

**Dudhoria Construction Co. Ltd.**

53C, MIRZA GHALIB STREET, KOLKATA 700 016

✉ info@euphoriagroup.in ☎ 033 4004 2191

CIN : L45201WB1981PLC033825

Email: [progressiveservicesindia@gmail.com](mailto:progressiveservicesindia@gmail.com)Website: [www.dudhoriaconstruction.in](http://www.dudhoriaconstruction.in)

**ANNEXURE TO THE NOTICE FOR THE 44TH ANNUAL GENERAL MEETING OF THE COMPANY  
TO BE HELD ON 25<sup>TH</sup> DAY OF SEPTEMBER, 2025**

Name & Registered Address  
of Sole/First named Member:

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID:

No. of Equity Shares Held :

Dear Shareholder,

**Subject: Process and manner for availing E-voting facility:**

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on at its Registered office, 53C, Mirza Ghalib Street, Kolkata - 700 016 and at any adjournment thereof.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

The Electronic Voting Particulars are set out below:

<b>EVEN</b> <b>(Electronic Voting Event Number)</b>	<b>USER - ID</b>	<b>PASSWORD</b>

The E-voting facility will be available during the following voting period:

<b>Remote e-Voting start on</b>	<b>Remote e-Voting end on</b>
<b>22<sup>nd</sup> September, 2025 at 9:00 A.M. (IST)</b>	<b>24<sup>TH</sup> September, 2025 at 5:00 P.M. (IST)</b>

Please read the instructions mentioned in the Notice of the AGM before exercising your vote.

By Order of the Board

Place: Kolkata  
Date: 22-08-2025

Punita Sharma  
Company Secretary

Encl: AGM Notice / Attendance Slip / Proxy Form / Annual Report]

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Email: [progressiveservicesindia@gmail.com](mailto:progressiveservicesindia@gmail.com)Website: [www.dudhoriaconstruction.in](http://www.dudhoriaconstruction.in)**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 44<sup>TH</sup> Annual General Meeting of the Members of **DUDHORIA CONSTRUCTION CO LTD** will be held on **Thursday, 25<sup>th</sup> Day of September, 2025** at **11.00 A.M.** at its Registered office, **53C, Mirza Ghalib Street, Kolkata - 700 016** to transact the following businesses:

**A. ORDINARY BUSINESS-****AGENDA****Item no.****1. ADOPTION OF THE AUDITED FINANCIAL STATEMENTS AND DIRECTOR'S REPORT FOR THE FY 2024-25:**

To receive, consider and adopt the Audited Balance Sheet as at 31st March' 2025, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

**"RESOLVED THAT** the Directors' Report and the Audited Annual Financial Statement (Standalone) for the financial year ended 31<sup>st</sup> March, 2025 along with the Auditors' Report thereon are hereby considered, approved and adopted."

**2. FOR RE-APPOINTMENT OF MR. ASHOK JAIN (DIN: 00663565) AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION:**

To appoint a director in place of Mr. Ashok Jain (DIN 00663565) who retires by rotation and, being eligible, offers himself for reappointment.

Therefore, the shareholders are requested to consider and if thought fit, to pass with or without modifications the following resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to Section 152 of the Companies Act, 2013, approval of the Board be and is hereby accorded for re-appointment of Mr. Ashok Jain (DIN 0066365) Director, who shall retire by rotation at the ensuing Annual General Meeting and be re-appointed as Director of the company."

**3. FOR RE-APPOINTMENT OF MRS. JASWANT JAIN (DIN: 00663696) AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION:**

To appoint a director in place of Mrs. Jaswant Jain (DIN 00663696) who retires by rotation and, being eligible, offers himself for reappointment.

Therefore, the shareholders are requested to consider and if thought fit, to pass with or without modifications the following resolution as Ordinary Resolution:

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**"RESOLVED THAT** pursuant to Section 152 of the Companies Act, 2013, approval of the Board be and is hereby accorded for re-appointment of Mr. Jaswant Jain (DIN 00663696) Director, who shall retire by rotation at the ensuing Annual General Meeting and be re-appointed as Director of the company."

