



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

SHORTER NOTICE is hereby given that the Extraordinary General Meeting of **M/s DCC Infra Projects Limited** will be held on Tuesday, December 10, 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. Baljit Singh, non-executive 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 salary;

RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and subject to such approvals as may be required, the consent of the members of the Company be and is hereby accorded to pay remuneration to the Non-Executive Directors of the Company, in excess of 1% of the net profits of the Company as calculated in accordance with Section 198 of the Companies Act, 2013, for the financial year 2024-25 and onwards, as determined by the Board of Directors from time to time.

RESOLVED FURTHER THAT the aggregate remuneration payable to the Non-Executive Directors, shall not exceed 5% of the net profits of the Company for the financial year, as calculated under Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps, execute all documents, file requisite forms with the Registrar of Companies, and do all such acts, deeds, and things as may be required to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to decide and allocate the said remuneration among the Non-Executive Directors, in such manner as it may deem fit.

2. TO CONSIDER AND APPROVE THE INCREASE IN BORROWING LIMITS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

To consider and thought fit to pass with or without modification the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013, read along with applicable rules and regulations framed thereunder, including any statutory modification(s) or amendment(s)

thereto or re-enactment(s) thereof, for the time being in force, memorandum and articles of association of the Company and relevant provisions of Foreign Exchange Management Act, 1999, including rules and regulations framed thereunder, the approval of members of the Company be and is hereby accorded to the Company to borrow from time to time any sum of moneys from any one or more persons, firms, body corporates, bankers, financial institutions, or from others or from any other source in India or outside India by way of loans, debentures, guarantees, bonds, deposits or otherwise and whether secured by way of mortgage, charge, hypothecation or lien or pledge on the Company's assets and properties or otherwise, notwithstanding that the sum or sums of money so borrowed together with monies, if any, already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid up capital, free reserves and securities premium account of the Company and provided that the total amount up to which the monies may be borrowed (together with any outstanding liabilities of the Company) shall not exceed in the aggregate Rs. 2,00,00,00,000 (Rupees Two Thousand Crores only), at any point of time on account of the outstanding principal amounts owed by the Company."

"RESOLVED FURTHER THAT the Board of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary and take all steps which are incidental and ancillary in this connection."

3. TO CONSIDER AND APPROVE CREATION OF SECURITIES UNDER SECTION 180 (1)(A) OF THE COMPANIES ACT, 2013

To consider and thought fit to pass with or without modification the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, memorandum and articles of association of the Company and relevant provisions of Foreign Exchange Management Act, 1999, including rules and regulations framed thereunder, the consent of the members of the Company be and is hereby accorded to the Company to create, from time to time, such mortgages, pledge, charges and hypothecations, on such terms and conditions as the Board may deem fit on the whole or substantially the whole of the Company's undertakings, assets and other properties, both present and/or future, whether movable or immovable, comprised in any of the undertakings of the Company, in favour of banks and/or financial institutions, both national and international, and/or other bodies corporate or agencies or trustees for the debentures or security and/or loans, as may be agreed to by the Board for the purpose of securing any issue of debentures or loans or other financial assistance, whether by way of term loan, cash credit, overdraft, letter of credit and guarantee facilities or otherwise (whether obtained by the Company or its group companies whether in Rupees or in foreign currency subject to a maximum limit of Rs. 20,00,00,00,000 (Rupees Two Thousand Crores only) together with simple and/or compound interest thereon, commitment charges, management fees, service charges, premium on redemption of debentures including any increase as a result of deviation/ evaluation/ fluctuation/ in the rate of foreign currencies and all other costs, charges and expenses payable from time to time as per the terms and conditions prescribed in any loan agreements, debenture documents or other deeds and documents entered into between the Company and the said banks and/or



financial institutions/trustees for debentures or security both national and international, or bodies corporate and agencies.”

“**RESOLVED FURTHER THAT** the Board of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary and take all steps which are incidental and ancillary in this connection.”

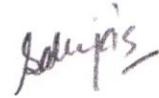
**By order of the Board of Directors
For DCC Infra Projects Limited**



Mr. Harjit Singh
Director

DIN: 09216772

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



Date: 06/12/2024

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, at its meeting held on 06/12/2024, considered the need to increase the overall limit of managerial remuneration payable to the Non-Executive Directors of the Company. As per the provisions of the Companies Act, 2013, and the applicable rules thereunder, the total managerial remuneration payable to all the Directors (including Non-Executive Directors) in any financial year shall not exceed 11% of the net profits of the company as computed under section 198 of the Act, unless the shareholders approve a higher limit by a special resolution.

