



## NOTICE

Notice is hereby given that 20<sup>th</sup> Annual General Meeting of the members of Delaplex Limited will be held on Monday, 9<sup>th</sup> September 2024 at 03:00 P.M. at #4A, SKSS Layout, Hazari Pahad Ring Road, Nagpur 440 013 (MH) India to consider the following business:

### **ORDINARY BUSINESS:**

#### **ITEM NO. 1 - Adoption of Audited Financial Statements**

To receive, consider and adopt the Audited Balance Sheet for the year ended 31<sup>st</sup> March, 2024, the Profit and Loss account for the year ended as on the said date, the Directors' Report and the Auditors' Report thereon.

#### **ITEM NO. 2 - Declaration of dividend**

To declare a final dividend of INR 2.75 per equity share for the financial year ended March 31, 2024.

#### **ITEM NO. 3 - Re-appointment of a Director**

To re-appoint Mr. Manish Iqbalchand Sachdeva, Non-Executive Director (DIN: 02822896) who retires by rotation and being eligible, offers himself for re- appointment.

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

**“RESOLVED THAT** Mr. Manish Iqbalchand Sachdeva, Non-Executive Director (DIN: 02822896), who retire by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Non-Executive Director of the Company whose office shall be liable to retirement by rotation”.



**SPECIAL BUSINESS:**

**ITEM NO. 4 - TO APPROVE TRANSACTIONS UNDER SECTION 185 OF THE COMPANIES ACT, 2013.**

**RESOLVED THAT** pursuant the provisions of Section 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017, and Rules made thereunder as amended from time to time, the consent of the member be and is hereby accorded for advancing loan to the subsidiaries being entity covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to Sub-section (b) of Section 2 of the said section, of an aggregate amount not exceeding INR 25,00,00,000 (Indian Rupees Twenty Five Crores only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Loans and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

**ITEM NO. 5 - TO APPROVE FORMULATION, ADOPTION AND IMPLEMENTATION OF ‘DELAPLEX EMPLOYEE STOCK OPTION SCHEME, 2024’ (“DESOS 2024”) FOR GRANT OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES OF THE COMPANY.**

**RESOLVED THAT**, pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (“Companies Act”), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“The Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification or re-enactment thereof for the time being in force, the Memorandum and Articles of Association of the Company, and other rules and regulations, as applicable and other approvals, permissions and sanction as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed while granting such approval(s),

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permission(s) and sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include the Nomination and Remuneration Committee), for the approval of the **Delaplex Employee Stock Option Scheme 2024** (hereinafter referred to as "**DESOS 2024**", "**the Scheme**"), so as to create, grant, offer, issue and allot under the Scheme, in one or more tranches, 4,55,500 (Four Lakhs Fifty Five Thousand and Five Hundred) Employee Stock Options ("**Options**") (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of Employees and Directors of the Company and to such persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws), exercisable into not more than 4,55,500 (Four Lakhs Fifty Five Thousand and Five Hundred) Equity shares of face value of Rs. 10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) as and when exercised on payment of the requisite exercise price, taxes and related expenses and on such terms and conditions as mentioned in the Scheme and as per the applicable laws.

**RESOLVED FURTHER THAT**, the Scheme shall be administered by the Nomination and Remuneration Committee ("Committee") of the Company who shall have all necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB & SE) Regulations for the purpose of administration and superintendence of the Scheme.

**RESOLVED FURTHER THAT**, the Scheme shall be implemented through direct route, for extending the benefits to the eligible Employees by the way of fresh allotment.

**RESOLVED FURTHER THAT**, the Equity Shares to be issued, or allotted in accordance with the Scheme directly and that financial assistance in the form of loan on such terms as may be approved by the Board may be provided, to enable the Employees to inter-alia acquire, purchase or subscribe to the Equity Shares of the Company subject to the compliance with the applicable provisions of the Act, Regulations, including any amendment(s) or modification(s) thereof and utilize against exercise of vested options granted under the Scheme as modified from time to time, and other Scheme as may be formulated from time to time for granting Stock Options to the Employees of the Company.