**B. SPECIAL BUSINESS-****4. FOR RE-APPOINTMENT OF MR. HARI LAL MULLICK (DIN: 00663627) AS AN NON-EXECUTIVE INDEPENDENT DIRTECTOR FOR THE PERIOD OF 5 YEARS**

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

**"RESOLVED THAT** in pursuant to Sections 149, 152(2) and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approvals and recommendations of the Board of Directors, the members be and are hereby accorded to re-appoint **MR. HARI LAL MULLICK (DIN: 00663627)** as an Non-Executive Independent Director, not liable to retire by rotation, for a period of 5 year on terms as decided by Board with effect from **25<sup>th</sup> September, 2025.**"

**"RESOLVED FURTHER THAT Mr. Rishabh Jain (DIN 06663369)** be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, desirable, proper, or expedient for the purpose of giving effect to this resolution, including but not limited to the preparation, execution, and filing of necessary e-forms and other documents with the Registrar of Companies, Kolkata (W.B)."

**5 .FOR APPOINTMENT OF MR. SANJAY ATHA (DIN: 00001208) AS AN NON-EXECUTIVE DIRTECTOR OF THE COMPANY**

**To consider change in designation of Mr. Sanjay Atha (DIN: 00001208) from non-executive Independent Director to Non-executive director and if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 149, Section 152, and any other applicable provisions of the Companies Act, 2013, including any rules made thereunder, and pursuant to the Articles of Association of the Company, the designation of **Mr. Sanjay Atha (DIN:00001208)**, currently serving as a **Non-Executive Independent Director** of the Company, be and is hereby changed to that of an **Non-Executive Director** of the Company with effect from **25<sup>th</sup> September, 2025.**"

**"RESOLVED FURTHER THAT Mr. Sanjay Atha (DIN: 00001208)** shall henceforth be subject to all obligations, duties, and responsibilities applicable to **Non-Executive Directors** under the Companies Act, 2013, and the Articles of Association of the Company.

**"RESOLVED FURTHER THAT Mr. Rishabh Jain (DIN 06663369)** be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, desirable, proper, or expedient for the purpose of giving effect to this resolution, including but not limited to the preparation, execution, and filing of necessary e-forms and other documents with the Registrar of Companies, Kolkata (W.B)."

**6.TO APPROVE THE APPOINTMENT OF MR ASHOK JAIN (DIN: 00663565) AS A MANAGING DIRECTOR OF THE COMPANY & REMUNERATION PAYABLR TO THE MANAGING DIRECTOR**

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

**"RESOLVED THAT** in accordance with provisions of Section 196,197 of the Companies Act, 2013 and the Rules made there under and other applicable provisions, if any, read with Part II Sections I & II Schedule V of the Companies Act,

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2013, Mr. Ashok Jain (DIN – 00663565) be and is hereby appointed as Managing Director of the Company for a period of 5 years from 25<sup>th</sup> September, 2025 to 25<sup>th</sup> September, 2030 on the following terms and conditions:

1. The Company hereby appoints Mr. Ashok Jain (DIN – 00663565) as Managing Director of the Company and he hereby agrees to serve the Company in such a capacity for a period of five years with effect from 25<sup>th</sup> September, 2025.
2. He shall exercise and perform such powers and duties as the Board of Directors of the Company (hereinafter called “the Board”) shall from time to time determine and subject to any directions and restrictions imposed by the Board from time to time and shall have the general control, management and superintendence of the business of the Company with power to appoint and dismiss employees and to enter into contracts on behalf of the company in the ordinary course of business he may consider necessary or proper in the interest of the Company.
3. The Company shall pay to Mr. Ashok Jain, Managing Director, during the continuance of this agreement in consideration of the performance of his duties as follows: -

**(a) Salary, Perquisites and allowances per annum:**

Name	Salary & Other allowances
Mr. Ashok Jain	` 25,000 (per month)

**b) Other Statutory Perquisites:**

He shall be eligible for any other Statutory Perquisites as may be applicable as per Rules of the Company which shall not take into account in computing the monetary ceiling on perquisites.

