

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that 77TH Annual General Meeting of the shareholders of DSE Estates Limited will be held on Monday, 29TH September 2025 at 04:00 PM at DSE HOUSE, 3/1, Asaf Ali Road, New Delhi-110002 to transact the following business:

The following businesses will be transacted at the AGM:

Ordinary Business(es):

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Hans Raj Kapoor (000989487) , who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Special Business(es):

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

Insertion of buy-back clause in Articles and Association

“RESOLVED THAT pursuant to the provisions of Section 14, 68, 69, 70 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of the members of the Company in the General Meeting, consent of the Board of Directors be and is hereby accorded to alter the Articles of Association of the Company by inserting the following new Article after the existing 7(A) and be numbered accordingly:

Article 7(A): Buy-Back of Shares

‘Notwithstanding anything contained elsewhere in these Articles, the Company shall have the power, subject to the provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), to purchase or buy-back its own shares or other specified securities, whether out of its free reserves, securities premium account, or proceeds of any shares or other specified securities, in such manner and upon such terms and conditions as may be prescribed under the Act or other applicable laws.’

RESOLVED FURTHER THAT, Director of the Company, severally, be and is hereby authorised to sign, file and submit necessary e-forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary or incidental for giving effect to this resolution.”

On behalf of the Board of Directors

(Vijay Bhushan)
Chairman
DIN : 00002421

Date : 21.08.2025
Place : New Delhi



DSE Estates Limited
(formerly Delhi Stock Exchange Ltd.)
CIN:U91120DL1947PLC001239

NOTES :

1. A SHARE HOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE COMMENCEMENT OF THE MEETING.
2. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. 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 shareholder.
3. Register of Members and Share Transfer Books of the Company will remain closed from 23 September, 2025 to 29 September, 2025 (both days inclusive) for the purpose of Annual General Meeting.
4. Shareholders are requested to send their queries at least ten days in advance of the meeting so that the information can be made available at the time of meeting and also to meaningfully answer the queries raised by them.
5. The Corporate Shareholders intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting, in respect of above matters.
6. Shareholders/Proxies should bring the Attendance Slip sent here with duly filled in for attending the meeting.
7. Shareholders are also requested to bring their copy of the Annual Report at the time of Annual General Meeting.

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4 :

INSERTION OF BUY-BACK CLAUSE IN ARTICLES OF ASSOCIATION

The Articles of Association (AOA) of the Company, as presently in force, do not contain a specific enabling provision authorizing the Company to buy back its own shares in accordance with the provisions of Section 68, 69 and 70 of the Companies Act, 2013 and the applicable rules made thereunder.

In order to enable the Company to buy back its own shares, it is considered desirable to amend the Articles of Association of the Company by inserting an enabling clause to this effect. The proposed alteration will facilitate the Company to undertake buy-back of its shares as and when considered appropriate by the Board of Directors or the Members, subject to compliance with the applicable provisions of the Companies Act, 2013, the rules framed thereunder and any other applicable law for the time being in force.

Accordingly, it is proposed to insert a new clause in the Articles of Association of the Company authorizing the Company to purchase its own shares or other specified securities, from time to time, in such manner as may be permitted under the Companies Act, 2013 and rules made thereunder.

The draft of the amended Articles of Association of the Company is available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Extra-Ordinary General Meeting.

The Board recommends the Special Resolution set out in the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.