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**RESOLVED FURTHER THAT**, in case of any corporate action(s) such as rights issues, bonus issues, share splits, merger and sale of division and others, if any, additional Equity Shares are issued by the Company to the Securities grantees for the purpose of making a fair and reasonable adjustment to the Securities granted earlier, then the above ceiling of 4,55,500 (Four Lakhs Fifty-Five Thousand and Five Hundred) Equity Shares shall be deemed to be increased/adjusted, accordingly.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue, or allot Equity Shares upon exercise of Securities from time to time in accordance with the Scheme and such Equity Shares shall rank pari-passu in all respect with the then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board of Directors, subject to compliance with the SEBI (SBEB & SE) Regulations and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for filing in-principle listing application for the options to be granted under the Scheme and also for listing of the Equity Shares allotted under the Scheme on the Stock Exchanges, where the Equity Shares of the Company are listed, as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other guidelines, rules and regulations as may be applicable.

**RESOLVED FURTHER THAT** for the purpose of giving full effect to this resolution, the Board, subject to compliance with the SEBI (SBEB & SE) Regulations and other applicable laws, rules and regulations, be and is hereby authorized on behalf of the Company at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at

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any stage including at the time of listing of securities, without requiring the Board to secure any further consent or approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** in case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions of the Scheme, the Board be and is hereby authorized to make any modifications, changes, variations, alterations or revisions in the said Scheme as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Act, the Memorandum and Articles of Association of the Company, Regulations and any other applicable laws.

**ITEM NO. 6 – TO APPROVE FORMULATION, ADOPTION AND IMPLEMENTATION OF ‘DELAPLEX EMPLOYEE STOCK OPTION SCHEME, 2024’ (“DESOS 2024”) FOR GRANT OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES OF THE SUBSIDIARY COMPANY**

**“RESOLVED THAT**, pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (“Companies Act”), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Regulation 6(3)(c) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“The Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification or re-enactment thereof for the time being in force, the Memorandum and Articles of Association of the Company, and other rules and regulations, as applicable and other approvals, permissions and sanction as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include the Nomination and Remuneration Committee), for the approval of the ‘**Delaplex Employee Stock Option Scheme 2024**’ (hereinafter referred to as “**DESOS 2024**”, “**the Scheme**”), so as to create, grant, offer, issue and allot under the Scheme, in one or more tranches, 4,55,500 (Four Lakhs Fifty Five Thousand and Five Hundred) Employee Stock Options (“**Options**”) (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of Employees and Directors of

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M/s. Delaplex Software Limited, Registered in England and Wales and Celestia Crew Consultancy Private Limited, Registered in India, the subsidiary companies of our Company within the meaning of the Scheme, (as permitted under the applicable laws), exercisable into not more than 4,55,500 (Four Lakhs Fifty Five Thousand and Five Hundred) Equity shares of face value of Rs. 10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) as and when exercised on payment of the requisite exercise price, taxes and related expenses and on such terms and conditions as mentioned in the Scheme and as per the applicable laws.

**RESOLVED FURTHER THAT**, the Scheme shall be administered by the Nomination and Remuneration Committee (“Committee”) of the Company who shall have all necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB & SE) Regulations for the purpose of administration and superintendence of the Scheme.

**RESOLVED FURTHER THAT**, the Scheme shall be implemented through direct route, for extending the benefits to the eligible Employees by the way of fresh allotment.

**RESOLVED FURTHER THAT**, the Equity Shares to be issued, or allotted in accordance with the Scheme directly and that financial assistance in the form of loan on such terms as may be approved by the Board may be provided, to enable the Employees to inter-alia acquire, purchase or subscribe to the Equity Shares of the Company subject to the compliance with the applicable provisions of the Act, Regulations, including any amendment(s) or modification(s) thereof and utilize against exercise of vested options granted under the Scheme as modified from time to time, and other Scheme as may be formulated from time to time for granting Stock Options to the Employees of the Company.

