



# DNP Limited

(A Govt. of Assam Undertaking)  
CIN:U51410AS2007SGC008410

**Head Office:**

1 No. Borpothar, Madhuban  
P.O Duliajan, Dist. Dibrugarh  
PIN-786602, Assam  
Tel No : 0374-2801166  
Website : [www.dnpl.co.in](http://www.dnpl.co.in)  
GSTIN : 18AACCD8810C1ZY

## Notice

Shorter Notice is hereby given that the 2<sup>nd</sup> Extra-Ordinary General Meeting of the Shareholders of DNP Limited will be held on **Saturday, the 13<sup>th</sup> Day of July, 2024 at 12.00 PM (Noon)** through Video Conferencing or Other Audio-Visual Means (OAVM) to transact the following business:

### **Special Business**

#### **Item No. 1**

#### **Increase in Authorized Share Capital of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of section 13(1), section 61 and other applicable provisions, if any, of the Companies Act, 2013 including any amendment thereto or re-enactment thereof, the approval of Members be and is hereby accorded to increase the authorized share capital of the company from Rs. 170,00,00,000.00 (Rupees One Hundred Seventy Crores) divided into 17,00,00,000 (Seventeen Crores) equity shares of Rs. 10/- each to Rs. 270,00,00,000.00 (Rupees Two Hundred Seventy Crores) divided into 27,00,00,000 (Twenty-Seven Crores) equity shares of Rs. 10/- each ranking pari passu with the existing equity shares in the Company as per the Memorandum and Articles of Association of the Company.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board or any Director/Officer(s) authorized by the Board of Directors, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents as may be required, and do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard”

#### **Item No. 2**

#### **Alteration of the Capital Clause of the Memorandum of Association of the Company.**

To consider and if thought fit, to pass the following Resolution with or without modification(s), as Special Resolution:



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“**RESOLVED THAT** pursuant to Sections 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof currently in force), and in accordance with the Rules framed thereunder, the consent of the Members of the Company be and is hereby accorded for the alteration of Clause V (i.e., the Capital Clause) of the Memorandum of Association of the Company, to be substituted with the following Clause V;

- V. The Authorised Share capital of the Company is Rs. 270,00,00,000/- (Rupees Two Hundred Seventy Crores only) which shall consist of 27,00,00,000 (Twenty-Seven Crores) Equity shares of Rs. 10/- (Rupees Ten) each with such rights, privileges and conditions attached there to as may be determined by the Board of Directors of the Company at the time of issue. The Company has and shall always have power to divide the share capital for the time being into several classes and to increase or reduce its Capital from time to time and vary, modify or abrogate any rights, privileges or conditions attached to any class of shares in such manner as may for the time being provided by the regulations of the Company or as may be permissible in law.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board or any Director/Officer(s) authorized by the Board of Directors, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents as may be required, and do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard”

By Order of the Board of Directors

Sd/-

(Samujjal Borah)

Company Secretary

M. No. A41508

Date: 03.07.2024

Registered Office:

6<sup>th</sup> Floor, Central Mall

Christian Basti, G.S Road,

Guwahati-781005, Assam



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**Note:**

1. This notice is being sent pursuant to the provisions of Section 101(1) of the Companies Act, 2013. Explanatory statements are annexed to the Notice of Extra-Ordinary General Meeting of the Company pursuant to Section 102 of the Companies Act, 2013 relating to the Business set out above hereto.
2. In compliance with the provisions of the Companies Act, 2013 ('Act') and MCA Circulars, the EGM of the Company will be held through VC/ OAVM. The deemed venue for the EGM shall be the Registered Office of the Company, further Notice of the EGM along with the Explanatory Statement is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice will also be available on the Company's website [www.dnpl.co.in](http://www.dnpl.co.in).
3. Since the meeting will be held through VC or OAVM as per MCA circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of Proxies will not be available. Hence, Proxy Form, Attendance Slip are not annexed to the Notice.
4. Govt. representative / Corporate Members of the Company are to attend and vote at the EGM through VC/OAVM facility. Corporate Members intending to appoint their authorised representatives pursuant to Sections 113 of the Act, are requested to send the signed copy of the nomination letter in advance.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Pursuant to clause 1.2.7 of the Secretarial Standard -2, the request for consenting to shorter notice shall be sent along with the Notice. Therefore, members are requested to submit their signed consent forms (enclosed in **Annexure-I**) to convene the proposed extraordinary general meeting at shorter notice to the Company in advance.
7. **The access link to the VC/OAVM, login id, passwords, helpline numbers, e-mail id of a designated person who shall help with easy access to the EGM, is as follows:**

