

Deem Roll-Tech Limited

[CIN: L27109GJ2003PLC042325]

Registered Office: Survey No. 110/1, P-1, 110/2, Ganeshpura, Taluka: Kadi, District: Mahesana, Gujarat, India, 382729.

Corporate Office: C-3/301, Anushruti Apartment, Opp New York Tower, Nr. Jain Mandir, S.G., Highway, Ahmedabad, Gujarat, India, 380054. **Email:** cs@deemrolls.com **Website:** www.deemroll.com

Notice is hereby given that 21st Annual General Meeting of the members of Deem Roll-Tech Limited will be held on Thursday, 19th September, 2024 at 11.30 a.m. through Video Conferencing/ Other Audio Visual Means [VC/OAVM] facility at the Deemed Venue i.e. at the Registered Office of the company at Survey No. 110/1, P-1,110/2, Ganeshpura, Tal: Kalol, Dist. Mehsana, Gujarat State-382715 to transact the following businesses:

Ordinary Business

[1] To receive, consider and adopt the Audited Financial Statements for the financial year 2023-24 ended 31st March, 2024 along-with the Reports of the Board of Directors and the Auditors thereon.

[2] To appoint Mr. Jaydev Ramesh Betai [DIN: 08218474] as Non-Executive Director who retires by rotation and being eligible offers himself for re-appointment.

Special Business

[3] Reappointment of Mr. Jyoti Prasad Bhattacharya [DIN: 00340485] as Managing Director & CEO

The members are requested to consider and pass the following resolutions, with or without modifications, as special resolutions.

"Resolved that in accordance with the provisions of Section 196, Section 197, Section 198 and Section 203 and other applicable provisions, if any, of the Companies Act, 2013 [the Act] read with Schedule-V to the Act, as amended, and the Companies [Appointment & Remuneration of Managerial Personnel] Rules, 2014, as amended, the applicable provisions of the Articles of Association of the company, the recommendations of the Nomination and Remuneration Committee and resolutions of the Board of Directors, consent of the members of the company be and is hereby accorded for the re-appointment of Mr. Jyoti Prasad Bhattacharya [DIN:00340485], as Managing Director & CEO of the company for a period of 5 [Five] Years from 1st October, 2024 to 30th September, 2029 at the remuneration and other prerequisites and on the terms and conditions of appointment as set out in the explanatory statement under Section 102 of the Act, as amended and under the Regulation 36 [3] of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015, as amended, annexed to this notice dated 9th August, 2024 for convening the twenty-first annual general meeting.

Resolved further that for the purpose of giving effect to the aforesaid resolution, the Board of Directors be and are hereby authorised to do all such acts, deeds and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in that regard."

[4] Increase in the remuneration of Mr. Dev Bhattacharya, Whole-Time Director [DIN: 09842191]

To consider and if through fit to pass with or without modifications the following resolutions as special resolutions.

"Resolved that in accordance with the provisions of Section 196, Section 197 and Section 203 and other applicable provisions, if any, read with Schedule-V of the Companies Act, 2013, as amended, the Companies [Appointment & Remuneration of Managerial Personnel] Rules, 2014, as amended, the applicable provisions of the Articles of Association of the company and the recommendation of the Nomination and Remuneration Committee and approval by the Board of Directors of the company, the consent of the members be and is hereby accorded to the increase w.e.f. 1st August, 2024, in the remuneration of Mr. Dev bhattacharya, Whole-Time Director [DIN:09842191], to Rs.2,00,000/- [Rupees Two Lakhs only] per month [inclusive of salary, dearness allowance, commission and other allowances]

Resolved further that as per the resolution of the Board of Directors, the other terms and conditions of appointment of Mr. Dev Bhattacharya, Whole-Time Director shall be as set out in the explanatory statement under Section 102 of the Act, as amended, annexed to this notice dated 9th August, 2024 for convening the twenty-first annual general meeting.

Resolved further that for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the company be and are hereby authorised to do all such acts, deeds and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in that regard."

[5] Approval of the transactions with Related Party

The members are requested to consider and pass with or without modifications, the following resolutions as ordinary resolutions.

"Resolved that pursuant to the provisions of Section 2 [76], Section 188 and other applicable provisions, if any, of the Companies Act, 2013 [the Act], as amended, read with Rule 15 of the Companies [Meetings of Board and its Powers] Rules, 2014, as amended, the applicable provisions, if any, of the SEBI [Listing Obligations and Disclosure Requirements], 2015 as amended, the company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and the recommendations of the Audit Committee and resolutions of the Board of Directors, the consent of the members be and is hereby accorded for continuing the arrangements for entering into transaction[s] with Diacut Machining, a Related Party within the meaning of Section 2[76] of the Act, for assigning of work of pass cutting of the rolls and procurement of rolls scrap, on the terms and conditions described in detail in the explanatory statement under Section 102 of the Act, as amended, attached to this notice dated 9th August, 2024 for convening the twenty-first annual general meeting, up to a maximum aggregate amount of Rs.6.50 crores for the financial year 2024-25 ending 31st March, 2025.

Resolved further that the Board of Directors shall ensure that transaction[s] entered into with Diacut Machining shall be in accordance with the terms and conditions described in the explanatory statement as mentioned above and shall be at arm's length and in the ordinary course of business as also in the interest of the company.

Resolved further that for the purpose of giving effect to the aforesaid resolutions, the Board of Directors of the company be and are hereby authorised to do all such acts, deeds and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in that regard."

[6] Ratification of the remuneration payable to Cost Auditor appointed by the Board of Directors for the Financial Year 2024-25 ended 31st March, 2025

The members are requested to consider and to pass with or without modifications the following resolution as ordinary resolution.