**RESOLVED FURTHER THAT**, in case of any corporate action(s) such as rights issues, bonus issues, share splits, merger and sale of division and others, if any, additional Equity Shares are issued by the Company to the Securities grantees for the purpose of making a fair and reasonable adjustment to the Securities granted earlier, then the above ceiling of 4,55,500 (Four Lakhs Fifty-Five Thousand and Five Hundred) Equity Shares shall be deemed to be increased/adjusted, accordingly.

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**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue, or allot Equity Shares upon exercise of Securities from time to time in accordance with the Scheme and such Equity Shares shall rank pari-passu in all respect with the then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board of Directors, subject to compliance with the SEBI (SBEB & SE) Regulations and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for filing in-principle listing application for the options to be granted under the Scheme and also for listing of the Equity Shares allotted under the Scheme on the Stock Exchanges, where the Equity Shares of the Company are listed, as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other guidelines, rules and regulations as may be applicable.

**RESOLVED FURTHER THAT** for the purpose of giving full effect to this resolution, the Board, subject to compliance with the SEBI (SBEB & SE) Regulations and other applicable laws, rules and regulations, be and is hereby authorized on behalf of the Company at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities, without requiring the Board to secure any further consent or approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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**RESOLVED FURTHER THAT** in case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions of the Scheme, the Board be and is hereby authorized to make any modifications, changes, variations, alterations or revisions in the said Scheme as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Act, the Memorandum and Articles of Association of the Company, Regulations and any other applicable laws.”

**ITEM NO. 7: TO APPROVE FOR GRANT OF UPTO 1,11,000 OPTIONS TO DR. RIZWAN AHMED, EMPLOYEE OF THE COMPANY UNDER ‘DELAPLEX EMPLOYEE STOCK OPTION SCHEME, 2024’ (“DESOS 2024”) WHICH AMOUNTS TO MORE THAN 1% OF THE ISSUED CAPITAL OF THE COMPANY.**

“**RESOLVED THAT**, pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (“Companies Act”), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Regulation 6(3)(d) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“The Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification or re-enactment thereof for the time being in force, the Memorandum and Articles of Association of the Company, and other rules and regulations, as applicable and other approvals, permissions and sanction as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include the Nomination and Remuneration Committee), for the approval of the ‘**Delaplex Employee Stock Option Scheme 2024**’ (hereinafter referred to as “**DESOS 2024**”, “**the Scheme**”), so as to create, grant, offer, issue and allot under the Scheme, in one or more tranches, of upto 1,11,000 (One Lakh Elven Thousand) Employee Stock Options (“**Options**”) (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) which amounts to more than 1% of the issued capital (excluding outstanding warrants and conversions) of the company to Dr. Rizwan Ahmed under Delaplex Employee Stock Option Scheme 2024, exercisable into not more than 1,11,000 (One Lakh Elven Thousand) Equity shares of face value of Rs. 10/- each (or such other adjusted figure for

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any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) as and when exercised on payment of the requisite exercise price, taxes and related expenses and on such terms and conditions as mentioned in the Scheme and as per the applicable laws.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all acts, matters, deeds and things and to take all steps and to do all things and give such directions as may be necessary, expedient or desirable and also to settle any question or difficulties that may arise in such manner and the Board / such authorised person in its/his absolute discretion may deem fit and take steps which are incidental and ancillary in this connection.”

By order of the Board

**FOR DELAPLEX LIMITED**

Sd/-

**DIN:** 01627153

**Name:** Nitin Sachdeva

**Designation:** Managing Director

**Date:** 13.08.2024

**Place:** Nagpur

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint proxy/proxies to attend and vote instead of himself/herself. Such proxy/proxies need not to be a member of the company.
2. A person can act as proxy on behalf of members not exceeding (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The instrument of Proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.
4. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution authority, as applicable.
5. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney/Letter of Representation authorizing its representative to attend and vote on their behalf at the Annual General Meeting.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
7. During the 20<sup>th</sup> AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act.

