

DUTRON POLYMERS LIMITED

"DUTRON HOUSE", NR. MITHAKHALI UNDERBRIDGE, NAVRANGPURA, AHMEDABAD-9. PHONE: 2656 1849, 2642 7522
E-mail: investor@dutronindia.com CIN: L25209GJ1981PLC004786



ISO 9001 : 2015
CERTIFIED COMPANY

Notice of Postal Ballot to the Shareholders

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended.]

VOTING STARTS ON	VOTING ENDS ON
Thursday, September 26, 2024 at 9:00 a.m. (IST)	Friday, October 25, 2024 at 5:00 p.m. (IST)

Dear Member(s) of the Company,

Notice is hereby given that the resolutions set out below are proposed for approval by the members of Dutron Polymers Limited ("**the company**") by means of Postal Ballot, only by remote e-voting process ("**e-voting**") being provided by the Company to its all members to cast their votes electronically, pursuant to Section 110 of The Companies Act, 2013, ("**the Act**"), 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. 09/2023 dated September 25, 2023, 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 Meeting ("**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).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also attached.

The Board of Directors has appointed FCS Jolly Krutesh Patel, a Practicing Company Secretary (FCS:10937) as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer will submit her report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, the result of the Postal Ballot within 48 working hours of the end of remote e-voting process. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	9:00 a.m. (IST) on Thursday, September 26, 2024
End of e-voting:	5:00 p.m. (IST) on Friday, October 25, 2024

The Scrutinizer will submit her report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorized by him. The results of e-voting will be announced on or before Monday, October 28, 2024, and will be displayed on the Company's website at www.dutronindia.com. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

SPECIAL BUSINESS

1. Appointment of Mrs. Parul Parikh (DIN: 10764205) as an Independent Director

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

"RESOLVED THAT pursuant to Sections 149, 150 and 152 of the Companies Act, 2013 and the Rules made there under, including any statutory modification and re-enactment thereof for the time being in force, and SEBI Listing Regulations, 2015, and subject to the provisions of Articles of Association of the Company and based on recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, Mrs. Parul Parikh (DIN: 10764205), who was appointed as an Additional Independent Director of the Company with effect from 9th September, 2024 to hold office up to the date of approval of Shareholders in the Postal Ballot and in respect of whom the Company has received all the required declarations, is hereby appointed as an Independent Director of the Company, for a period of 5 (Five) years from September 9, 2024, liable to retire by rotation, be and is hereby approved, on such terms and remuneration as set out in the Appointment Letter."

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to vary and/ or revise the remuneration of Mrs. Parul Parikh as an Independent Director within the overall limits under this resolution and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

"FURTHER RESOLVED THAT any one of the Director of the Company be and is hereby authorized to sign and file all the necessary papers and forms with the Registrar of Companies, in connection with accepting such loan and authorised to do all acts, things and deeds necessary to give effect to the said resolution."

2. Appointment of Mr. Yogenbhai Patel (DIN: 00621755) as an Independent Director

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

RESOLVED THAT pursuant to Sections 149, 150 and 152 of the Companies Act, 2013 and the Rules made there under, including any statutory modification and re-enactment thereof for the time being in force, and SEBI Listing Regulations, 2015, and subject to the provisions of Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Yogenbhai Patel (DIN: 00621755), who was appointed as an Additional Independent Director of the Company with effect from 9th September, 2024 to hold office up to the date of approval of Shareholders in the Postal Ballot and in respect of whom the Company has received all the required declarations, is hereby appointed as an Independent Director of the Company, for a period of 5 (Five) years from September 9, 2024, liable to retire by rotation, be and is hereby approved, on such terms and remuneration as set out in the Appointment Letter."

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to vary and/ or revise the remuneration of Mr. Yogenbhai Patel as an Independent Director within the overall limits under this resolution and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

"FURTHER RESOLVED THAT any one of the Director of the Company be and is hereby authorized to sign and file all the necessary papers and forms with the Registrar of Companies, in connection with accepting such loan and authorised to do all acts, things and deeds necessary to give effect to the said resolution."

