 read with Schedule IV of thereof (including any statutory modification(s) or re-enactment thereof, for the time being in force), **Mr. Kharati Lal Pasricha, Independent Director** of the Company be paid sitting fees within the limits prescribed under the Act and Rules thereunder and as approved by the Board of Directors of the Company, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of any expenses for participation in the board and other meetings

RESOLVED FURTHER THAT any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard”

Date: 20/07/2022
Place: Kaithal

By order of the Board of Directors
For DCC Infra Projects Limited


Mohit Kanojia
Company Secretary
M.No- 32853



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NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. The proxy, in order to be effective, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. The blank proxy form is enclosed herewith.
2. The explanatory statement setting out the material facts concerning the special business mentioned above, as required under Section 102 of the Companies Act, 2013 is annexed hereto.



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Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013

ITEM 1:

Mr. Gurbachan Singh (DIN: 09644063) will be appointed as Director of the Company w.e.f. July 22, 2022 on such terms & conditions as mutually decided by and between Mr. Gurbachan Singh & the Board, or any changes thereupon.

The Board recommends the resolution set out at Item-1 for the approval by the members of the company.

None of the directors are interested in the resolution.

ITEM 2:

The Company has received from **Mr. Jai Parkash**, a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Further, the provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into force with effect from April 01, 2014 which requires every Public Company fulfilling the prescribed criteria as laid down in Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint an Independent Director on its Board and the Independent Director shall not be included in the total number of directors for retirement by rotation. Accordingly, in terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors of the Company had appointed (subject to the approval of the members at the ensuing General Meeting), **Mr. Jai Parkash** as an Independent Director of the Company within the meaning of Section 2(47) read with Section 149(6) of the Companies Act, 2013 for a term of 5 consecutive years commencing from July 22, 2022.

Further, the company shall pay one-month advance remuneration, if shareholders will provide approval for the appointment.

In the opinion of the Board, **Mr. Jai Parkash**, who is proposed to be appointed as an Independent Director of the Company with effect from July 22, 2022 for a period of 5 years, fulfils the conditions specified under Section 149(6) and Schedule IV of the Companies Act 2013 and is Independent of the management. Considering his vast experience, his presence on the Board will be of immense value to the Company.

The Board recommends the resolution set out at Item-2 for the approval by the members of the company.

None of the directors are interested to the extent of his appointment.



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ITEM 3:

The Company has received from **Mr. Kharati Lal Pasricha**, a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Further, the provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into force with effect from April 01, 2014 which requires every Public Company fulfilling the prescribed criteria as laid down in Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint an Independent Director on its Board and the Independent Director shall not be included in the total number of directors for retirement by rotation. Accordingly, in terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors of the Company had appointed (subject to the approval of the members at the ensuing General Meeting), **Mr. Kharati Lal Pasricha** as an Independent Director of the Company within the meaning of Section 2(47) read with Section 149(6) of the Companies Act, 2013 for a term of 5 consecutive years commencing from July 22, 2022.

In the opinion of the Board, **Mr. Kharati Lal Pasricha**, who is proposed to be appointed as an Independent Director of the Company with effect from July 22, 2022 for a period of 5 years, fulfils the conditions specified under Section 149(6) and Schedule IV of the Companies Act 2013 and is Independent of the management. Considering his vast experience, his presence on the Board will be of immense value to the Company.

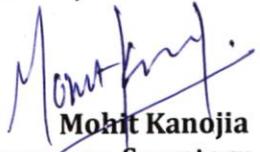
The Board recommends the resolution set out at Item-3 for the approval by the members of the company.

None of the directors are interested to the extent of his appointment.

**By order of the Board of Directors
For DCC Infra Projects Limited**

Date: 20/07/2022

Place: Kaithal


Mohit Kanojia
Company Secretary
M.No- 32853