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## 8. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

In line with the SEBI Circular dated January 5, 2023, the Notice of the AGM along with the Annual Report, indicating the process and manner of voting through electronic means is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 20<sup>th</sup> AGM along with Annual Report for the financial year 2023-24 has been uploaded on the website of the Company at <https://delaplex.in/investor-relation/> under 'Investor Information' section and may also be accessed on the websites of the Stock Exchanges i.e. the National Stock Exchange of India Limited at <https://www.nseindia.com>.

9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) 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 Bigshare Services Private Limited for facilitating voting through electronic means, as the authorized agency. The facility for voting through Ballot/Polling Paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting by Ballot/Polling Paper. The Board has appointed **M/s Avinash Gandhewar & Associates, Practicing Company Secretaries, Nagpur**, as a Scrutinizer to scrutinize the process of e-voting.

10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.



11. Non-Resident Indian Members are requested to inform the Company's RTA immediately of:
  - a) Change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
  - **For shares held in electronic form:** to their Depository Participants only and not to the Company's RTA. Changes intimated to the Depository Participants will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.



**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- i. The voting period begins on From Friday 6<sup>th</sup> September, 2024 9:00 AM and ends on Sunday 8<sup>th</sup> September, 2024 till 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday, 2nd September, 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.





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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></p>

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> 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 able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<p>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) 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</p>

	<p>‘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 <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></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

<u>__Login type</u>	<u>Helpdesk details</u>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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

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2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

*Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

*(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

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### **Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

### **3. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

**NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’



- Enter “User ID” and “Registered email ID” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

*(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

### **Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.

### **Investor Mapping:**

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
- Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
- Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

**Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

### **Investor vote File Upload:**

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

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**Helpdesk for queries regarding e-voting:**

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.



**ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING**

(To be surrendered at the venue of the meeting)

I certify that I am a registered shareholder/proxy/representative for the registered shareholder(s) of Delaplex Limited. I hereby record my presence at the 20<sup>th</sup> Annual General Meeting of the shareholders of Delaplex Limited held on Monday, 9<sup>th</sup> September, 2024 at 03:00 P.M at #4A, SKSS Layout, Hazari Pahad Ring Road, Nagpur 440 013 (MH) India.

<b>Reg. Folio No. / Client ID</b>	
<b>DP ID</b>	
<b>No. of Shares</b>	

Name & Address of Member;

\_\_\_\_\_  
Signature of Shareholder/Proxy/Representative

(Please Specify)

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**Form No. MGT-11****PROXY FORM**

[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

<b>CIN</b>	L72900MH2004PLC144498
<b>Name of the Company</b>	Delaplex Limited
<b>Registered office</b>	#554/31, Utkarsh Nagar, Near K.T. Nagar Katol Road, Nagpur, Maharashtra, India, 440013
<b>Name of the member(s)</b>	
<b>Registered Address</b>	
<b>Email Id</b>	
<b>Folio No / Client ID</b>	DP ID:

I /We, being the member(s) of \_\_\_\_\_ shares of the above-named company, hereby appoint

1.	Name			
	Address		Signature	
	Email Id			
	Or failing him			
2.	Name			
	Address		Signature	
	Email Id			
	Or failing him			

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as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 20<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 9<sup>th</sup> September, 2024 at 03:00 P.M at #4A, SKSS Layout, Hazari Pahad Ring Road, Nagpur, 440 013 (MH) India, and at any adjournment thereof in respect of such resolutions as are indicated below:

	For	Against
<b>Ordinary Business:</b>		
1. To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet for the year ended 31 <sup>st</sup> March, 2024, the Profit and Loss account for the year ended as on the said date, the Directors' Report and the Auditors' Report thereon.		
2. To declare a final dividend of INR 2.75 per equity share for the financial year ended March 31, 2024.		
3. To re-appoint Mr. Manish Iqbalchand Sachdeva, Non-Executive Director (DIN: 02822896) who retires by rotation and being eligible, offers herself for the re-appointment.		
<b>Special Business:</b>		
4. To approve transactions under section 185 of the companies Act, 2013.		
5. To approve formulation, adoption and implementation of 'Delaplex Employee Stock Option Scheme, 2024' ("DESOS 2024") for grant of employee stock options to the employees of the company.		
6. To approve formulation, adoption and implementation of 'Delaplex Employee Stock Option Scheme, 2024' ("DESOS 2024") for grant of employee stock options to the employees of the subsidiary Company.		



7. To approve for grant of upto 1,11,000 options to Dr. Rizwan Ahmed, employee of the company under ‘Delaplex Employee Stock Option Scheme, 2024’ (“DESOS 2024”) which amounts to more than 1% of the issued capital of the company.		
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Signed this ..... day of..... 2024.

Signature of shareholder: \_\_\_\_\_ Signature of Proxy holder(s): \_\_\_\_\_

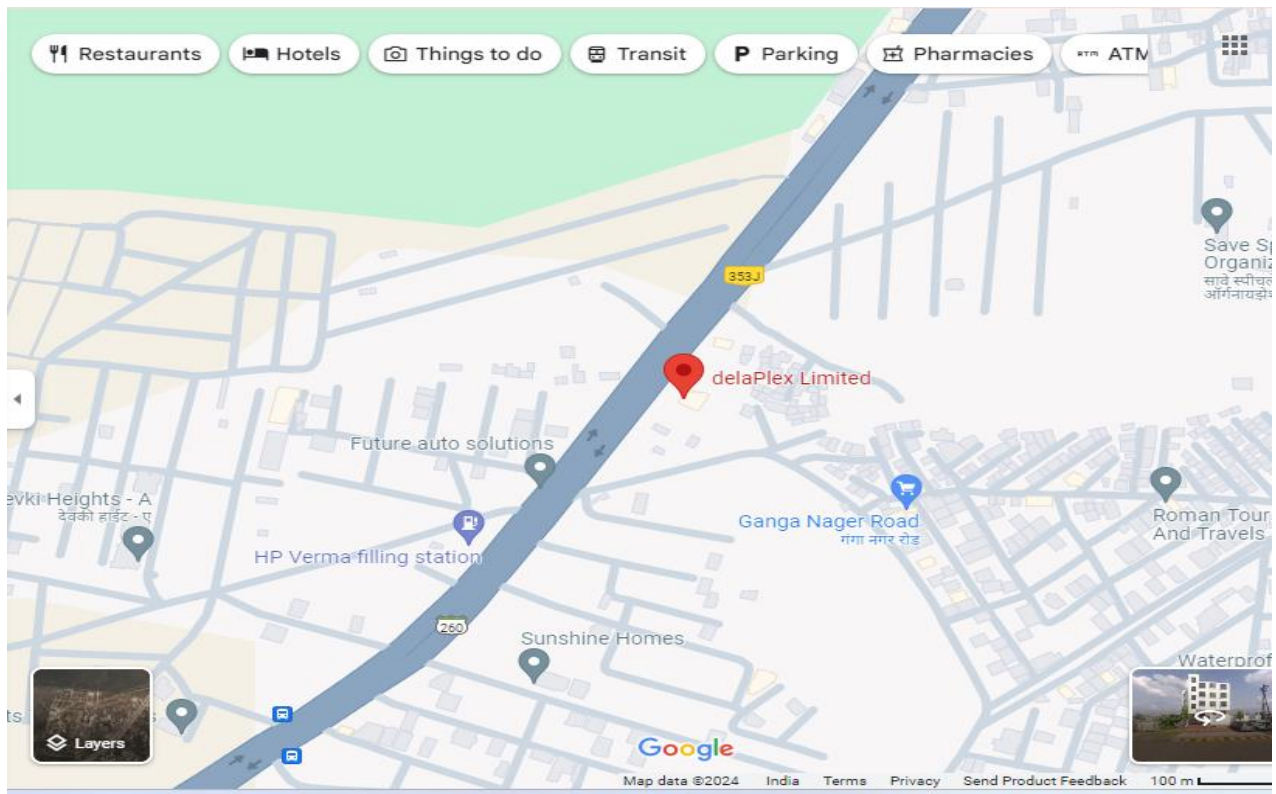
<p>Affix Revenue Stamp</p>
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**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