"**Resolved that** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies [Audit and Auditors] Rules, 2014, as amended till date, the remuneration of Rs.80,000/- + GST + Misc. Expenses payable to M/s Mitesh I Prajapati & Associates, Cost Accountants [Firm Registration No.101450] who have been appointed by the Board of Directors for conducting the cost audit of the company for the Financial Year 2024-25 ended 31st March, 2025, be and is hereby ratified."

Date: 09th August, 2024

Place: Ahmedabad

By order of the Board of Directors

Registered Office
Survey No. 110/1, P-1,110/2,
Ganeshpura, Tal: Kalol, Dist. Mehsana,
Gujarat State -382715

sd/-
Alka Kumari
Company Secretary and Compliance Officer
[ACS No.: 31249]

Notes:

[1] In compliance with the applicable provisions of the Companies Act, 2013 [the Act] and Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] 2015, as amended [the SEBI LODR], General Circular Nos.14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, General Circular No. 22/2020 dated June 15,2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/ 2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, and General Circular No. 3/2022 dated May 5, 2022, respectively, issued by the Ministry of Corporate Affairs [collectively referred to as 'the MCA Circulars'] and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India [collectively referred to as 'the SEBI Circulars'] and in compliance with the provisions of the Act and the SEBI LODR , the 21st Annual General Meeting [the AGM/this AGM] of the Company is being conducted through VC/OAVM facility, which does not require physical presence of the members at a common venue in accordance with the Act, the MCA Circulars, the SEBI LODR and the SEBI Circulars. The deemed venue for the AGM will be the Registered Office of the Company – Survey No. 110/1, P-1, 110/2, Ganeshpura, Taluka: Kadi: District: Mahesana, Gujarat, India, 382729.

[2] As per the provisions of Clause 3. A. II. of the General Circular No. 20/2020 dated May 05, 2020, the Special Business as appearing in Item No. 3, 4, 5 and 6 of the Notice, is considered to be unavoidable by the Board of Directors and hence, forming part of this Notice.

[3] The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 3, 4, 5 and 6 of the Notice is annexed hereto. The relevant details, pursuant to Regulation 36[3] of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015, as amended [the SEBI Listing Regulations], in respect of the Director seeking reappointment at this AGM is annexed.

[4] Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM. Hence, proxy form, attendance slip and route map are not annexed to this Notice. However, Institutional Investors and Corporate Members are entitled to appoint authorised representatives to attend this AGM through VC / OAVM to participate thereat, and cast their votes through e-voting.

[5] The members may join the AGM in the VC / OAVM mode 15 Minutes [Fifteen Minutes] before the scheduled time of the commencement of the AGM by following the procedure mentioned in this Notice. The helpline number regarding any query / assistance for participation in the AGM through VC/OAVM is 022-23058542/43.

[6] The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

[7] In line with the General Circular Nos. 20/2020 dated May 05, 2020 and No. 02/2021 dated January 13, 2021, and the relevant circulars issued by SEBI, the Notice of this AGM along-with the 21st Annual Report for the Financial Year 2023-24 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories/ RTA. For the physical copy of 21st Annual Report, the members may send requests to the Company's dedicated investor email-id: cs@deemrolls.com. The Notice of this AGM and Annual Report for Financial Year 2023-24 is also available on the Company's website - www.deemrolls.com, and on the website of the Stock Exchange, i.e. NSE Limited at www.nseindia.com.

[8] The members desirous of seeking information regarding accounts of the Company are requested to send their queries to cs@deemrolls.com on or before September 05, 2024.

[9] The Company has fixed Thursday, 12th September, 2024 as the 'Record Date' for determining entitlement of members for e-voting facility for the Financial Year 2023-24 for the AGM.

[10] The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode.

[11] As stated above the members can join the AGM through VC/OAVM mode 15 [Fifteen] minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large shareholders [shareholders holding 2% or more shareholding], Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

Process and manner for members opting for voting through electronic means:

[I] 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 and Disclosure Requirements] Regulations 2015, as amended, and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 14th December, 2021 and 5th May 2022, 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. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by Bigshare.

[II] Those Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Monday, 12th September, 2024, shall be entitled to avail the facility of remote e-voting as well as venue voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

[III] A person who has acquired the shares and has become a member of the Company after the dispatch of the notice of the AGM and prior to the Cut-off date i.e., Thursday, 12th September, 2024, shall be entitled to exercise his/her vote either electronically i.e., remote e-voting or venue voting system on the date of the AGM by following the procedure mentioned in this part.

[IV] The remote e-voting will commence on Monday, 16th September, 2024 at 9.00 a.m. and will end on Wednesday, 18th September, 2024 at 5.00 p.m. During this period, the Members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e., Thursday, 12th September, 2024 may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by Bigshare thereafter.

[V] Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.

[VI] The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, 12th September, 2024.

The Company has appointed CS Dhyanam Vyas, Practicing Company Secretary [Associate Membership No. 52500 and Certificate of Practice No. 21815], to act as the Scrutinizer for conducting the remote e-voting process as well as the venue voting system on the date of the AGM, in a fair and transparent manner.

Process for those shareholders whose email ids are not registered:

Please update your e-mail id and mobile no. with your respective Depository Participant (DP).

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

[i] The voting period begins Monday, 16th September, 2024 at 9.00 a.m. and will end on Wednesday, 18th September, 2024 at 5.00 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 date i.e., Thursday, 12th September, 2024 may cast their vote electronically. Bigshare shall disable the e-voting module 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.

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 and joining virtual meetings **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	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote 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. BIGSHARE, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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 evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.