**4. Minimum Remuneration:**

In the event of absence or inadequacy of profits of the Company in any financial year the remuneration and the perquisites as mentioned above shall be minimum remuneration as is permissible under Section II of Part II of Schedule V of the Companies Act 2013.

**5. Other Conditions:**

He shall not during the tenure of his office as Managing Director become interested or concerned directly or through his Relatives, in any selling agency of the Company without prior approval. He shall not be entitled to any sitting fee for attending the meetings of the Board of Directors or Committees of the Company.

**6. Other Terms and Conditions are of usual nature:**

The terms of the office may be terminated by either side by giving three months' notice. During the term of his appointment as Managing Director Mr. Ashok Jain shall not divulge any information that he may acquire or carry out any business of similar nature, which will be of competitive nature.

**“RESOLVED FURTHER That** Mr. Rishabh Jain (DIN 06663369), Director of the Company, be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or agreement, in such manner as may be mutually decided between the Board of Directors and Mr. Ashok Jain, with the limit prescribed under Schedule V read with other applicable provisions of the Companies Act, 2013 and to do all such acts, deeds and things to give effect of the above resolution”.

**NOTES:**

1. Member entitled to attend and vote at the ANNUAL GENERAL MEETING, is ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of member not exceeding fifty (50) and holding in aggregate not more than ten percent of the total

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Share Capital of the Company. Proxy as per the format included in the Annual Report should be deposited at the Registered Office of the Company, duly completed and signed not less than FORTY-EIGHT HOURS before Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument appointing the commencement of the meeting.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Pursuant to the provisions of Section 91 of Companies Act, 2013 and rules thereon read with regulation 42(5) of SEBI (LODR) Regulations, 2015 the Registrar of Members and the Share Transfer Books of the Company will remain closed from **Friday, 19<sup>th</sup> day of September, 2025 to Thursday, 25<sup>th</sup> day of September, 2025** (both days inclusive).
5. The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued a circular on April 21, 2011 stating that the service of document by a Company can be made through electronic mode. Electronic copy of the Annual Report for the FY 2024-25 is being sent to all the members whose email id's are registered with the Company/Depository Participants. Members who have not yet registered their email addresses are requested to register the same with their DPs, in case the shares are held by them in electronic form and with the Company/ Niche Technologies Pvt Ltd., the Registrar and Share Transfer Agent in case the shares are held by them in physical form.
6. Documents referred to in the accompanying Notice and the statement and other statutory registers are available for inspection by members at the Registered Office of the Company during office hours on all working days except Saturdays, Sundays and Holidays between 11:00 a.m. and 1:00 p.m. up to the date of Annual General Meeting.
7. Members / proxies are requested to bring their attendance slip along with their copy of Annual Report to the meeting. As a measure of economy, copies of the Annual Report will not be distributed at the meeting. Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to notify any change in their address or bank mandates immediately to the RTA.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants. Members holding shares in physical form are required to submit their PAN details to the company.



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10. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to Niche Technologies Pvt. Ltd. for their doing the needful.
11. Members are requested to notify change in address, if any, immediately to Niche Technologies Pvt. Ltd. quoting their folio numbers.
12. The Notice of the 44<sup>TH</sup> AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. Members may also note that the Notice of the 44<sup>TH</sup> AGM and the Annual Report 2025 will be available on the Company's website, [www.occl.co.in](http://www.occl.co.in). The Notice can also be accessed from the websites of the Stock Exchanges where the shares are listed, i.e [www.cse-india.com](http://www.cse-india.com). The said Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
13. As Members are requested to send their queries, if any, relating to the accounts of the Company, well in advance, so that the necessary information can be made available at the meeting.
14. Members who have not registered their e-mail addresses so far are requested to register their e- mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
15. Additional information, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of director seeking appointment / reappointment are given hereunder.