## Route Map

**Address:** #4A, SKSS Layout, Hazari Pahad Ring Road, Nagpur 440 013 (MH) India

<https://www.google.com/maps/place/delaPlex+Limited/@21.173389,79.0250089,17z/data=!3m1!4b1!4m6!3m5!1s0x3bd4c1d103b382f3:0xc7ece726e62360c2!8m2!3d21.173389!4d79.0275838!16s%2Fg%2F11bw1ymjnw?entry=ttu>



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**The following Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 sets out all material facts relating to the business mentioned in item no. 4 to 7 in the accompanying Notice of the Annual General Meeting:**

**ITEM NO 4:**

The Company may be required to give loan to subsidiaries Companies. The said Loan shall be utilised by subsidiaries Companies for their principal business activities and the matters connected and incidental thereto.

Subsidiaries Companies are entities covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to Sub-section 2 of the Section 185 of Companies Act, 2013 and hence consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017).

Your Directors recommend the resolution to be passed as a special resolution by the members.

**Item No. 5, 6 and 7:**

As the Delaplex Limited (“Company”) crossed the annual revenue of Rs. 55.35 Crores during Financial Year 2023-24. Since, the revenue of our business has grown by 2.5% with corresponding growth on profitability by 22.50% adding significant value to shareholders value. One of the key drivers of this performance has been the relentless work put in by the dedicated and committed associates. So, the ESOPs are a great way to attract and retain high quality human capital and drive the high-performance culture that is needed to succeed in our business. Also, we operate in a highly competitive talent market and our compensation design needs to be attractive vis-à-vis pay practices that are prevalent in our industry. With an intention to motivate our key work force for their contribution to the corporate growth, to foster a spirit of entrepreneurial mindset and to retain them for ensuring sustained growth. Our Company firmly believes that Stock options enable the alignment of personal goals of the employees with organizational objectives by allowing their participation in the ownership of the Company through share-based compensation scheme. We are therefore proposing to implement Delaplex Employees Stock Option Scheme 2024 (DESOS 2024/the Scheme) having a pool of 4,55,500 (Four Lakhs Fifty-Five Thousand and Five Hundred) to support our growth trajectory.

Further, Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock-based compensation scheme.

Keeping the aforesaid objectives in mind, the Board of Directors at their meeting held on 10<sup>th</sup> August, 2024, formulated and approved the Delaplex Employee Stock Option Scheme - 2024 (‘DESOS 2024’) subject to the approval of the Members and the provisions of the Securities and Exchange Board of India (Share based Employee Benefits and Sweat Equity) Regulations, 2021 as amended from time to time and authorized the Nomination & Remuneration Committee to administer and implement the same in accordance with the provisions of the SEBI Regulations.

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The salient features of the Scheme are as under:

Sr. No	Particulars	Details
	Brief description of the Scheme	<p>The Scheme shall be called Delaplex Employee Stock Option Scheme 2024 ('DESOS 2024) pursuant to which share-based benefits will be granted to eligible employees with a view to reward the talents, motivate the work-force, create an employee ownership culture, attract and retain talents and ensure sustained growth. The board of directors of the Company ("Board") at their meeting held on 10<sup>th</sup> August 2024 have granted their approval to the introduction and implementation of the Scheme.</p> <p>It shall be deemed to have come into force on the date of receipt of shareholders' approval. It shall continue in effect till all the Options granted under the Scheme are exercised or have been extinguished or unless the Scheme is terminated in accordance with the regulations.</p>
	Total number of options or benefits to be offered and granted	<p>Total number of employee stock Options ("Options") shall not exceed such number of Options that convert into maximum 4,55,500 (Four Lakhs Fifty-Five Thousand and Five Hundred) fully paid-up Shares (or such other adjusted figure/number for any reorganization of capital structure undertaken in accordance with the Scheme) in the Company, having face value of INR 10 each. Unless otherwise determined by the Committee, if an Option expires, lapses or becomes un-exercisable due to any reason, it shall be brought back to the pool of Options and shall become available for future Grants, subject to compliance with the provisions of the applicable laws</p>



