



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

NOTICE

NOTICE is hereby given that the Extraordinary General Meeting of **M/s DCC Infra Projects Limited** will be held on Wednesday, March 29, 2024 at **SCO-327-328, Sector-20, Huda Market, Kaithal, Haryana 136027** at 03:00 P.M. to transact the following business:-

SPECIAL BUSINESS:

1. PAYMENT OF MANAGERIAL REMUNERATION IN EXCESS OF LIMIT PRESCRIBED UNDER SECTION 197 OF THE COMPANIES ACT, 2013

WHEREAS, the Board of Directors of the company deems it necessary and expedient to pay managerial remuneration to Mr. Harjit Singh and Mr. Baljit Singh, Whole time directors of the company in excess of limit prescribed under section 197 of the companies act, 2013 and to establish an overall limit for such remuneration in form of bonus or commission;

AND WHEREAS, the said managerial remuneration and establishment of an overall limit is proposed to align remuneration packages with industry standards, recognize exceptional performance, and incentivize achievement of corporate objectives;

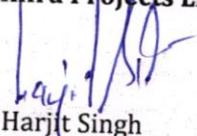
NOW, THEREFORE, BE IT RESOLVED THAT:

1. Pursuant to provisions of section 197 and any other applicable provisions, if any, of the Companies Act, 2013 read with schedule V to the Act and rules made thereunder, including any statutory modification thereof, or any other law and subject to the approval of the shareholders in the general meeting, the increase in managerial remuneration for Mr. Harjit Singh, Whole Time Director and Mr. Baljit Singh, Whole Time Director in excess of limit prescribed under section 197 of the Companies Act, 2013, be and is hereby approved.
2. The Board of Directors is hereby authorize to increase the managerial remuneration for Mr. Harjit Singh and Mr. Baljit Singh, director up to maximum of Rs 5,00,00,000 (Rupees Five Crore) per annum each, inclusive of all components such as salary, bonus, commission, allowances and other benefits, effective for FY 2023-24.
3. The Board of Directors is further authorized to devise and implement an overall limit for managerial remuneration in form of bonus or commission, not exceeding 10% percentage of net profits of the company for the financial year, subject to compliance with applicable laws, regulations and corporate governance guidelines.
4. The Board of Directors is hereby authorized and directed to take all such steps as may be necessary or desirable to give effect to this resolution, including but not limited to making the necessary filings with the Registrar of Companies, drafting and executing any required agreements, and generally doing all acts, deeds and things as may be necessary or expedient.
5. The resolution shall be effective from March 2024.

FOR DCC INFRA PROJECTS LIMITED
hary
DIRECTOR

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

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



Mr. Harjit Singh
Director

DIN: 09216772

**Address: 1341A/11 Model
Town, Ambala Road,
Kaithal-136027**

Date: 01/03/2024

Place: Kaithal

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.

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

ITEM 1:

The Board of Directors of the company has proposed a special resolution to increase the overall limit of managerial remuneration in the form of bonus or commission. These explanatory notes aim to provide shareholders with a comprehensive understanding of the rationale behind this proposed action.

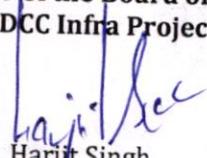
Managerial remuneration, including bonus and commission, serves as a vital tool for incentivizing, rewarding, and retaining key managerial personnel who play crucial roles in driving the Company's performance and achieving its strategic objectives. The existing limit on managerial remuneration, if not adequately adjusted, may hinder the Company's ability to attract and retain top talent, thereby impacting its competitiveness and long-term sustainability.

Rationale for Increase:

1. **Competitiveness and Retention:** The proposed increase in the overall limit of managerial remuneration in the form of bonus or commission is essential to ensure the Company's competitiveness in attracting and retaining talented individuals. In a competitive market environment, it is imperative for the Company to offer remuneration packages that are commensurate with industry standards and reflective of the contributions made by key managerial personnel.
2. **Alignment with Performance:** Bonuses and commissions are often tied to performance metrics and key performance indicators (KPIs) aligned with the Company's strategic goals. By increasing the overall limit, the Company aims to better align managerial remuneration with performance outcomes, thereby incentivizing executives to drive value creation and enhance shareholder wealth.
3. **Flexibility and Discretion:** A higher overall limit provides the Board of Directors with the necessary flexibility and discretion to tailor remuneration packages according to individual performance, market dynamics, and prevailing economic conditions. This flexibility is crucial for ensuring agility in responding to changing business needs and maintaining a competitive edge in talent acquisition and retention.

None of the Director and Key Managerial Personnel of the Company, or their relatives, is interested in this resolution.

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


Mr. Harjit Singh
Director

DIN: 09216772

**Address: 1341A/11 Model
Town, Ambala Road,
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