<b>Name of the Director</b>	Mr. Ashok Kumar Jain
Date of Birth	08.04.1965
Qualification	Graduation
Specialized Expertise	He has good knowledge in Management and Leadership, Manufacturing, and Finance.
Date of first appointment to the Board	01.08.1994
Directorship in other Public Limited Companies as on 31.03.2025	<b>Progressive Services Ltd &amp; Hindusthan Club Ltd.</b>
Chairmanship/Membership of committees of other Board	NA
Number of shares held	92166
Remuneration Last drawn (including sitting fee, if any) as per last audited Balance sheet as on 31 <sup>st</sup> March 2025	NA
Expertise in specific functional Area	Finance, Administrative Management
Relationship with other Directors / KMP	Husband of Mrs. Jaswant Jain & uncle of Mr. Rishabh Jain



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Membership / Chairmanship of the  
Committee of the Board of Directors of other  
Companies in which he is Director

Audit Committee, Nomination and Remuneration  
Committee, Stakeholders Relationship Committee of M/s.  
Dudhoria Construction Co. Ltd



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The remote e-voting period begins on 22<sup>nd</sup> September, 2025 at 09:00 A.M. and ends on 24<sup>th</sup> September, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22<sup>nd</sup> September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22<sup>nd</sup> September, 2025.

#### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





#### **Step 1: Access to NSDL e-Voting system**

A) **Login method for e-Voting for Individual shareholders holding securities in demat mode** In terms of SEBI circular 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. Login method for Individual shareholders holding securities in demat mode is given below:

#### **The instructions for remote e-voting are as under:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>2. 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 “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e- Voting website of NSDL for casting your vote during the remote e-Voting period.</p>



	<p>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users 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 <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> 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 i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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. 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 options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

#### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:



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## Step 1: Access to NSDL e-Voting system

### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

**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. NSDL and CDSL.

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 224 430
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

### B) Login Method 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.nsdl.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.nsdl.com/> with your existing IDeAS login. 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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



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 Website: [www.dudhoriaconstruction.in](http://www.dudhoriaconstruction.in)

	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 101456 then user ID is 101456001***

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. 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 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle.

**Dudhoria Construction Co. Ltd.**

53C, MIRZA GHALIB STREET, KOLKATA 700 016

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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**

1. 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 [cahybolia@gmail.com](mailto:cahybolia@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. 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.
3. 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 1020 990 and 1800 224 430 or send a request to Mr. Amit Vishal, Senior Manager or Ms. Pallavi Mhatre, Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. 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 [progressiveservicesindia@gmail.com](mailto:progressiveservicesindia@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID 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 [progressiveservicesindia@gmail.com](mailto:progressiveservicesindia@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.



**Dudhoria Construction Co. Ltd.**

53C, MIRZA GHALIB STREET, KOLKATA 700 016

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CIN : L45201WB1981PLC033825

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Website: [www.dudhoriaconstruction.in](http://www.dudhoriaconstruction.in)

4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By Order of the Board

Place: Kolkata

Date: 22<sup>nd</sup> August, 2025

Punita Sharma

Company Secretary

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**Dudhoria Construction Co. Ltd.**

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Website: [www.dudhoriaconstruction.in](http://www.dudhoriaconstruction.in)

## **Explanatory Statement**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business mentioned at Item No. 2 of the accompanying Notice dated 22.08.2025

### **Item No.3**

#### **FOR RE-APPOINTMENT OF MR. HARI LAL MULLICK (DIN: 00663627) AS AN NON-EXECUTIVE INDEPENDENT DIRTECTOR FOR THE PERIOD OF 5 YEARS**

**Mr. Hari Lal Mullick** was appointed as an Independent Director of the Company for a term of 5 years, in accordance with the provisions of Section 149, 152, and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. His current tenure as an Independent Director is set to expire on 01.09.2025.

