



CIN : U45309DL2017PLC323467

**DEEPAK BUILDERS &
ENGINEERS INDIA LIMITED.**

Ref. No. :

Date :

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY MEMBERS OF DEEPAK BUILDERS & ENGINEERS INDIA LIMITED IN THEIR EXTRA ORDINARY GENERAL MEETING HELD ON FRIDAY, 19TH JANUARY, 2024 AT ITS REGISTERED OFFICE SITUATED AT AHLUWALIA CHAMBERS, 1ST FLOOR, PLOT NO. 16 & 17, LOCAL SHOPPING CENTRE, MADANGIR, NEAR PUSHPA BHAWAN, SOUTH DELHI, NEW DELHI - 110062

TO APPROVE THE RE-APPOINTMENT AND REMUNERATION OF MR. DEEPAK KUMAR SINGAL, (DIN: 01562688) CHAIRMAN CUM MANAGING DIRECTOR OF THE COMPANY:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the time being in force) and pursuant to Article 131 of the Articles of Association of the company and subject to any other approval as may be required and as recommended by the Nomination and Remuneration Committee and the Board of Directors, consent of the members be and is hereby accorded to the re-appointment of Mr. Deepak Kumar Singal (DIN: 01562688) as Chairman cum Managing Director of the Company for a period of five years w.e.f. 19th January, 2024 to 18th January, 2029, as a director liable to retire by rotation on following terms and conditions:

A. Remuneration:

Sr. No	Particulars	Salary and perquisites
1.	Basic Salary	Salary shall be upto ₹30 lakhs per month.
2.	Other Benefits	i) Housing accommodation; ii) Medical reimbursement of all expenses incurred for self and family on actual basis as per company policy; iii) Leave travel expenses for self and family as per the Company policy; iv) Personal accident insurance premium as per the Company policy; v) Fees of one corporate club in India (inclusive admission and annual membership fee); vi) Reimbursement of entertainment, travelling and all other expenses as per the Company policy; vii) Leave and encashment of leave as per the Company policy; viii) Gratuity and/or contribution to the gratuity fund as per the Company policy; ix) Any other such one-time/ periodic retirement allowances/benefits as may be decided by our board at the time of retirement; and x) Conveyance and communication facilities.

RESOLVED FURTHER THAT the said re-appointment be termed as continuous appointment for purpose of computation of gratuity and other employee benefits.

RESOLVED FURTHER THAT the Board of Directors or Nomination & Remuneration Committee of the Company be and is hereby authorized to vary and/or revise the terms & conditions of appointment including remuneration of Mr. Deepak Kumar Singal approved herein and to settle any question or difficulties in connection therewith or incidental thereto”.

Corporate Office : Near Lodhi Club, Shaheed Bhagat Singh Nagar, Ludhiana-141012 (Punjab) Tel. / Fax : +91-161-2560106
Mobile : +91-9877712220 E-mail : info@deepakbuildes.co.in, deepakbuilders1987@gmail.com

Regd. Office : Ahluwalia Chambers, 1st Floor, DDA Local Shopping Centre, Pushpa Bhawan, Opposite Pushp Vihar, New Delhi-110062



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RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year, the remuneration as set above be paid to Mr. Deepak Kumar Singal as minimum remuneration, subject to necessary approvals(s), as may be required.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, things and take such steps as may be necessary, proper expedient to give effect to this resolution.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel is hereby authorized to issue certified copy of this resolution".

Certified to be true copy

For Deepak Builders & Engineers India Limited,

Sunita Singal

(Sunita Singal)
Whole Time Director
DIN : 01534585



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

Mr. Deepak Kumar Singal was appointed as Managing Director of the Company for a period of five years with effect from 30th September, 2019, after obtaining due approval of the members of the company in their Annual General meeting held on 30th September, 2019. Further he was re-designated as the Chairman cum Managing Director of the Company vide Board Resolution dated April 30, 2022 and special resolution dated May 22, 2022. Accordingly, the present term of Mr. Deepak Kumar Singal come to an end on 29th September, 2024. However, the Board of Directors has approved the re-appointment of Mr. Deepak Kumar Singal as Managing Director of the Company for a further period of five years with effect from 19th January, 2024 to 18th January, 2029, subject to the approval of the members of the company. The Board has taken the decision of the said re-appointment based on the recommendation of Nomination and Remuneration Committee and subject to the approval of the members of the company.

Further, Mr. Deepak Kumar Singal, is not disqualified from being appointed as Chairman cum Managing Director in terms of Section 164 of the Companies Act, 2013 and has given his intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (2) of section 164 of the Companies Act, 2013.

Furthermore, Mr. Deepak Kumar Singal, is eligible to re-appointed as Chairman cum Managing Director in terms of Section 1 of Schedule V of the Companies Act 2013.

It is proposed to seek the approval of the members for the re-appointment and remuneration payable to Mr. Deepak Kumar Singal as a Managing Director, in terms of applicable provisions of the Companies Act, 2013 and Rules made thereunder for the time being enforce and amended from time to time.

The detail of remuneration payable to Mr. Deepak Kumar Singal is as under:

Sr. No	Particulars	Salary and perquisites
1.	Basic Salary	Salary shall be upto ₹30 lakhs per month.
2.	Other Benefits	i) Housing accommodation; ii) Medical reimbursement of all expenses incurred for self and family on actual basis as per company policy; iii) Leave travel expenses for self and family as per the Company policy; iv) Personal accident insurance premium as per the Company policy; v) Fees of one corporate club in India (inclusive admission and annual membership fee); vi) Reimbursement of entertainment, travelling and all other expenses as per the Company policy; vii) Leave and encashment of leave as per the Company policy; viii) Gratuity and/or contribution to the gratuity fund as per the Company policy; ix) Any other such one-time/ periodic retirement allowances/ benefits as may be decided by our board at the time of retirement; and x) Conveyance and communication facilities.

All perquisites shall be evaluated as per the Income-Tax Rules, wherever applicable and in absence of any such rules, perquisite shall be evaluated at actual cost.



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Mr. Deepak Kumar Singal has been associated with the company since its incorporation and has contributed a great value in the growth and success of the company with his rich experience in the Industry where the company operates and hence in the opinion of the Board, it would be in the interest of the company to continue to avail his expertise services and to re-appoint him as Chairman cum Managing Director of the company.

This explanatory statement may also be considered as the requisite abstract under section 190 of the Companies Act, 2013, setting out the terms & conditions of appointment of Mr. Deepak Kumar Singal as Chairman cum Managing Director of the company.

Except Mr. Deepak Kumar Singal, Mrs. Sunita Singal and their relatives to the extent of their shareholding, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Accordingly, the Board recommends the Special Resolution as set out in this notice for the approval of members of the Company.

Certified to be true copy

For Deepak Builders & Engineers India Limited,

Sunita Singal

**(Sunita Singal)
Whole Time Director
DIN : 01534585**