3. Ratification of remuneration of the Cost Auditor for the Financial Year 2023-24 and 2024-25

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 148 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Companies (Cost Records and Audit) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, the remuneration of **M/S. R J & ASSOCIATES, Cost Accountant (earlier known as M/s. Modh Rahul & Co. having Registration No. as 001255)**, Cost Auditor of the Company for the Financial Year 2023-24 and 2024-25 as appointed by the Board of Directors at a remuneration not exceeding Rs. 75,000 plus taxes as decided by the Board, to be paid to M/s. RJ Associates, Cost Accountant (Firm Registration Number 001255), Cost Accountants be and is hereby confirmed and ratified."

"FURTHER RESOLVED THAT any one of the Director of the Company be and is hereby authorized to sign and file all the necessary papers and forms with the

Registrar of Companies, in connection with accepting such loan and authorised to do all acts, things and deeds necessary to give effect to the said resolution.”

Registered Office:
Dutron House,
Near Mithakhali Underbridge,
Navrangpura, Ahmedabad – 380 009
CIN: L25209GJ1981PLC004786
Tel: (079) 2656 1849
E-mail: investor@dutronindia.com
Website: www.dutronindia.com

By order of the Board of Directors
For Dutron Polymers Limited

Roopa Shah
Company Secretary
(Membership no. A13747)

24th September 2024
Ahmedabad

NOTES:

1. A statement, pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on Friday, September 20, 2024 (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company’s website at www.dutronindia.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
4. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
5. Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
6. Pursuant to the provisions of Section 108, 110 and other applicable provisions of the Act and the Rules made there under, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as

amended ("**SEBI Master Circular**"), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.

7. The remote e-Voting shall commence on Thursday, September 26, 2024 at 9.00 a.m. (IST) and shall end on Friday, October 25, 2024 at 5.00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter.
8. The Board of Directors has appointed Ms. Jolly Krutesh Patel (Membership No. FCS 10937, CP No. 21010) Practicing Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner.
9. The Scrutinizer will submit her report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot on or before Monday, October 28, 2024. The Scrutinizer's decision on the validity of votes cast will be final.
10. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Friday, October 25, 2024.
11. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.dutronindia.com immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to Stock Exchanges where the equity shares of the Company are listed.
12. The vote in this Postal Ballot cannot be exercised through proxy
13. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting.

Members seeking to inspect such documents can send an email to investor@dutronindia.com mentioning his / her / its folio number / DP ID and Client ID.

14. PROCEDURE FOR E-VOTING:

i. E-VOTING FACILITY:

- a) The Company is providing e-voting facility of CDSL to its members to exercise their right to vote on the proposed resolutions by electronic means.

- b) Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- c) The e-voting facility will be available during the following voting period:

Commencement of e-voting:	9:00 a.m. (IST) on Thursday, September 26, 2024
End of e-voting:	5:00 p.m. (IST) on Friday, October 25, 2024

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.

- d) The manner of e-voting by (i) individual members holding shares of the Company in Demat mode, (ii) members other than individual holding shares of the Company in Demat mode, (iii) members holding shares of the Company in physical mode, and (iv) members who have not registered their e-mail address is explained in the instructions given herein below.

ii. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

Once the vote on a resolution is cast by a member, whether partially or otherwise, the members shall not be allowed to change it subsequently or cast the vote again.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode	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 to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.

<p>with CDSL Depository</p>	<ol style="list-style-type: none"> 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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 or joining virtual meeting & voting during the meeting. 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. 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 & My Easi New (Token) Tab and then click on registration option. 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 e-Voting 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 with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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"

	<p>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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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. CDSL and NSDL:

Login type	Helpdesk details
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
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.co.in or call at 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Shareholders holding shares in Physical Form should enter 8 digit Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 11) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- 13) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer or to the Company at the email address investor@dutronindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Step 3: PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company at** investor@dutronindia.com.

2. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to:

Mr. Rakesh Dalvi, Sr. Manager,
Central Depository Services (India) Limited (CDSL),
A Wing, 25th Floor, Marathon Futurex,
Mafatlal Mill Compounds,
N M Joshi Marg,
Lower Parel (East),
Mumbai - 400013
or send an email to helpdesk.evoting@cdslindia.com or call at toll free no.1800109911

EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

Item No. 1 - Appointment of Mrs. Parul Parikh as Independent Director

Pursuant to the provisions of Sections 178, 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Parul Parikh (DIN:10764205) was appointed as Additional (Non-Executive Independent) Director in the Board Meeting held on 9th September, 2024. According to the provisions of Companies Act, 2013, the appointment of an Additional (Non-Executive Independent) Director is to be approved by shareholders through special resolution.

Brief Profile of Mrs. Parul Parikh:

Mrs. Parul Parikh (DIN:10764205) is a Graduate from Gujarat University and holds experience of 18 years in the business of 'Tyre Dealership' for the "CEAT TYRES." She is also involved as a Volunteer in management and member of Holistic Committee of Samutkarsh Academy of Yog, Music and Holistic living for a period of 10 years. She is also involved as a Volunteer for Bharat Vikas Parishad NGO since last 24 years. Moreover she has also led a Project with the objective of teaching Computer to Senior Citizens and other needy people. She has also served as Project in-charge of Gam Vikas Yojana across all branches of Gujarat. She is also the esteemed member of following Committees namely, Generic medical store, Viklang Rehabilitation Centre, Viklang Marriage Bureau, Gam Vikas Yojana, Bal Sanskar Kendra, Women Harassment Committee at Dr Jivraj Mehta Smarak Health Foundation, Scientific Ethics Committee at Dr Jivraj Mehta Smarak Health Foundation.

Now, based on performance evaluation and recommendation of Nomination and Remuneration Committee and as per the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act and SEBI (LODR) Regulations, 2015 Mrs. Parul Parikh is eligible to be appointed as an Independent Director of the Company. The Company has received declaration from Mrs. Parul Parikh that she is not disqualified from being reappointed as a Director in terms of Section 164 of the Act and she is not debarred by SEBI or any other authority from holding the office of Director. The Company has also received declaration from Mrs. Parul Parikh that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16 (1)(b) of the SEBI Listing Regulations, 2015.

In the opinion of the Board, Mrs. Parul Parikh fulfils the conditions specified in the Act & the Rules there under and the Listing Regulations for appointment as an Independent Director, and she is independent of the management of the Company. In view of the aforesaid provisions of the Act and considering her rich experience, valuable guidance to the Company and better Board performance as an Independent Director, the Board considers that her association would be of immense benefit to the Company. Accordingly, the Board recommends the appointment of Mrs. Parul Parikh as an Independent Director for a term of five (5) consecutive years with effect from 9th September, 2024 (date of appointment) for approval of the Members of the Company by way of Special Resolution. Copy of the draft letter for appointment of Mrs. Parul Parikh, Independent Director setting out the terms and conditions thereof is available for inspection without payment of any fee by the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at investor@dutronindia.com, up to and including the last date of remote e-voting. She would be entitled to sitting fees for attending the meetings of the Board & its Committees as approved by the board of directors in respect of the Non- Executive Directors. The remuneration by way of commission to the Non- Executive Directors is decided by the Board of Directors and distributed to them based on their participation and contribution at the Board and Committee meetings.

Except Mrs. Parul Parikh, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommends this resolution for approval of the Members as a Special Resolution.

Item No. 2 – Appointment of Mr. Yogenbhai Patel as Independent Director

Pursuant to the provisions of Sections 178, 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Yogenbhai Patel (DIN: 00621755) was appointed as Additional (Non-Executive Independent) Director in the Board Meeting held on 9th September, 2024. According to the provisions of Companies Act, 2013, the appointment of an Additional (Non-Executive Independent) Director is to be approved by shareholders through special resolution.

