



DUROPLY INDUSTRIES LIMITED

Regd. Office: 9, Parsee Church Street, Kolkata - 700 001
Head Office: 113, Park Street, North Block, 4th Floor, Kolkata-700 016
Phone: (033) 2265 2274; E-mail: corp@duroply.com;
Website: www.duroply.in CIN: L20211WB1957PLC023493

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management & Administration) Rules, 2014)

To the Members of the Company,

NOTICE is hereby given that pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") as amended and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings / conducting postal ballot process through electronic voting (remote e-voting) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 ("MCA Circulars") and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below are proposed to be passed by the Members of the Company (as on the Cut-off Date) ("Members"), through postal ballot ("Postal Ballot") only by way of remote e-voting process ("remote e-voting"). An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons thereof form part of this Notice of Postal Ballot ("Notice").

SPECIAL BUSINESS:

Item No. 1: Revision of remuneration structure of Mr. Sudeep Chitlangia (DIN: 00093908), Executive Chairman of the Company.

To consider, and if thought fit, to pass with or without modifications the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Regulation 17 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and Sections 196, 197, 198, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their meeting held on 31st July, 2025, the consent of the members of the Company be and is hereby accorded for the revision in the remuneration structure of Mr. Sudeep Chitlangia (DIN: 00093908), Executive Chairman of the Company, with effect from 1st October 2025, on the terms and conditions as set out in the explanatory statement annexed to the Notice and subject to continuous fulfillment of all other conditions stipulated in Schedule V of the Companies Act, 2013 and any other approval, if any.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained hereinabove or in the terms and conditions of his appointment, where in any financial year, during the tenure of Mr. Sudeep Chitlangia, as an Executive Chairman, in the category of a whole-time director, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Sudeep Chitlangia shall be as per the provisions of Schedule V of the Act and the rules made thereunder or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors to give effect to the aforesaid resolution."



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Item No. 2: Revision of remuneration structure of Mr. Akhilesh Chitlangia (DIN: 03120474), Managing Director & CEO of the Company.

To consider, and if thought fit, to pass with or without modifications the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Regulation 17 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and Sections 196, 197, 198, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their meeting held on 31st July, 2025, the consent of the members of the Company be and is hereby accorded for the revision in the remuneration structure of Mr. Akhilesh Chitlangia (DIN: 03120474), Managing Director & CEO of the Company, with effect from 1st October 2025, on the terms and conditions as set out in the explanatory statement annexed to the Notice and subject to continuous fulfillment of all other conditions stipulated in Schedule V of the Companies Act, 2013 and any other approval, if any.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained hereinabove or in the terms and conditions of his appointment, where in any financial year, during the tenure of Mr. Akhilesh Chitlangia, as a Managing Director & CEO, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Akhilesh Chitlangia shall be as per the provisions of Schedule V of the Act and the rules made thereunder or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors to give effect to the aforesaid resolution."

By order of the Board of Directors

KOMAL DHRUV
Company Secretary
ACS-41850

Date: July 31, 2025

Place: Kolkata



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NOTES:

1. The Explanatory Statements pursuant to Section 102 of the Act setting out material facts and reasons in respect of the special business under the resolutions as set out above, are annexed hereto and forms part of this Notice.
2. This Postal Ballot Notice is being sent to the Members whose names appear on the register of members/ list of beneficial owners as received from Depositories and whose email address is registered with the Company/ RTA / DP as on Friday, August 01, 2025 (the "Cut-off Date"). A person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the SEBI LODR Regulation and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the Members. The communication of the assent or dissent of the Members would only take place through the e-voting system.
3. Voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Cut-off Date i.e., Friday, August 01, 2025.
4. This Postal Ballot Notice will also be available on the Company's website at www.duroply.in, website of Stock Exchange i.e., BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.
5. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the Listing Regulations read with MCA and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted.
6. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.
7. The Board of Directors of the Company has appointed Mr. Atul Kumar Labh, Practicing Company Secretary, (FCS-4848, CP No.-3238), as Scrutinizer to scrutinize the Voting process in a fair and transparent manner.



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8. Remote e-voting period shall commence on Tuesday, August 12, 2025 (9:00 A.M. IST) and ends on Wednesday, September 10, 2025 (5:00 P.M. IST) (both days inclusive). During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. Friday, August 01, 2025 (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/ Depository Participants), may cast their vote electronically, in respect of the resolutions as set out in this Notice only through remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
9. Members are requested to intimate change in their addresses, if any, to the Registrar and Share Transfer Agent in respect of equity shares held by them in physical mode and to their Depository Participant(s) in respect of shares held in dematerialized form.
10. Pursuant to Section 72 of the Act, members holding shares in physical form are advised to file nomination with the RTA. In respect of shares held in Electronic/ Demat form, Members may please contact their respective Depository Participants(s).
11. During the remote e-voting period, Members can login at CDSL e-voting platform any number of times till they have voted on the resolutions. Once the vote on resolutions is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
12. The Scrutinizer will submit his report to the Chairman of the Meeting or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within 2 working days from the conclusion of e-voting i.e. on or before 5.00 PM IST on September 12, 2025. The results will be displayed on the Company's website at www.duroply.in, website of CDSL at www.evotingindia.com and will simultaneously be communicated to the Stock Exchange.
13. The resolutions, if passed by the requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e. Wednesday, September 10, 2025. Further, resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
14. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch of this Notice until the last date for receipt of votes by e-voting i.e. Wednesday, September 10, 2025. Members seeking to inspect such documents can send an email to investors@duroply.com mentioning their names, folio numbers, DP ID and Client ID.