Considering the increase in the scale of operations and the contribution of the Non-Executive Directors in guiding the Company, it is proposed to increase the overall limit. This increase is intended to reflect the valuable input, time, and effort contributed by the Non-Executive Directors towards the Company's growth and success.

The increase in the overall managerial remuneration limit will be in compliance with the applicable provisions of the Companies Act, 2013 and will not exceed the permissible limits set under the Act. The Board, after due consideration, recommends that the shareholders approve this proposal to increase the limit by passing a special resolution.

The proposed resolution requires the approval of the shareholders by way of a Special Resolution pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company, or their relatives, are concerned or interested in the proposed resolution, except to the extent of their respective remuneration, if any, as Non-Executive Directors of the Company.

The Board recommends the passing of the Special Resolution for increasing the overall limit of managerial remuneration to Non-Executive Directors.

ITEM 2:

In terms of provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Director of a Public Limited Company cannot, except with the consent of the Company in General meeting by way of Special Resolution, borrow monies (apart from the temporary loans obtained from the Company's banker in the ordinary course of the business) in excess of paid up capital and free reserves, that is to say, reserves not set apart for any specific purpose. The Members, at the Extra-Ordinary General Meeting of the Company held on May 16, 2024, had accorded their consent to the Board of Directors for borrowing upto an outstanding amount of Rs 1000 Crore (Rupees One Thousand Crore). To meet the additional working capital and long-term funding requirements as also to provide for issue of any debt, giving guarantee, it is necessary to increase the borrowing limit of the Company. The approval of member is, therefore, being sought by way of special resolution, pursuant to section 180(1)(c) of the Companies Act, 2013, to increase the limit for outstanding borrowings from Rs 1000 Crore to an amount of Rs 2000 Crore.



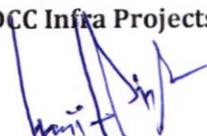
None of the directors and Key managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in this resolution.

ITEM 3:

The Ministry of Corporate Affairs (MCA), New Delhi vide their Notification No. 2754 dated September 12, 2013 had notified inter-alia the applicability of provisions of Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013 with effect from September 12, 2013, which stipulates obtaining prior approval of the Shareholders of the Company by way of Special Resolution for exercising the specified powers of the Board of Directors relating to borrowing and selling/disposing off etc. of an undertaking of the Company respectively. In pursuance of Section 180(1)(a), the Board takes an approval from shareholder at the General meeting for increasing the limit to create, from time to time, such mortgages, pledge, charges and hypothecations, on such terms and conditions as the Board may deem fit on the whole or substantially the whole of the Company's undertakings, assets and other properties, both present and/or future, whether movable or immovable, comprised in any of the undertakings of the Company, in favour of banks and/or financial institutions, both national and international, and/or other bodies corporate or agencies or trustees for the debentures or security and/or loans, as may be agreed to by the Board for the purpose of securing any issue of debentures or loans or other financial assistance, whether by way of term loan, cash credit, overdraft, letter of credit and guarantee facilities or otherwise (whether obtained by the Company or its group companies whether in Rupees or in foreign currency subject to a maximum limit of Rs. 20,00,00,00,000 (Rupees Two Thousand Crores only)

None of the directors and Key managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise 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,
Kaithal-136027**

Date: 06/12/2024

Place: Kaithal





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CIN No. : U45500HR2021PLC095865

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED IN THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF M/S. DCC INFRA PROJECTS LIMITED HELD ON TUESDAY, DECEMBER 10, 2024 AT 03:00 P.M. AT SCO 327-328, SECTOR-20, HUDA MARKET, KAITHAL, HARYANA 136027.

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. Baljit Singh, non-executive 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 salary;

RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and subject to such approvals as may be required, the consent of the members of the Company be and is hereby accorded to pay remuneration to the Non-Executive Directors of the Company, in excess of 1% of the net profits of the Company as calculated in accordance with Section 198 of the Companies Act, 2013, for the financial year 2024-25 and onwards, as determined by the Board of Directors from time to time.

RESOLVED FURTHER THAT the aggregate remuneration payable to the Non-Executive Directors, shall not exceed 5% of the net profits of the Company for the financial year, as calculated under Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps, execute all documents, file requisite forms with the Registrar of Companies, and do all such acts, deeds, and things as may be required to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to decide and allocate the said remuneration among the Non-Executive Directors, in such manner as it may deem fit.

**CERTIFIED TRUE COPY
FOR M/s DCC INFRA PROJECTS LIMITED**


Harjit Singh

Director

DIN- 09216772

1341A/11, Ambala Road, Model Town,

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Sakujis



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