	<p>Identification of classes of employees entitled to participate and be beneficiaries in the Scheme</p>	<p>Subject to the determination/selection by the Board/Committee, the following class of employees are eligible to be granted Options under DESOS 2024:</p> <p>(i) a permanent employee of the Company working in India or outside India; or (ii) executive directors (including managing director) whether in India or outside India; or (iii) employees as mentioned in (i) and (ii) above of a Company's subsidiary, M/s. Delaplex Software Limited, Registered in England and Wales and Celestia Crew Consultancy Private Limited, Registered in India,; or (iv) any other person that the Company may designate as an employee, subject to Applicable Law.</p> <p>The following class of employees are not eligible to be granted Options under DESOS 2024: (i) an employee who is a promoter or belongs to the promoter group; (ii) all non-executive directors and independent directors; and (iii) director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company.</p>
	<p>Requirements of vesting and vesting period, maximum period within which options will get vested</p>	<p>The options would vest not earlier than One year and as may be decided by Nomination and Remuneration Committee but not later than five years from the date of grant of options.</p> <p>The Nomination and Remuneration Committee may, at its discretion, lay down certain performance metrics for each round of grant, on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting and the proportion in which options granted would vest.</p> <p>The exact proportion in which and the exact period over which the options would vest would be determined by the</p>

		Nomination and Remuneration Committee, subject to the minimum vesting period permitted under the regulations, as amended from time to time.
	Maximum period (subject to regulation 18(1) and 24(1) of SBEB & SE, as the case may be) within which the options benefits shall be vested	Maximum period within which the Options shall be vested is 5 (Five) years from the Grant Date.
	Exercise price or pricing formula	The Exercise Price per Option shall be the fair market value of the Shares on the Grant Date or at such discount to the fair market value as may be determined by the Nomination and Remuneration Committee subject to Applicable Laws and included in the grant letter, provided that the price is in conformity with applicable accounting standards. However, in any case the Exercise Price shall not be less than the face value of the Shares of the Company.
	Exercise period and process of exercise	<p>The Exercise period would commence from the date of vesting and will expire on completion of 90 days (Ninety days) from the date of respective vesting or such other period as may be decided by the Nomination and Remuneration Committee, from time to time.</p> <p>The Options shall be deemed to have been exercised when an Option Grantee makes an application in writing in prescribed format to the Company or by any other means as decided by the Nomination and Remuneration Committee, for the issuance of Shares against the Options vested in him, subject to payment of Exercise Price and compliance of other requisite conditions of Exercise including satisfaction of tax liability thereon.</p>

		The options will lapse if not exercised within the specified exercise period.
	Appraisal Process for determining the eligibility of the employees to Employee Stock Options	The appraisal process for determining the eligibility of the employee will be specified by the Nomination and Remuneration Committee, and may be based on various criteria including role/designation of the employee, length of service with the Company, past performance record, future potential of the employee and/or such other criteria that may be determined by the Nomination and Remuneration Committee at its sole discretion, which would be final and binding.
	The maximum number of options to be granted per employee and in aggregate	The maximum number of Options that may be granted per Employee and in aggregate shall be determined by the Nomination and Remuneration Committee. Further, the number of options that may be granted to any specific employee of the Company or of its subsidiary company under the Scheme shall not exceed 1% of the issued equity share capital of the Company. If the number of Options that may be offered to any specific employee be equal to or exceeds 1% of the issued share capital (excluding warrants & conversion of the convertible securities) of the Company at the time of grant of Options, then the Company shall take prior approval from members of the Company.
	Maximum quantum of benefits to be provided per employee under a scheme	The Employees will be entitled to the Equity Shares of the Company on exercise of Options as per the terms provided under the Scheme. The maximum quantum of benefits that will be provided to every eligible Employee under the Scheme will be the difference between the Market Price of Company's Share on the Recognized Stock Exchanges as on the Date of Exercise of Options and the Exercise Price paid by the Employee. No benefits, other than grant of