Considering his expertise, professional experience, and valuable contributions to the Company's governance, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has approved his re-appointment for a further term of five (5) years, subject to the approval of the members by way of a Special Resolution, in accordance with Section 149(10) of the Companies Act, 2013.

**Mr. Hari Lal Mullick** has provided a declaration confirming that he continues to meet the criteria for independence as prescribed under Section 149(6) of the Companies Act, 2013, and has expressed his willingness to serve for a further term. The Board believes that his continued association with the Company will be beneficial, given his knowledge and experience.

None of the Directors, Key Managerial Personnel (KMP), or their relatives, except **Mr. Hari Lal Mullick**, are concerned or interested, financially or otherwise, in the proposed resolution.

### **Item No.4**

#### **FOR APPOINTMENT OF MR. SANJAY ATHA (DIN: 00001208) AS AN NON-EXECUTIVE DIRTECTOR OF THE COMPANY**

Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members through Ordinary Resolution in the General Meeting of the company. In view of the same, Mr. Sanjay Atha shall be appointed as Director by the members in the Annual General Meeting of the company.

None of the other Directors or Key Managerial Personnel of the Company, is in any way, concerned or interested, financially or otherwise, in the resolution.

### **Item No 5.**

#### **FOR APPOINTMENT OF MR ASHOK JAIN (DIN: 00663565) AS A MANAGING DIRECTOR OF THE COMPANY**

Mr. Ashok Jain is one of the promoter and main contributor to the growth and development of the Company and has more than 42 years of rich industrial experience and managerial experience. Under his stellar leadership the Company has grown rapidly in the real estate market spread across India. In recognition of his contribution in the Company and as per the recommendation of the Nomination & Remuneration Committee and the approval





**Dudhoria Construction Co. Ltd.**

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Website: [www.dudhoriaconstruction.in](http://www.dudhoriaconstruction.in)

of the Audit Committee, the Board of Directors, at its meeting held on 12.08.2025, has approved the appointment of Sri. Ashok Jain as the Chairman and Managing Director for a period of 5 years from 25.09.2025 to 25.09.2030.

The Board recommends that, considering the knowledge and wide experience of Mr. Jain in the relevant sector & his association would be of immense benefit to the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives (other than Mr. Rishabh Jainn & Mrs. Jaswant Jain) have any conflict of interest, financial or otherwise, in the proposed resolution.

The Board recommends the Special Resolution with respect to appointment of Mr. Ashok Jain, as set out in item no. 5 of the Notice, for approval of the members.

Brief particular of Mr. Ashok Jain :

<b>Name of the Director</b>	Mr. Ashok Kumar Jain
Date of Birth	08.04.1965
Qualification	Graduation
Specialized Expertise	He has good knowledge in Management and Leadership, Manufacturing, and Finance.
Date of first appointment to the Board	01.08.1994
Directorship in other Public Limited Companies as on 31.03.2025	<b>Progressive Services Ltd &amp; Hindusthan Club Ltd.</b>
Chairmanship/Membership of committees of other Board	NA
Number of shares held	92166
Remuneration Last drawn (including sitting fee, if any) as per last audited Balance sheet as on 31 <sup>st</sup> March 2025	NA
Expertise in specific functional Area	Finance, Administrative Management
Relationship with other Directors / KMP	Husband of Mrs. Jaswant Jain & uncle of Mr. Rishabh Jain
Membership / Chairmanship of the Committee of the Board of Directors of other Companies in which he is Director	Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee of M/s. Dudhoria Construction Co. Ltd

**Dudhoria Construction Co. Ltd.**

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Dear Shareholder(s),

Sub: Service of Documents through Electronic Mode

Your Company is making an effort to build a greener world and we request your support. You are requested to subscribe to a soft copy of the Company's various documents like Notices of Meetings, Annual Reports and other shareholder communication by registering your email id with your Depository Participant (DP)/Company, if you have not already done so. You are also requested to keep your DP/Company informed of any change in your email id. With this one small action, you could leave a greener legacy for future generations. We look forward to your support.

Thning you,

Yours sincerely

For Dudhoria Construction Co Ltd.