<p>Individual Shareholders holding securities in demat mode with NSDL</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.nsdl.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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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" 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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</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 or joining virtual meeting & voting during the meeting.</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 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

1. 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).

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.

2. 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.

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 https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

3. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- 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 attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK**" option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.

- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

12. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.deemroll.com and on the website of Bigshare i.e. <https://ivote.bigshareonline.com> within three days of the passing of the Resolutions at the 28th Annual General Meeting of the Company and shall also be communicated to the Stock Exchange where the shares of the Company are listed.

Date: 09th August, 2024
Place: Ahmedabad

By order of the Board of Directors

Registered Office
Survey No. 110/1, P-1,110/2,
Ganeshpura, Tal: Kalol, Dist. Mehsana,
Gujarat State -382715

sd/-
Alka Kumari
Company Secretary and Compliance Officer
[ACS No.: 31249]

Annexure to Notice

Statement under Secretarial Standard 2 on General Meetings [the SS-2] issued by the Institute of Company Secretaries of India and the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015, as amended, for the Item No.2 Ordinary Business

Item No.2: Appointment Mr. Jaydev Ramesh Betai [DIN: 08218474] as Non-Executive Director who retires by rotation and being eligible offers himself for appointment_Information of Mr. Jaydev Ramesh Betai retiring by rotation but seeking re-election

Name	Jaydev Ramesh Betai
Director Identification Number	08218474
Date of Birth and Age	21 st March,1952 - 72 years
Status	Non-Executive Director
Date of first appointment and reappointment etc.	Mr. Betai was appointed as Non-Executive Director retiring by rotation by the members of the company at the 15 th Annual General Meeting held on 29 th September, 2018. Mr. Betai was reappointed as Non-Executive Director retiring by rotation by the members of the company at the 18 th Annual General Meeting held on 30 th September, 2021.
Qualifications	Mr. Betai is M. Com, LL. B [Special], Diploma in taxation Laws and Practice, Diploma in Labour Laws and Practice, Fellow Member of the Institute of Company Secretaries of India, Practicing Company Secretary
Experience in specific professional areas	Mr. Betai has total about 32 years of experience of working with various corporates in public and private sectors and handling of assignments of corporate and other laws, litigations, human resources and resources mobilization etc. Since November,2011, working as Practicing Company Secretary and is based at Ahmedabad.
Number of equity shares held in the company	Nil
Number of equity shares held in other companies	Nil
List of other companies in which directorships held	Nil
List of companies in which directorships were held during last 3 Years	Nil
Chairman/Member of the Committees of Board in other companies	Nil
Chairman/Member of the Committees of Board of the company	[1] Audit Committee [2] Nomination and Remuneration Committee [3] IPO Committee
Relationships between Directors inter se	Nil
[a] Meetings of the Board of Directors and the Committees held during the Financial Year 2023-24 ended 31/03/2024 and attended by Mr. Betai [b] Meetings of the members of the company held during the year ended 31/03/2024 and attended by Mr. Betai	Mr. Betai was appointed as Chairman of the Board of Directors at the Board Meeting held on 14 th July,2024. [a] [i] 15 Meetings of the Board of Directors Meetings were held and 10 Meetings were attended by Mr. Betai [ii] 7 Meetings of the Audit Committee were held and all Meetings were attended by Mr. Betai [iii] 4 Meetings of the Nomination and Remuneration Committee were held and all Meetings were attended by Mr. Betai [iv] 8 Meetings of the IPO Committee were held and all Meetings were attended by Mr. Betai [b] 20 th Annual General Meeting held during Financial Year 2022-23 was not attended by Mr. Betai. Mr. Betai had attended Extra-Ordinary General Meeting held on 24 th July,2024 as Chairman. The Extra-Ordinary Meetings held on 17 th April, 2023, 9 th May, 2023, 30 th June,2023, and 25 th January, 2024 were not attended by Mr. Betai
Details of remuneration sought to be paid	Sitting fees for attending Board Meetings and Committee Meetings, where he is a Member.

Mr. Jaydev Ramesh Betai is not disqualified for reappointment under Section 164 and Section 165 of the Companies Act, 2013. Mr. Betai has signified his consented for reappointment as Non-Executive Director liable to retire by rotation as per his letter dated 25th July, 2024.

Annexure to Notice

The statement stating out the material facts pursuant to Section 102 of the Companies Act, 2013 and the information required as per Regulation 36 [3] of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 [the SEBI LODR], as amended and Secretarial Standard 2 on the General Meeting issued by the Institute of Company Secretaries of India

Item No.3. Reappointment of Mr. Jyoti Prasad Bhattacharya [DIN: 00340485] as the Managing Director & CEO of the company

Mr. Jyoti Prasad Bhattacharya is Promoter and Managing Director & CEO of the company. Mr. Bhattacharya has been Director of the company since incorporation.

Mr. Bhattacharya was appointed as Managing Director & CEO of the company for 5 years w.e.f. 1st October, 2009, by the members of the company at the extra-ordinary general meeting held on 1st October, 2009. The members of the company had at the eleventh annual general meeting held on 30th September, 2014 accorded their approval for reappointment of Mr. Bhattacharya as Managing Director & CEO for a further period of 5 years w.e.f. 1st October, 2014 upto 30th September, 2019. Again, the members had at the sixteenth annual general meeting held on 10th September, 2019 accorded their approval by special resolution for the reappointment of Mr. Bhattacharya as the Managing Director & CEO for a further period of 5 years w.e.f. 1st October, 2019 to 30th September, 2024. It is informed that the members had at the twentieth annual general meeting held on 22nd June, 2023, accorded their approval by special resolution for increase of the remuneration of Mr. Bhattacharya to Rs.20, 00,000/- per month w.e.f.1st May, 2023 and on other the terms and conditions approved by the members at the nineteenth annual general meeting held 30th September, 2022.