		Options and issuance of equity shares upon exercise, are envisaged under the Scheme.
	Manner of implementation and administration of the Scheme (directly by the Company or through a Trust)	The Scheme shall be administered by the Nomination and Remuneration Committee of the Company through Direct route.
	whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both	The scheme involves new issue of shares by the Company.
	The amount of loan to be provided for implementation of the scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.	Not Applicable, since the Scheme is proposed to be implemented by direct route.
	Maximum percentage of Secondary acquisition (subject to limits specified under the regulations) that can be made by the trust	Not Applicable, since the Scheme is proposed to be implemented by direct route.

	for the purpose of the scheme	
	A Statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15	The Company will follow and comply IND AS 102 accounting standards on share based payments and/ or any other applicable accounting standards as may be prescribed by the Institute of Chartered Accountants of India or any other the competent authorities, from time to time, including the disclosure requirements prescribed therein in compliance with Regulation 15 of the SBEB Regulations. In addition, the Company shall disclose such details as required under the applicable laws.
	Method which the Company shall use to value its option (whether fair value or intrinsic value)	Fair Value method.
	Declaration “In case the Company opts for expensing of shares based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value,	Not Applicable, as the company shall use the fair value method.

	shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' Report.'	
	The lock-in period, if any	The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. There will be no lock-in for the shares transferred pursuant to exercise of options except as expressly permitted under the Scheme. There will be no lock-in for the shares transferred pursuant to exercise of options.
	Terms and conditions for buy-back, if any, of specified securities covered under these regulations	The Board of Directors has the powers to determine the procedure for buyback of Options granted under the Scheme, if to be undertaken at any time by the Company, and the applicable terms and conditions, in accordance with the applicable laws.

The draft of the DESOS 2024 shall be open for inspection by the members at the registered office of the Company on all working days except Saturday, between 11.00 a.m. to 5.00 p.m. up to 9<sup>th</sup> September 2024.

Accordingly, the resolutions set out as Item no. 5, 6 and 7 is being placed for the approval of members.

None of the persons specified in Section 102 of the Act, namely the promoters, directors, key managerial persons, relatives of promoters, directors and key managerial persons or the entities comprising the interest of promoters, directors or key managerial persons, are concerned or interested in the above resolution. However, the directors and key managerial

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personnel may be deemed to be concerned or interested in these resolutions to the extent of Options that be granted to them.

Further, as per Regulation 6(3)(d) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, a separate resolution in the general meeting shall be obtained by the company in case of Grant of option, SAR, shares or benefits, as the case may be, to identified employees, during any one year, equal to or exceeding one per cent. of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant of option, SAR, shares or incentive, as the case may be, consequently Item no. 7 is placed before the members for approval to accord approval for grant of 1,11,000 options to Dr. Rizwan Ahmed under DESOS 2024.

The Board thereby recommends the passing of the proposed resolutions stated in Item no.5, 6 and 7 of the notice of meeting for approval of the members as a special resolution.

None of the Key Managerial Personnel, Directors or Promoters of the Company are in any way, concerned or interested in the scheme, except to the extent of the securities that may be offered to them under the said Scheme.

**FOR DELAPLEX LIMITED**

Sd/-

**Name:** Nitin Sachdeva

**DIN:** 01627153

**Designation:** Managing Director

**Date:** 13.08.2024

**Place:** Nagpur