Punita Sharma

Company Secretary & Compliance Officer

-----Cut Here-----

**ATTENDANCE SLIP**

DPID* :	FOLIO NO. :
CLIENT ID.*:	NO. OF SHARES HELD :

I/We hereby record my/our presence at 44<sup>th</sup> Annual General Meeting of the Company held at 53C, Mirza Ghalib Street, Kolkata - 700 016 at 11.00 A.M. on Thursday, the 25<sup>th</sup> September, 2025.

NAME(S) OF THE MEMBER(S)	
SIGNATURE OF THE MEMBER(S)	

\_\_\_\_\_  
Full Name of proxy (Block Letters)

\_\_\_\_\_  
Members / proxy's Signature



**Dudhoria Construction Co. Ltd.**

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Website: [www.dudhoriaconstruction.in](http://www.dudhoriaconstruction.in)

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L45201WB1981PLC033825

Name of the Company : Dudhoria Construction Co Ltd

REGISTERED OFFICE : 53C, Mirza Ghalib Street, Kolkata - 700 016

Name of the Member (s).....

Registered Address .....

.....

.....

Email ID. ....

Folio No. / Client ID. ....

DP ID .....

I/We being the member of .....shares of the above name company,  
herby appoint.

Name.....

Address .....

Email ID. ....

Signature.....

Or Failing him/her,

Name.....

Address .....

Email ID. ....

Signature.....

Or Failing him/her,

Name .....


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Website: [www.dudhoriaconstruction.in](http://www.dudhoriaconstruction.in)

Address .....

Email ID. ....

Signature .....

As my/our proxy to attend and vote (on a pole) for me/us and on my/our behalf at the 44<sup>TH</sup> Annual General Meeting of the Company, to be held on Thursday, September 25<sup>th</sup>, 2025 at 53C, Mirza Ghalib Street, Kolkata - 700 016 at 11:00 A.M and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional)	
		For	Against
ORDINARY RESOLUTION			
1.	ADOPTION OF STATEMENTS OF PROFIT & LOSS, BALANCE SHEET, REPORT OF THE BOARD OF DIRECTORS AND AUDITORS FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2025.		
2.	RE-APPOINTMENT OF DIRECTOR IN PLACE OF MR. ASHOK JAIN (DIN 00663565) WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT.		
3.	RE-APPOINTMENT OF DIRECTOR IN PLACE OF MRS. JASWANT JAIN (DIN 00663696) WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT.		
SPECIAL BUSINESS			
4.	FOR RE-APPOINTMENT OF MR. HARI LAL MULLICK (DIN: 00663627) AS AN NON-EXECUTIVE INDEPENDENT DIRTECTOR FOR THE PERIOD OF 5 YEARS		
5.	FOR APPOINTMENT OF MR. SANJAY ATHA (DIN: 00001208) AS AN NON-EXECUTIVE DIRTECTOR OF THE COMPANY		
6.	TO APPROVE THE APPOINTMENT OF MR ASHOK JAIN (DIN: 00663565) AS A MANAGING DIRECTOR OF THE COMPANY & REMUNERATION PAYABLR TO THE MANAGING DIRECTOR		

Signed this ..... Day of ..... 2025.

Signature of the Shareholder: .....

Affix  
Revenue  
Stamp

Signature of 1<sup>st</sup> Proxy holder(s): .....

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**NOTE :**

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
  - 2) A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.
  - 3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.
  - 4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote (on poll) at the Meeting in the manner he/she thinks appropriate.
  - 5) Appointing a proxy does not prevent a member from attending the Meeting in person if he / she so wishes. When a member appoints a proxy and both the Member and proxy attend the Meeting, the proxy will stand automatically revoked.
  - 6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
  - 7) This form of proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
  - 8) This form of proxy will be valid only if it is duly completed in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
  - 9) Undated proxy form will not be considered valid.
  - 10) If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.
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## 53C, Free School St



Map data ©2025 Google 200 m