The members are informed that the present term of appointment of Mr. Bhattacharya as Managing Director & CEO will end on 30th September, 2024. The members are informed that Mr. Bhattacharya has as per his letter dated 29th July, 2024, expressed his willingness for reappointment as Managing Director & CEO of the company and has certified that he is eligible for the reappointment under the provisions of the Act and the Rules made thereunder.

The Members are informed that the appointment and reappointment of managerial personnel [managing director, whole-time director or manager] and remuneration payable to them are governed by Section 196, Section 197 and Section 203 and Schedule V of the Companies Act, 2013 [the Act] and the Companies [Appointment & Remuneration of Managerial Personnel] Rules, 2014 [the Rules]. The Article 181 of the Articles of Association of the company provide for the appointment of the managerial personnel.

The members are informed that in accordance with the provisions of Section 196, Section 197 and Section 203 and other applicable provisions, if any, read with Schedule-V of the Act and the Rules and the applicable provisions of the Articles of Association of the company and considering the recommendations of the Nomination and Remuneration Committee the Board of Directors have at the Meeting No. 2 /2024-25 held on 9th, August, 2024, subject to the approval of the members by special resolution at the twenty-first annual general meeting, resolved for reappointment of Mr. Jyoti Prasad Bhattacharya as Managing Director & CEO for 5 Year w.e.f. 1st October, 2024 to 30th September, 2029 upon the remuneration, perquisites and terms and conditions of appointment as set-out below:

[1] Remuneration and Perquisites

[a] Total remuneration payable to Mr. Bhattacharya as Managing Director & CEO will be Rs.20,00,000/- per month [inclusive of salary, dearness allowance, commission and other allowances].

[b] Mr. Bhattacharya will be eligible to the following perquisites in addition to the remuneration:

[i] gratuity payable at the rate not exceeding half a month's basic salary for each completed year of service

[ii] leave as per the rules of the company and

[iii] encashment of leave at the end of the tenure.

[iv] use the company's car- all the expenses for the maintenance of and running of the same including salary of the driver to be borne by the company.

[c] Notwithstanding anything to the contrary herein contained, wherein in any financial year during the tenure of the Managing Director & CEO, the company has no profits or the profits are inadequate, the company shall subject to the provisions of Section 196 and Section 197 read with Schedule V and all other applicable provisions, if any, of the Act and the Rules shall pay salary and other allowances and perquisites as specified herein.

[2] Remuneration to be paid as per Section 196 and Section 197 read with Schedule V of the Act

Wherein in any financial year during the tenure of the Managing Director & CEO, the company has no profits or the profits are inadequate, the company shall subject to the provisions of Section 196 and Section 197 read with Schedule V and all other applicable provisions, if any, of the Act and the Rules shall pay salary and other allowances and perquisites as specified herein.

[3] Board's powers to reduce the remuneration

When in any financial year, there are no profits or the same are not considered adequate by the Board, the Board is empowered to decide not to pay any remuneration or to reduce the remuneration mentioned above to any amount they consider reasonable in the circumstances of the case. The Board's powers in this behalf are absolute and if so, exercised by the Board before the end of the financial year or before the accounts are passed by the Annual General Meeting will override the provisions of remuneration set out above and no remuneration or the reduced remuneration as the case may be, will accrue and become payable to the Managing Director & CEO.

[4] Sitting fees

The Managing Director & CEO shall not be entitled to sitting fees for attending the meeting of the Board of Directors or the Committees thereof.

[5] Reimbursement

The Managing Director & CEO shall be entitled to the reimbursement of all expenses including local and outside travelling, entertainment and other out-of pocket expenses incurred in connection with the business of the company.

[6] Not exclusive

The Board of Directors shall be at liberty from time to time to appoint any other person or persons to be the Managing Director & CEO.

[7] Retirement, Resignation and termination

[a] The Managing Director & CEO shall not be liable to retire by rotation.

[b] The Managing Director & CEO shall be free to resign his office by giving 3 [Three] calendar months' notice in writing to the company. The company shall also be free to terminate the services of the Managing Director & CEO by giving 3 [Three] calendar months' notice.

[8] Compensation

If at any time the office of the Managing Director & CEO is determinate before the expiry of his term of office, the Managing Director & CEO shall be entitled to compensation for loss of office in accordance with and subject to the restriction laid down in Section 196 and Section 197 and Schedule V of the Act and the Rules made thereunder.

The information of Mr. Jyoti Prasad Bhattacharya and the company as required under Section 197 and Schedule V of the Act and the Rules as also SEBI LODR are as under:

[a] Information about Mr. Jyoti Prasad Bhattacharya

Mr. Jyoti Prasad Bhattacharya is aged about 65 years and is B.E [Electrical] and Diploma in Business Management. Mr. Bhattacharya holds over 30 years of experience in the field of steel industry particularly in rolls manufacturing, casting, forged casting etc.

Mr. Bhattacharya is Promoter of the company and has been its Director from the incorporation of the company and the Managing Director & CEO w.e.f. 1st October, 2009.

As on 31st March, 2024 and on the date of this notice Mr. Jyoti Prasad Bhattacharya is holding in his name 53,16,102 equity shares of Rs.10/- each of the company representing 63.76 % of the paid-up equity share capital. As on the date of this notice the relatives of Mr. Bhattacharya are holding 3,48,150 equity shares of Rs.10/- each of the company representing 4.09 % of the paid-up equity share capital. Thus, Mr. Bhattacharya and his relatives are holding total 67.85 % of the paid-up share capital of the company.

