

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the members of DR. M. INDUSCORP LIMITED will be held as follows:

Day: Saturday

Date: 26th September, 2020.

Time: 11:00 A.M.

Place: 18B/1, Ground Floor, Dev Nagar, D.B. Gupta Road, Karol Bagh, New Delhi - 110005

to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Auditors' Report and Directors' Report thereon.
2. To appoint a Director in place of **Ms. Ruchi Gupta (DIN:02448278)**, who retires by rotation and being eligible, offers herself for re-appointment.

By order of the Board

Date: August 31, 2020

Place: New Delhi

Prem Prakash

Prem Prakash

Managing Director

DIN:00289179

**Address:18B/1, D. B. Gupta Road,
Karol Bagh, New Delhi-110005**

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll, instead of himself/ herself and the proxy need not be a member of the Company. A proxy in order to be effective must be lodged at the registered office of the Company at least forty years (48) hours before the time of the meeting.
2. A person can act as proxy on behalf of members not exceeding fifty (50) members and holding in the aggregate not more than ten percent of the total share capital of the company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
3. In view of COVID-19 pandemic, proper arrangements have been made at the venue to ensure social distancing norms and sanitization of venue before and after AGM. All the members are requested to follow proper physical distancing, cleanliness and sanitized themselves before entering into the venue. No members will be allowed to attend the meeting without wearing a mask.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from 23rd September, 2020 to 26th September, 2020 (Both days inclusive).
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company's Registrar and Share Transfer Agent namely SKYLINE FINANCIAL SERVICES PVT.LTD.
6. Members/Proxies should bring Attendance Slips duly filled and signed in for attending the meeting.
7. In case of joint holders attending the Meeting, only such joint-holder who is higher in the order of names will be entitled to vote at the Meeting.
8. Corporate members intending to send their authorised representative(s) to attend the meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
9. Shareholders seeking any information with regard to Accounts are requested to write to the Company at least Seven (7) days before the date of the meeting so as to enable the management to keep the information ready.
10. Members are requested to:
 - (a) Notify any change in their address to the Company including PIN CODE to the Registrar and Share Transfer Agent of the Company namely:

SKYLINE FINANCIAL SERVICES PVT. LTD.

D-153A, 1ST FLOOR, OKHLA INDUSTRIAL AREA PHASE-I,
NEW DELHI- 110020

PH. +91-11-64732681 to 88

E-mail: admin@skylinerta.com

Members whose shareholding is in electronic mode are requested to direct change of address notifications and bank particulars for receiving the dividend, if declared, through electronic credit under ECS, to their respective Depository Participants.

(b) Bring their copies of Annual Report with them to the meeting as the same will not be supplied again at the Meeting as a measure of economy.

11. Copies of the Annual Report 2019-20 are being sent by electronic mode only to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. A Notice has been published for the members who have not registered their email addresses so far, requesting to register their email address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company.

12. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to offer facility of voting through electronic means to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying notice. The facility of casting the votes by the members using an electronic voting system from a place other than venue of Annual General Meeting (AGM) ("**remote e-voting**") will be provided by Central Depository Services (India) Limited (CDSL). The remote e-voting rights of the members/beneficial owners shall be reckoned in proportion to the equity shares held by them in the Company as on **18th September, 2020** (Cut-off date fixed for determining the eligibility to vote by electronic means or by ballot in the AGM). Detailed instructions for availing the e-voting facility indicating the process and manner of e-voting are given hereunder.

The e-Voting process to be followed by the shareholders to cast their votes:

- During the voting period, the shareholders can visit the e-Voting website www.evotingindia.com and select the relevant EVSN/Company for voting.
- The shareholders having shares in the demat form can login to the e-voting system using their user-id (i.e. demat account number), PAN and password provided. The shareholders having shares in Physical form can log-in using the folio number of the shares, PAN and the password provided.
- After logging in, demat security holders will have to mandatorily change their password. This password can be used by demat security holders for all future voting on resolutions of companies in which they are eligible to vote. Physical security holders will be provided with a fresh password for every e-voting.
- Security holders can then cast their vote on there solutions available for voting.
- Security holders can also view there solution details on the e-voting website.
- Once the security holder casts the vote, the system will not allow modification of the same.
- During the voting period, security holders can login any number of times till they have voted on all there solutions.

Instructions For E-Voting:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 23rd September, 2020 at 09:00 A.M. and ends on 25th September, 2020 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL 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) The shareholders should logon to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders".
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	<ul style="list-style-type: none"> 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.
OR Date of Birth (DOB)	<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 Bankdetails field as mentioned in instruction(v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Dr. M. Induscorp Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) **Note for Non – Individual Shareholders and Custodian**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

- (i) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 18th September, 2020 may obtain login ID and password by sending a request at www.evotingindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
- (ii) **The Remote e-voting period commences on 23rd September, 2020 (09:00 A.M.) and ends on 25th September, 2020 (05:00 P.M.).** During this period, members of the Company holding shares either in physical or dematerialized form, as on the cut-off date of 18th September, 2020 may cast their vote by remote e-voting. The remote e- voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (iii) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (iv) The members attending the meeting who have not already cast their vote by remote e- voting shall be able to exercise their right to vote through ballot paper at the meeting in terms of Companies (Management and Administration) Amendment Rules, 2015.

Ms. Kavita of M/s. A. K. Nandwani & Associates, Company Secretaries in Practice (Membership No FCS 9115) failing her Ms. Meenu Sharma of M/s. A. K. Nandwani & Associates, Company Secretaries in Practice (Membership No ACS 32806), have been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- (v) The Chairman shall, at the AGM, at the end of discussion on there solutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of polling paper for all those members present at the AGM but have not cast their vote by availing remote e-voting facility.
- (vi) Immediately after the conclusion of voting at the AGM, the scrutinizer will first count the votes cast at the AGM and thereafter unblock the votes cast through remote e- voting in the presence of at least two witnesses not in the employment of company. The scrutinizer will prepare a consolidated scrutinizer's Report of the total votes cast in favour or against, if any, not later than three days after the conclusion of the AGM. This report shall be made to the Chairman or any other person authorized by the Chairman, who will then declare the result of the voting.
13. The Results declared along with the Scrutinizer's Report(s) shall be placed on the website of the Company viz. www.drminduscorp.com and on CDSL's website viz. www.evotingindia.com immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Shares of the Company are listed.
14. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 A.M to 12:00 NOON) on all working days up to and including the date of the Annual General Meeting of the Company.
15. Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting (pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been attached separately with this notice.

By order of the Board

Date: August 31, 2020
Place: New Delhi



Prem Prakash
Managing Director
DIN: 00289179

Address: 18B/1, D.B. Gupta Road,
Karol Bagh, New Delhi-110005

PROFILE OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING ("AGM")

Please refer Item No.2 of the Notice

<i>Particulars</i>	Ms. Ruchi Gupta
<i>Date of Birth</i>	14.08.1975
<i>Date of Appointment</i>	30.09.1996
<i>Qualifications</i>	Graduate
<i>Expertise in specific functional areas</i>	She has more than 20 years of Experience of Administration
<i>Directorships held in other public companies (excluding foreign companies and section 8 companies)</i>	NIL
<i>Memberships/chairmanships of committee of other public companies (includes only Audit Committee and stakeholders' relationship committee)</i>	NIL
<i>Number of shares held in the company</i>	3,96,047
<i>Relationship with the Company</i>	Promoter

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Managing Director
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