

## **DTL INDIA HOLDINGS LIMITED**

(CIN: L50300UP1981PLC005289)

**Registered Office:** Flat No. 102, Utraula Complex, 27/6 Raja Ram Mohan Rai Marg,3, Way Road,  
Lucknow, Utter Pradesh-226001-India

**Tel No.:** \_\_\_\_\_

**E-mail:** [csnitin@dtlpune.com](mailto:csnitin@dtlpune.com) **Website:** [www.dtlindiaholdings.com](http://www.dtlindiaholdings.com)

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### **NOTICE OF POSTAL BALLOT**

*[Pursuant to Section 110 of the Companies Act, 2013, read with the Rule 22 of the Companies  
(Management and Administration Rules, 2014)]*

To

All Members,

**DTL INDIA HOLDINGS LIMITED**

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), General Circular No.14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 (the "MCA Circulars") and any other applicable laws and regulations, to transact the below mentioned proposed special businesses by the members of the DTL India Holdings Limited ("the Company") by passing resolutions through postal ballot ("Postal Ballot") only through remote e-voting.

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs, Government of India (the "MCA") in terms of the MCA Circulars, has advised the companies to take all decisions requiring members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot up to December 31, 2021, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members who have registered their email ids with the Company /RTA and hard copy of Postal Ballot Notice will be sent to only those members who have not registered their email ids with the Company and all members are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company now proposes to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolution is also annexed.

You are requested to peruse the proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

### **SPECIAL RESOLUTIONS:**

**Item No. 1 – Approval for Voluntary Delisting of the Equity Shares of the Company from the Metropolitan Stock Exchange of India Limited (“MSE”) i.e., the only Stock Exchange where the equity shares of the Company are listed: -**

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

**"RESOLVED THAT** pursuant to (i) the letter dated July 27, 2021 received from the promoter and member of the promoter's group being namely, Mr. Vijay Mohan Jain (referred to as **“Acquirer”**), conveying his intention to seek voluntary delisting of equity shares of the Company from Metropolitan Stock Exchange of India Limited (**“MSE”**) in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended, (**“Delisting Regulations”**), (ii) the approval of the Board of Directors of the Company accorded at its meeting held on August 14, 2021 approved the proposal for voluntary delisting of equity shares of the company from MSE subject to the applicable provisions of the Companies Act, 2013 and rules made thereunder, the Delisting Regulations, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable provisions of the law and subject to receipt of the necessary approvals from MSE, the approval of the members of the Company be and is hereby accorded to voluntarily delist the equity shares of the Company from MSE in accordance with the conditions specified in the Delisting Regulations and applicable provisions of the Act.

**“RESOLVED FURTHER THAT** the consent of the shareholders of the company to the aforesaid Delisting Proposal of Acquirers be obtained vide a special resolution to be passed through the Postal Ballot in accordance with the provisions of Section 110 of the companies act, 2013 including any amendments or re-enactments thereof (**“Companies Act”**) read with the Companies (Management and Administration) Rules, 2014, including any amendments or re-enactments thereof and in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended, (**“Delisting Regulations”**), and all other applicable laws and the company shall act upon the special resolution only if votes cast by shareholders, as defined under the Delisting Regulations, in favour of such delisting proposal amount to atleast two times the number of votes cast against it”.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient, usual or proper, to be in the best interest of shareholders, and any matter incidental to the implementation of voluntary delisting of equity shares of the Company and also to prefer all applications to the appropriate authorities, parties and the institutions for their requisite approvals, to settle all such questions, difficulties or doubts that may arise in relation to the implementation of the voluntary delisting without being required to seek any

further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of the above resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to delegate all or any of the authorities conferred as above to any Director(s) or Company Secretary of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the appropriate authorities or Advisors

**By the Order of Board of Directors  
For DTL India Holdings Limited**

**Sd/-  
Nitin Metkari  
Company Secretary**

**Registered Office:**

Flat No. 102, Utraula Complex, 27/6 Raja Ram  
Mohan Rai Marg,3, Way Road, Lucknow,  
Utter Pradesh- 226001-India

Jaipur- Rajasthan-302001-India

**CIN:** L50300UP1981PLC005289

**Website:** [www.dtlindiaholdings.com](http://www.dtlindiaholdings.com)

**E-mail:** [csnitin@dtlpune.com](mailto:csnitin@dtlpune.com)

**Tel. No.** \_\_\_\_\_

Place: Lucknow

Date: 14.08.2021

**Notes:**

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating in respect of the aforesaid items set out in the Notice is annexed hereto.
2. The Board of the Directors of the Company, at its Meeting held on August 14, 2021 appointed Mr. S.K Gupta FCS No.2589, in failing of him Ms. Divya Saxena FCS No.5639, Partners of S. K. Gupta & Co. Kanpur, Practicing Company Secretaries, as the scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to /published/displayed for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on August 13, 2021 in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India’s General Circular No. 17/2020 dated April 13, 2020.
4. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, and General Circular Nos. 14/2020 and 17/2020 dated 8th April 2020 and 13th April 2020 respectively issued by the Ministry of Corporate Affairs (MCA) the Company is pleased to offer e-voting facility to its Members holding equity shares as on August 13, 2021 being the cut-off date, to exercise their right to vote electronically on the above resolution.