Mr. Bhattacharya's Son Mr. Dev Jyotiprasad Bhattacharya is Whole-Time Director of the company w.e.f. 25th April,2023. No other Director on the Board of Directors and no Key Managerial Personnel is relative of Mr. Bhattacharya.

Mr. Bhattacharya is not Director in any other company. Also, during last 3 years Mr. Bhattacharya was not Director in any other company.

During the financial year 2023-24, Mr. Bhattacharya has attended the meetings of the Board of Directors, Committees of the Board of Directors and the meetings of the Members as under.

Sr. No.	Board of Directors/Board Committees / Members of the company	Meetings held during the Financial Year 2023-24	Meetings attended by Mr. Bhattacharya
1	Board of Directors	15	15
2	CSR Committee	2	2
2	IPO Committee	8	8
4	Members Meetings	[i] 20 th Annual General Meetings [ii] 5 Extra Ordinary General Meetings	[i] 20 th Annual General Meeting and [ii] 5 Extra Ordinary General Meetings

[b] Company

Deem Roll-Tech Limited [the company] [CIN: U27109GJ2003PLC042325] was incorporated as private limited company on 01/05/2003 under the Companies Act, 1956. The company was converted into public limited company on 12/02/2008. The registered office of the company is situated at Survey No. 110/1, P-1, 110/2, Ganeshpura-Dhanali Road, Village: Ganeshpura, Tal: Kadi, Dist: Mehsana- 382729, Gujarat. The corporate office of the company is situated at C-3/301, Anushruti, Opp. New-York Tower, Near Thaltej Cross Roads, S.G. Highway, Ahmedabad-380051, Gujarat.

[c] Products and Production Facilities

[1] The company is one of the leading manufacturers of steel rolls, which constitute the building blocks of the iron and steel rolling mill industry. The rolls production was started in 2005.

[2] The company currently has 3 manufacturing Units as below.

[a] Unit 1- Plot No.1006 /1007, GIDC Chhatral, Ta: Kalol, Dist: Gandhinagar [Gujarat]

[b] Unit 2- Survey No. 110/1 , P-1,110/2, Ganeshpura, Tal: Kalol, Dist. Mehsana [Gujarat]

[c] Unit 3- P.O. Sinhet, P.S. Danpur, Dist: Hooghly [West Bengal]

[3] The present manufacturing capacity of the above Units is 6,600 MT finished steel rolls per year. With many reputed rolling mills in India and abroad as company's customers, it strives to provide the best quality processes in the industry as a result of which our rolls are one of the finest available.

[d] Financial Performance

The details of financial performance of the company for the years ended 31st March, 2023 and 31st March, 2022 are as under.

Particulars	Amount [Rs.]	
	31 st March, 2023	31 st March, 2022
Paid up Equity Capital	1,38,32,400	1,38,32,400
Total Income	104,51,65,183	92,09,03,234
Profit Before Interest, Depreciation and Tax	13,28,02,202	9,71,22,290
Profit After Interest, Depreciation and Tax	7,07,94,259	5,94,50,853
Balance of Term Loans and Working Capital from Banks	19,98,82,458	15,53,03,966
Reserves and Surplus [Including Revaluation Reserve of Rs. 10,49,57,364]	47,83,78,685	42,14,88,023

The capacity utilization of 84.13% and 92.54% have been achieved for the years ended 31st March, 2022 and 31st March, 2023.

The Effective Capital on 31/03/2022 is Rs. 36,31,79,123/- and 31st March, 2023 is Rs. 40,71,16,905/- under Section 196 and Section 197 and Schedule V [Part II Explanation I] of the Companies Act, 2013.

It is stated that the Audited Financial Statements for the year ended 31st March, 2024 are placed for approval and adoption by the members at Item No.1 in the notice convening this twenty-first annual general meeting. The financial performance of the company for the year ended 31st March, 2024 is as under.

Particulars	Amount [Rs.]
	31 st March, 2024
Paid up Equity Capital	8,33,72,720/-
Total Income	1,01,43,35,936
Profit Before Interest, Depreciation and Tax	14,27,93,096
Profit After Interest, Depreciation and Tax	7,81,24,879
Balance of Term Loans and Working Capital from Banks	21,77,93,022
Reserves and Surplus [Including Revaluation Reserve of Rs. 10,49,57,364]	75,92,28,335

The capacity utilization of 94% has been achieved for the year ended 31st March, 2024.

The Effective Capital on 31/03/2024 is Rs. 76,06,40,767/- under Section 196 and Section 197 and Schedule V [Part II Explanation I] of the Companies Act, 2013.

[e] Expansion Project

The expansion project for manufacturing of flat product rolls is under implementation at Unit 2, Ganeshpura, Tal: Kalol, Dist. Mehsana [Gujarat].

[f] Bonus Issue

During the Financial Year 2023-24, 44,54,032 equity shares of Rs.10/- each were issued and allotted as bonus shares to those members, whose names were appearing in the register of members on the record date i.e. 4th July, 2023, in the ratio of 322:100 [i.e. 322 fully paid bonus equity shares for 100 equity shares held] by capitalizing Rs. 4,45,40,320/- from the balance of the share premium account.

[g] Private Placement

During the Financial Year 2023-24, in January, 2024 the Board had, after approval by special resolutions by the members at the extra-ordinary general meeting, issued and allotted 2,32,000 equity shares of Rs.10/- at the premium of Rs.119/- per equity share i.e. at the issue price of Rs.129/- per equity share on preferential basis by private placement.