**The Link to join the meeting:** Clicking the link will take the user directly to the meeting.

<https://us02web.zoom.us/j/83639847314?pwd=btNPBEXcosmhL6uHly5GZSFX87F5zv.1>

Meeting ID: 836 3984 7314, Passcode: 902283

E-mail ID and Mobile Number of the Authorized officer of the company in case of any connection issues is as below:

Email: [companysecretary@dnpl.co.in](mailto:companysecretary@dnpl.co.in)

Phone; +91- 863-841-7526.

8. Since the EGM will be held through VC/OAVM, the route map of the venue of the meeting is not annexed hereto.



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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT 2013:**

### **Item No. 1**

#### **Increase in Authorized Share Capital of the Company:**

The following statement sets out all material facts relating to the Special Business no. 1 as mentioned in the accompanying Notice:

In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further shares, it is proposed to increase the Authorised Share Capital of the Company from Rs. 170,00,00,000/- (Rupees One Hundred Seventy Crore) divided into 17,00,00,000 (Seventeen Crore) shares of Rs. 10/- each to Rs. 270,00,00,000 (Rupees Two Hundred Seventy Crore) divided into 27,00,00,000 (Twenty-seven Crores) shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

Pursuant to section 61 and other applicable provisions of the Companies Act, 2013, the resolutions set forth in Item No. 1 require members' approval by way of an Ordinary Resolution for the increase in Authorised Share Capital of the Company.

The Board of Directors recommends the above resolution for your approval.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

### **Item No. 2**

#### **Alteration of the Capital Clause of the Memorandum of Association of the Company.**

The following statement sets out all material facts relating to the Special Business no. 2 as mentioned in the accompanying Notice:

As a consequence of the proposed increase in Authorized Share Capital of the Company, as detailed in Item No. 1, the existing Authorized Share Capital Clause (Clause V) in the Memorandum of Association will be altered accordingly.

The resolutions set forth in Item No. 2 require members' approval by way of a Special Resolution for the alteration of the Memorandum of Association of the Company.

The Board of Directors recommends the above resolution for your approval.



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None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

By Order of the Board of Directors

Sd/-

(Samujjal Borah)

Company Secretary

M. No. A41508

Date: 03.07.2024

Registered Office:

6<sup>th</sup> Floor, Central Mall

Christian Basti, G.S Road,

Guwahati-781005, Assam

**Consent of shareholder for shorter notice**  
**[Pursuant to Section 101 (1) of The Companies Act, 2013]**

**To,**  
**The Board of Directors**  
**DNP Limited**  
**6<sup>th</sup> Floor, Central Mall, GS Road**  
**Guwahati-781005, Assam**

**Sub: Consent to convene 2<sup>nd</sup> Extra-Ordinary General Meeting of DNPL at Shorter Notice.**

In reference to the notice dated 03<sup>rd</sup> July, 2024, I/we ..... holding ..... **Equity Shares of Rs. 10/- each** in the company, hereby give my/our consent pursuant to section 101(1) of the Companies Act, 2013 to hold the Extra-Ordinary General Meeting of the Shareholders of the Company, on Saturday, 13<sup>th</sup> July, 2024 At 12.00 P.M (Noon) at shorter notice.

Date: (Name of the Shareholder)  
Place: Address;.....  
.....  
.....