5. Due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form to the members who have registered their email ids with the Company /RTA and hard copy of Postal Ballot Notice will be sent to only those members who have not registered their email ids with the Company/RTA. To facilitate such members who have not registered their email ids to receive this notice electronically and cast their vote electronically, the Company has made special arrangement for registration of email addresses in terms of the MCA Circulars. The process for registration of email address is as under:

a) For voting in the resolution proposed in the Postal Ballot through remote e-voting, members who have not registered their email address may get their email address registered by sending an email to the Company's Share Transfer Agent at [admin@skylinerta.com](mailto:admin@skylinerta.com) . Member(s) may also intimate the same to the Company by writing an email at [csnitin@dtlpune.com](mailto:csnitin@dtlpune.com). The members shall provide the following information in the email–

Full Name :

No of shares held:

Folio Number (if shares held in physical) and PAN

Share certificate number (if shares held in physical ) and PAN

DP ID & Client ID (if shares are held in demat):

Email id to be registered and Mobile No.:

b) Post successful registration of the email, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to [admin@skylinerta.com](mailto:admin@skylinerta.com) or [csnitin@dtlpune.com](mailto:csnitin@dtlpune.com).

b) It is clarified that for permanent registration of email address, members are required to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Share Transfer Agent i.e. Skyline Financial Services Private Limited

c) Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent to enable servicing of notices / documents / Annual Reports electronically to their email address.

6. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. September 17, 2021 in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India .

7. A member cannot exercise his vote by proxy on Postal Ballot.

8. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Uttar Pradesh.

9. A person whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date August 13, 2021 only shall be entitled to avail the facility of e-voting.
10. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by NSDL. The instructions for electronic voting are given in this Notice. **E-Voting will commence on Thursday, August 19, 2021 at 9:00 a.m. and will end on Friday, September 17, 2021 at 5:00 p.m.** E-Voting shall not be allowed beyond the said time and date.
11. The Scrutinizer shall after the receipt of assent or dissent of the Members on or before September 17, 2021, shall, after the completion of his Scrutiny, submit his report to the Chairman of the Company on September 18, 2021. The Result shall be announced by the Chairman of the Company on September 18, 2021 at Company's Registered Office and the resolution will be taken as passed effectively on the last date on which the company received duly completed postal ballot form as per SS-2 issued by ICSI i.e. September 17, 2021 will be taken to be date of passing the resolution
12. The results of the postal ballot will be placed on the Company's website at [www.dtlindiaholdings.com](http://www.dtlindiaholdings.com) and will intimated to the Stock Exchanges where the shares of the Company are listed i.e. Metropolitan Stock Exchange of India Limited in accordance with the provisions of SEBI Listing Regulations.

#### **A. VOTING THROUGH ELECTRONIC MEANS**

##### **Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:**

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

##### **Step I: Access to NSDL e-Voting system**

<b>Type of Shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> <li>• 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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>• 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 and you will be redirected to e-Voting service provider</li> </ul>

	<p>website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ul style="list-style-type: none"> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 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 &amp; voting during the meeting.</li> </ul>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> <li>• Existing user of who have opted for Easi / Easiest, they can login through their 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 are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>• After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL &amp; CDSL. Click on e-Voting service provider name to cast your vote.</li> <li>• If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a></li> <li>• Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</li> </ul>
<p>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</p>	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>• Once 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</li> </ul>

	during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS log in. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is _____ then user ID is _____.

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the “initial password” which was communicated to you by NSDL. Once you retrieve your “initial password”, you need to enter the “initial password” and the system will force you to change your password.

c) How to retrieve your “initial password”?

i) If your email ID is registered in your demat account or with the company, your “initial password” is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your “User ID” and your “initial password”.

ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/ mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click On the "Login" button. Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step I, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for shareholders**

- i. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sk\\_gupta1@rediffmail.com](mailto:sk_gupta1@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in);



- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 and 1800-224-430 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Pallavi from NDSL at the designated email IDs: [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) .
- iv. The voting period commences on Thursday, August 19, 2021 at 09.00 A.M. (IST) and ends on Friday, September 17, 2021 at 05.00 P.M. (IST) (both days inclusive). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently. (Note: e-Voting shall not be allowed beyond the said time.)
- v. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on Friday, August 13, 2021 as per the Register of Members/Statements of beneficial ownership maintained by the Depositories. i.e., NSDL and CDSL.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:**