[h] Initial public offering of the equity shares

The initial public offering [the issue] of the equity shares of the company offering 22,68,000 equity shares of Rs.10/- each at the issue price of Rs.129/- per equity share [i.e. at the premium of Rs.119/- per equity share], aggregating to Rs.2925.72 lakhs was opened for 3 days from 20th February, 2024. The objects of the issue were funding capital expenditure towards project for expansion of the existing manufacturing facility at the Ganeshpura Unit, funding of the additional working capital requirements and general corporate purposes. The issue had received overwhelming response from the investors and was oversubscribed 256.55 times.

[i] Paid up Share Capital

As on 31st March, 2024 and on the date of this notice, the paid-up share capital has been Rs. 8,33,72,720/- divided into divided into 83,37,272 equity shares of Rs.10/- each.

[j] Listing on National Stock Exchange of India EMERGE Platform

Post the initial public offering, total 83,37,273 equity shares of the company were listed on the National Stock Exchange of India EMERGE Platform [NSE EMERGE] w.e.f. 27th February, 2024. The Stock Code is: DEEM and the ISIN is INE586001011.

[k] Foreign Direct Investment and Foreign Collaboration Agreement

There is no foreign direct investment in the company and the company has not entered into any foreign collaboration agreement.

[l] Subsidiaries, Joint Venture and Associate Companies

The company does not have any subsidiary company, joint venture or associate company.

Now the approval of the members by special resolutions is requested for the reappointment of Mr. Jyoti Prasad Bhattacharya as the Managing Director & CEO for 5 Years w.e.f. 1st October, 2024 to 30th September, 2029 upon the remuneration, perquisites and terms and conditions of appointment as set out above.

None of the Directors and Key Managerial Personnel [including their relatives] except Mr. Bhattacharya himself and Mr. Dev Jyotiprasad Bhattacharya, Whole-Time Director who is Son of Mr. Jyoti Prasad Bhattacharya and their relatives, are interested in the resolution.

Your Directors recommend passing of the resolutions as special resolutions.

Item No.4. Increase in the remuneration of Mr. Dev Bhattacharya [DIN: 09842191], Whole-Time Director

The members are apprised that the Board of Directors have at their meeting held on 9th August, 2024, in accordance with the provisions of Section 196, Section 197 and Section 203 and other applicable provisions, if any, read with Schedule-V of the Companies Act, 2013, the Companies [Appointment & Remuneration of Managerial Personnel] Rules, 2014 [including the amendments made therein from time to time], the applicable provisions of the Articles of Association of the company and the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members by special resolutions, appointed Mr. Dev Bhattacharya as the Additional Director and Whole-Time Director for 5 years w.e.f. 25th April, 2023 on the remuneration and the terms and conditions of appointment as below.

[1] Remuneration shall be Rs.1,00,000/- per month [inclusive of salary, dearness allowance, commission and other allowances].

[2] The Whole-Time Director shall be entitled to use the company's car, all the expenses for the maintenance of and running of the same including salary of the driver to be borne by the company.

[3] The Whole-Time Director shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees, which the company may establish from time to time

[4] The Whole-Time Director shall not be entitled to sitting fees for attending the meeting of the Board of Directors or the Committees thereof.

[5] The Whole-Time Director shall be entitled to the reimbursement of all expenses including local and outside travelling, entertainment and other out-of pocket expenses incurred in connection with the business of the company. [6] The Board of Directors shall be at liberty from time to time to appoint any other person or persons to be the whole-Time Director.

[7] The Whole-Time Director shall not be liable to retire by rotation.

[8] The Whole-Time Director shall be free to resign his office by giving 3 [Three] calendar months' notice in writing to the company. The company shall also be free to terminate the services of the Whole-Time Director by giving 3 [Three] calendar months' notice.

[9] If at any time the office of the Whole-Time Director is determinate before the expiry of his term of office, the Whole-Time Director shall be entitled to compensation for loss of office in accordance with and subject to the restriction laid down in Section 196 and Section 197 and Schedule V of the Act and the Rules.

The information of Mr. Dev Bhattacharya and the company as required under Section 197 and Schedule V of the Act and the Rules are as under:

[a] Mr. Dev Bhattacharya

Mr. Dev Bhattacharya, aged 35 years is BSc and Certificate- YEP [Young Entrepreneurs Programme] IIMA. Mr. Bhattacharya has developed skills in production planning, IT development and management, correlating data analysis and strategy, QMS development, R&D and multi-lingual relationship [Russian, Japanese, Ukraine and German] and technical process improvements.

Mr. Bhattacharya is Partner in Diacut Machining since 2017, which is engaged in job works of pass cutting and finish machining for clients and procurement of raw materials, rolling mill parts and accessories for rolling mills. Also Mr. Bhattacharya is Promoter - Director and Member of Diacut Rolls Private Limited incorporated on 29th December, 2022. Mr. Jyoti Prasad Bhattacharya, Father of Mr. Dev Bhattacharya is Managing Director & CEO of the company. No other Director on the Board of Directors and no Key Managerial Personnel is relative of Mr. Bhattacharya. As on 31st March, 2024 and on the date of this notice Mr. Dev Bhattacharya is holding in his name 69,630 equity shares of Rs.10/- each of the company representing 0.84 % of the paid-up equity share capital. As on 31st March, 2024 and on the date of this notice the relatives of Mr. Bhattacharya are holding total 55,24,992 equity shares of Rs.10/- each of the company representing 66.28 % of the paid-up equity share capital. Thus, as on 31st March, 2024 and on the date of this notice Mr. Bhattacharya and his relatives are holding total 67.85 % of the paid-up share capital of the company.