Brief Profile of Mr. Yogenbhai Patel:

Mr. Yogenbhai Patel (DIN: 00621755) holds diploma in Civil Engineering and is having experience of more than 30 years in the Construction business as a director or partner in following corporates: Purvi Properties Private Limited, Echolac Intratrade Private Limited, and Echolac Intratrade LLP. He has also served as Chairman in Bareja Kelavani Mandal & Bareja Yuvak Mandal Library. He also holds experience of holding directorship

in following organizations: Ahmedabad Department Store Ltd; Daskroi Taluka Co-operative Purchase & Sale Union Ltd; Orient Club Limited and Ahmedabad Jilla Co-operative Purchase & Sale Union Ltd. More-over he has also served as the Vice President at Daskoshi Vidhya Mandal. He also holds trusteeship in Rao-Saheb C.B Patel Trust and Bhalabhai C. Patel Foundation and an active member of Bhartiya Janta Party and a Special Invitee at Andhjan Mandal in Ahmedabad. He has also served as a member in Development Committee at The Kalupur Co-operative Bank and member of R.G.B at IFFCO.

Now, based on performance evaluation and recommendation of Nomination and Remuneration Committee and as per the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act and SEBI (LODR) Regulations, 2015, Mr. Yogenbhai Patel is eligible to be appointed as an Independent Director of the Company. The Company has received declaration from Mr. Yogenbhai Patel that he is not disqualified from being reappointed as a Director in terms of Section 164 of the Act and he is not debarred by SEBI or any other authority from holding the office of Director. The Company has also received declaration from Mr. Yogenbhai Patel that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16 (1)(b) of the SEBI Listing Regulations, 2015.

In the opinion of the Board, Mr. Yogenbhai Patel fulfils the conditions specified in the Act & the Rules there under and the Listing Regulations for appointment as an Independent Director, and he is independent of the management of the Company. In view of the aforesaid provisions of the Act and considering his rich experience, valuable guidance to the Company and better Board performance as an Independent Director, the Board considers that his association would be of immense benefit to the Company. Accordingly, the Board recommends the appointment of Mr. Yogenbhai Patel as an Independent Director for a term of five (5) consecutive years with effect from 9th September, 2024 (date of appointment) for approval of the Members of the Company by way of Special Resolution. Copy of the draft letter for appointment of Mr. Yogenbhai Patel, Independent Directors setting out the terms and conditions thereof is available for inspection without payment of any fee by the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at investor@dutronindia.com, up to and including the last date of remote e-voting. He would be entitled to sitting fees for attending the meetings of the Board & its Committees as approved by the board of directors in respect of the Non- Executive Directors. The remuneration by way of commission to the Non- Executive Directors is decided by the Board of Directors and distributed to them based on their participation and contribution at the Board and Committee meetings.

Except Mr. Yogenbhai Patel, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommends this resolution for approval of the Members as a Special Resolution.

Item No. 3 - Ratification of remuneration of the Cost Auditor for the Financial Year 2023-24 and 2024-25

As per Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the appointment of Cost Auditor shall be made by the Board of Directors on such remuneration as may be ratified by the Members. Under the Companies (Audit and Auditors) Rules, 2014, the Board while appointing the cost auditor has to approve the remuneration payable to them and the remuneration so approved by the Board has to be ratified by the shareholders. Accordingly, as recommended by the Audit Committee, the Board appointed **M/S. R J & ASSOCIATES, Cost Accountants (Registration No. 004690) (PAN: ABCFR2322R)**, as Cost Auditor of the Company for the Financial Years 2023-24 and 2024-25 at a remuneration not exceeding Rs. 75,000 plus taxes as decided by the Board of Directors. Ratification of the remuneration payable to the Cost Auditors for the Financial Years 2023-24 and 2024-25 by way of an Ordinary Resolution is being sought from the Members as set out at Item No. 3 of the Notice.

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

The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 3 as an Ordinary Resolution.

Registered Office:
Dutron House,
Near Mithakhali Underbridge,
Navrangpura, Ahmedabad – 380 009
CIN: L25209GJ1981PLC004786
Tel: (079) 2656 1849
E-mail: investor@dutronindia.com
Website: www.dutronindia.com

By order of the Board of Directors
For Dutron Polymers Limited

Roopa Shah
Company Secretary
(Membership no. A13747)

24th September 2024
Ahmedabad