- i. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [csnitin@dtlpune.com](mailto:csnitin@dtlpune.com);
- ii. In case shares are held in demat mode, please provide DPID-Client ID (8 digit DPID + 8 digit Client ID) or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [csnitin@dtlpune.com](mailto:csnitin@dtlpune.com) .If you are an Individual shareholders holding securities in demat mode. you are requested to refer to the login method explained at step I i.e. Login method for e-Voting for Individual shareholders holding securities in Demat mode.
- iii Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

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

**ITEM NO 1: APPROVAL FOR VOLUNTARY DELISTING OF THE EQUITY SHARES OF THE COMPANY FROM THE METROPOLITAN STOCK EXCHANGE OF INDIA LIMITED (“MSE”) I.E., THE ONLY STOCK EXCHANGE WHERE THE EQUITY SHARES OF THE COMPANY ARE LISTED**

The company’s equity shares are currently listed with MSEI. There has been no trading of the equity shares of the company in the MSEI since October 09, 2017. Further, the Promoters/Members of the Promoter Group of the company presently holds 73.61 % of the total paid up capital of the company. In this respect, Mr. Vijay Mohan Jain, the Promoter or members of the Promoter Group of the Company had expressed their intention vide letter dated July 27, 2021 to the board of directors to acquire up to 2,86,875 equity shares held by the public shareholders representing 26.39% of the total equity share capital of the company by providing an exit opportunity through a voluntary delisting offer in accordance with Chapter VI of Delisting Regulations in order to delist the equity shares from the MSEI.

Under the Delisting Regulations, a company is permitted to delist its securities from all the stock exchanges where its securities are listed subject to the prior approval of the shareholders & MSEI and provided an exit opportunity has been given to the shareholders.

The board of directors at their meeting held on August 09, 2021, had appointed DVD & Associates, a Peer Review Company Secretary as per Regulation 10(2) of SEBI (Delisting of Equity Shares) Regulation, 2021 for carrying out due-diligence in respect of Voluntary Delisting. Subsequently, the board of directors at their meeting held on August 14, 2021 had, subject to the approval of the members of the company and such other approvals/ sanctions as may be required in this connection, approved the proposal for voluntary delisting of equity shares of the company from MSEI after taking into consideration of the due diligence report dated August 13, 2021 received from the Peer Review Company Secretary.

The company is therefore, seeking your approval as required under the regulation 11(1) of SEBI (Delisting of Equity Shares) Regulations, 2021 by way of a special resolution passed through postal ballot. The special resolution shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are at least two times the number of votes cast by the public shareholders against it.

The acquirer, in consultation with the Merchant Banker to the Offer, have considered the exit price as ₹ 450.00 (Rupees Four Hundred and Fifty) per equity share of face value of ₹10 (Rupees Ten only) as per clause (e) of sub-regulation (2) of regulation 8 of the Takeover Regulations.

In terms of the Delisting Regulations, the delisting of equity shares of the company from stock exchange is subject to the following:

- a. The company having obtained necessary regulatory and statutory approvals required under the applicable laws, including the Delisting Regulations;
- b. At least ninety percent of the public shareholders give their positive consent in writing to the proposal for delisting, and have consented either to sell their equity shares at the price offered by the promoter or to remain holders of the equity shares even if they are delisted;

c. There being no amendments to the Delisting Regulations or any other law or regulations relevant in connection with the delisting proposal which, in the opinion of the Acquirer, have an adverse effect on the delisting proposal or affects the rights of the Acquirers; and

d. Such other terms and conditions as may be set out in the exit offer letter to be sent to the public shareholders.

Accordingly, the approval of the shareholders is sought for the aforesaid special resolution, after which, the acquirer will proceed, at its discretion, to make an offer to the shareholders of the company and purchase the shares at the exit price in accordance with the provisions of the Delisting Regulations.

Mr. Vijay Mohan Jain, being promoter and member of the promoter group, is concerned and interested in the proposed resolution to the extent of their shareholding. Except as provided none of other Directors, Managers, Key Managerial Personnel and their relatives, in any way, is concerned or interested in this resolution.

The board of directors is of the opinion that the aforesaid resolution is in the best interest of the shareholders and hence recommends the above resolution for your approval.

You are requested to communicate your assent or dissent for the aforesaid proposal, in accordance with the instructions set out here.

**By the Order of Board of Directors  
For DTL India Holdings Limited**

**Sd/-  
Nitin Metkari  
Company Secretary**

**Registered Office:**

Flat No. 102, Utraula Complex, 27/6 Raja Ram  
Mohan Rai Marg, 3, Way Road, Lucknow,  
Uttar Pradesh- 226001-India  
Jaipur- Rajasthan-302001-India

**CIN:** L50300UP1981PLC005289

**Website:** [www.dtlindiaholdings.com](http://www.dtlindiaholdings.com)

**E-mail:** [csnitin@dtlpune.com](mailto:csnitin@dtlpune.com)

**Tel. No.** \_\_\_\_\_

Place: Lucknow

Date: 14.08.2021