During the financial year 2023-24, Mr. Dev Bhattacharya has attended the meetings of the Board of Directors, Committees of the Board of Directors and the meetings of the Members as under.

Sr. No.	Board of Directors/Board Committees / Members of the company	Meetings held during the Financial Year 2023-24	Meetings attended by Mr. Bhattacharya
1	Board of Directors	15 [Entitled to attend 14]	14
2	IPO Committee	8	8
4	Members Meetings	[i] 20 th Annual General Meetings [ii] 5 Extra Ordinary General Meetings	[i] 20 th Annual General Meeting and [ii] 5 Extra Ordinary General Meetings

[b] Company

Deem Roll-Tech Limited [the company] [CIN: U27109GJ2003PLC042325] was incorporated as private limited company on 01/05/2003 under the Companies Act, 1956. The company was converted into public limited company on 12/02/2008. The registered office of the company is situated at Survey No. 110/1, P-1, 110/2, Ganeshpura-Dhanali Road, Village: Ganeshpura, Tal: Kadi, Dist: Mehsana- 382729, Gujarat. The corporate office of the company is situated at C-3/301, Anushruti, Opp. New-York Tower, Near Thaltej Cross Roads, S.G. Highway, Ahmedabad-380051, Gujarat.

[c] Products and Production Facilities

[1] The company is one of the leading manufacturers of steel and alloy rolls in India, which constitute the building blocks of the iron and steel rolling mill industry. The rolls production was started in 2005.

[2] The company currently has 3 manufacturing Units as below.

[a] Unit 1- Plot No.1006 /1007, GIDC Chhatral, Ta: Kalol, Dist: Gandhinagar [Gujarat]

[b] Unit 2- Survey No. 110/1, P-1,110/2, Ganeshpura, Tal: Kalol, Dist. Mehsana [Gujarat]

[c] Unit 3- P.O. Sinhet, P.S. Danpur, Dist: Hooghly [West Bengal]

[3] The present manufacturing capacity of the above Units is 6,600 MT finished steel rolls per year. With many reputed rolling mills in India and abroad as company's customers, it strives to provide the best quality processes in the industry as a result of which our rolls are one of the finest available.

[d] Financial Performance

The details of financial performance of the company for the years ended 31st March, 2023 and 31st March, 2022 are as under.

Particulars	Amount [Rs.]	
	31 st March, 2023	31 st March, 2022
Paid up Equity Capital	1,38,32,400	1,38,32,400
Total Income	104,51,65,183	92,09,03,234
Profit Before Interest, Depreciation and Tax	13,28,02,202	9,71,22,290
Profit After Interest, Depreciation and Tax	7,07,94,259	5,94,50,853
Balance of Term Loans and Working Capital from Banks	19,98,82,458	15,53,03,966
Reserves and Surplus [Including Revaluation Reserve of Rs. 10,49,57,364]	47,83,78,685	42,14,88,023

The capacity utilization of 84.13% and 92.54% have been achieved for the years ended 31st March, 2022 and 31st March, 2023.

The Effective Capital on 31/03/2022 is Rs. 36,31,79,123/- and 31st March, 2023 is Rs. 40,71,16,905/- under Section 196 and Section 197 and Schedule V [Part II Explanation I] of the Companies Act, 2013.

It is stated that the Audited Financial Statements for the year ended 31st March, 2024 are placed for approval and adoption by the members at Item No.1 in the notice convening this twenty-first annual general meeting. The financial performance of the company for the year ended 31st March, 2024 is as under.

Particulars	31 st March, 2024
	Paid up Equity Capital
Total Income	1,01,43,35,936
Profit Before Interest, Depreciation and Tax	14,27,93,096
Profit After Interest, Depreciation and Tax	7,81,24,879
Balance of Term Loans and Working Capital from Banks	21,77,93,022
Reserves and Surplus [Including Revaluation Reserve of Rs. 10,49,57,364]	75,92,28,335

The capacity utilization of 94% has been achieved for the year ended 31st March, 2024.

The Effective Capital on 31/03/2024 is Rs. 76,06,40,767/- under Section 196 and Section 197 and Schedule V [Part II Explanation I] of the Companies Act, 2013.

[e] Expansion Project

The expansion project for manufacturing of flat product rolls is under implementation at Unit 2, Ganeshpura, Tal: Kalol, Dist. Mehsana [Gujarat].

[f] Bonus Issue

During the Financial Year 2023-24, 44,54,032 equity shares of Rs.10/- each were issued and allotted as bonus shares to those members, whose names were appearing in the register of members on the record date i.e. 4th July, 2023, in the ratio of 322:100 [i.e. 322 fully paid bonus equity shares for 100 equity shares held] by capitalizing Rs. 4,45,40,320/- from the balance of the share premium account.

[g] Private Placement

During the Financial Year 2023-24, in January, 2024 the Board had, after approval by special resolutions by the members at the extra-ordinary general meeting, issued and allotted 2,32,000 equity shares of Rs.10/- at the premium of Rs.119/- per equity share i.e. at the issue price of Rs.129/- per equity share on preferential basis by private placement.

[h] Initial public offering of the equity shares

The initial public offering [the issue] of the equity shares of the company offering 22,68,000 equity shares of Rs.10/- each at the issue price of Rs.129/- per equity share [i.e. at the premium of Rs.119/- per equity share], aggregating to Rs.2925.72 lakhs was opened for 3 days from 20th February, 2024. The objects of the issue were funding capital expenditure towards project for expansion of the existing manufacturing facility at the Ganeshpura Unit, funding of the additional working capital requirements and general corporate purposes. The issue had received overwhelming response from the investors and was oversubscribed 256.55 times.

[i] Paid up Share Capital

As on 31st March, 2024 and on the date of this notice, the paid-up share capital has been Rs. 8,33,72,720/- divided into divided into 83,37,272 equity shares of Rs.10/- each.

[j] Listing on National Stock Exchange of India EMERGE Platform

Post the initial public offering, total 83,37,273 equity shares of the company were listed on the National Stock Exchange of India EMERGE Platform [NSE EMERGE] w.e.f. 27th February, 2024. The Stock Code is: DEEM and the ISIN is INE586O01011.

[k] Foreign Direct Investment and Foreign Collaboration Agreement

There is no foreign direct investment in the company and the company has not entered into any foreign collaboration agreement.

[l] Subsidiaries, Joint Venture and Associate Companies

The company does not have any subsidiary company, joint venture or associate company.

Now the approval of the members by special resolutions is requested for increase in the remuneration to Rs.2,00,000/- per month w.e.f. 1st August, 2024 of Mr. Dev Jyotiprasad Bhattacharya and other terms and conditions of appointment as set out above.

None of the Directors and Key Managerial Personnel [including their relatives] except Mr. Dev Jyotiprasad Bhattacharya and Mr. Jyoti Prasad Bhattacharya, Managing Director & CEO and their relatives are interested in the resolutions.

Your Directors recommend passing of the resolutions as special resolutions.

Item No.5. Approval of transactions with related party

It is informed that Diacut Machining [Diacut], is a Partnership Firm, owned by Mr. Dev Bhattacharya and Mrs. Manjushree Bhattacharya, Son and Daughter-in-Law of Mr. Jyoti Prasad Bhattacharya, Managing Director & CEO.

Mr. Dev Bhattacharya is the Whole-Time Director of the company. Mr. Dev Bhattacharya and his Wife Mrs. Manjushree Bhattacharya each are holding 69,630 equity shares in the company.

It is further informed that Diacut is a CNC Machine Shop, located at Kadi, is having adequate infrastructure, machinery and trained manpower for carrying out jobs of pass cutting of rolls and has expertise for procurement of raw materials required for production of steel rolls. It is also informed that Diacut is a Related Party within the meaning of Section 2[76] of the Companies Act,2013 [the Act].

It is informed that the Board had at the Meeting No.15/2023-24 held on 21st March,2024 , , as recommended by the Audit Committee and as per Section 188 of the Act and Rule 15 of the Companies [Meetings of Board and its Powers] Rules, 2014 [the Rules] as amended and applicable provisions of the SEBI [Listing Obligations and Disclosure Requirements], 2015 as amended and the Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions, subject to the approval by the members for continuing the arrangements at the twenty-first annual general meeting by ordinary resolution, for continuing the arrangements for entering into transactions with Diacut for job works of pass cutting of rolls and procurement of rolls scrap for the Financial Year 2024-25 ending 31st March,2025 on the following terms and conditions.

Job works of pass cutting of rolls

[a] At the time of assigning the job works, it will be ensured that [a] the in-house facility is not available and the job work charges payable to Diacut and other terms and conditions for the job work are in tune with the prevailing market rates and conditions etc. and [b] the job works are completed by Diacut as per the set quality standards and delivery time as also as per other terms and conditions stipulated.

Procurement of rolls scrap

[a] When the orders for procurement of raw materials will be placed with Diacut, it will be ensured that [a] the rates offered by Diacut and the delivery period and all other terms and conditions etc. are comparable with the prevailing market trends and [b] the quality of raw materials supplied are as stipulated and the delivery schedule and other terms and conditions are adhered to.

Total Limit

The total value of all the transactions with Diacut [both job works and procurement of raw materials] for the financial year 2024-25 i.e., from 1st April,2024 to 31st March, 2025 will not exceed Rs. 6.50 crores.

Quarterly Reports

The quarterly reports of transactions with Diacut shall be placed before the Audit Committee.

It is stated that with the above-said terms and conditions, the transactions with Diacut will be in the ordinary course of business, at arm's length basis and in the interest of the company.

It is stated that pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Act read with Rule 15 Rules, as amended till date, the members are requested to accord their approval to the resolutions by ordinary resolution.

None of the Directors, Key Managerial Personnel of the company or their relatives, except Mr. Jyoti Prasad Bhattacharya and Mr. Dev Bhattacharya, are concerned or interested, financially or otherwise, in the resolution.

Item No.6. Ratification of the remuneration payable to Cost Auditor appointed by the Board of Directors for the Financial Year 2024-25 ending 31st March, 2025

It is informed that the Board of Directors have at the Meeting No.2/2024-25 held on 9th, August,2024 approved the appointment of M/s M. I. Prajapati & Associates Cost Accountants [Firm Registration No. 101450], Cost Accountants, Ahmedabad at the remuneration of Rs.80,000/- + GST +Misc. Expenses to conduct cost audit of the company for the Financial Year 2024-25.

In accordance with the provisions of Section 148[3] of the Companies Act,2013 read with Rule 14 of the Companies [Audit and Auditor Rules], 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the company.

None of the Directors and the Key Managerial Personnel of the company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

Your Directors recommend passing of the ordinary resolution by the members for their approval.

Date: 09th August, 2024
Place: Ahmedabad

By order of the Board of Directors

Registered Office
Survey No. 110/1, P-1,110/2,
Ganeshpura, Tal: Kalol, Dist. Mehsana,
Gujarat State -382715

sd/-
Alka Kumari
Company Secretary and Compliance Officer
[ACS No.: 31249]