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15. Pursuant to Section 72 of the Act, members holding shares in physical form are advised to file nomination with the RTA. In respect of shares held in Electronic/ Demat form, Members may please contact their Respective Depository Participants(s).
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA viz. Maheshwari Datamatics Pvt. Ltd. / Company.
17. SEBI, vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard. Accordingly, the shareholders holding shares in physical form, in their own interest, are hereby requested to take necessary steps to dematerialise their shares as soon as possible.

The shareholders may approach the nearest Depository Participant or browse through the website of National Securities Depository Limited (www.nsdl.co.in) and Central Depository Services Limited (www.cdslindia.com) for further clarification in this regard.

18. Updation of PAN and other details

SEBI vide its Circulars dated November 3, 2021 and December 14, 2021 mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and Nomination details by holders of physical securities through Form ISR-1. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.

Accordingly, the Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. Members holding shares of the Company in physical form are requested to go through the requirements hosted on the website of the Company at www.duroply.in and furnish the requisite details.

Members are also requested to intimate changes, if any, pertaining to their name, postal address, email address, mobile number, PAN, registration of nomination, power of attorney registration, bank mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar at mdpldc@yahoo.com in case



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the shares are held in physical form, quoting their folio number. Changes intimated to the DP will then be automatically reflected in the Company's records.

Further, effective April 1, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details viz. (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature, shall be eligible to get dividend only in electronic mode. Accordingly, payment of dividend (as and When declared), subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. Shareholders are requested to complete their KYC by writing to the Company's RTA, Maheshwari Datamatics Private Limited. The forms for updating the same are available at Company's website www.duroply.in and RTA website www.mdpl.in

19. **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES/ MOBILE NOS. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES:**

- i. For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to Company at investors@duroply.com/RTA at mdpldc@yahoo.com or visit RTA website.
- ii. For Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP).
- iii. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- iv. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

20. **NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS**

- i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- iii. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- iv. The list of accounts linked in the login will be mapped automatically and can



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be delinked in case of any wrong mapping.

- v. A scanned copy of the Board Resolution / Authority Letter / Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Please note that in case of Non-Individual Shareholders (except HUF), furnishing of the Board Resolution/Authority Letter/ Power of Attorney, in any mode as mentioned hereinabove is mandatory and in lack of it, the vote would be considered invalid by the Scrutinizer.

- vi. Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@duroply.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

21. INSTRUCTION FOR REMOTE ELECTRONIC VOTING (REMOTE E-VOTING)

- (i) The e-Voting period commences on Tuesday, August 12, 2025 (9:00 A.M. IST) and ends on Wednesday, September 10, 2025 (5:00 P.M. IST) (both days inclusive). During this period, Members holding shares either in physical form or in dematerialized form, as on the Cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on the resolutions are casted by the Members, he/she shall not be allowed to change it subsequently or cast vote again.
- (ii) To enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register with multiple e-voting service providers (ESPs), for facilitating seamless authentication and also enhancing ease and convenience of participating in e-voting process.
- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



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a) Pursuant to above said SEBI Circular, Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from a e-voting link available on www.cdslindia.com home page or click on http://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.



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<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in Demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>



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Important note: Members who are unable to retrieve User ID/ Password are advised to use "Forget User ID" and "Forget Password" option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

b) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

1. The shareholders should log on to the e-voting website www.evotingindia.com;
2. Click on "Shareholders" tab to cast your votes;
3. Now, select the Electronic Voting Event Number "EVEN" along with Duroply Industries Limited from the drop-down menu and click on "SUBMIT";
4. Now Enter your User ID;
 - a) For CDSL: 16 digits beneficiary ID.
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
5. Next enter the Image Verification as displayed and Click on Login.
6. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.



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7. If you are a first-time user follow the steps given below :

For Physical Shareholders and other than individual shareholders holding shares in demat	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/ RTA or contact Company/ RTA
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

8. After entering these details appropriately, click on "SUBMIT" tab.
9. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVEN for "**Duroply Industries Limited**" on which you choose to vote.
12. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
14. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.



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15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
17. If Demat account holder has forgotten the changed password, then Enter the User ID and the image verification code and click on 'Forgot Password' & enter the details as prompted by the system.
18. There is an optional provision to upload BR/ POA if any uploaded, which will be made available to the scrutinizer for verification.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call at 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at 1800 22 55 33.



DUROPLY INDUSTRIES LIMITED

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Head Office: 113, Park Street, North Block, 4th Floor, Kolkata-700 016

Phone: (033) 2265 2274; E-mail: corp@duroply.com;

Website: www.duroply.in CIN: L20211WB1957PLC023493

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

Item No.1:

The members of the Company had in their meeting held on 9th March, 2024, approved the terms of appointment and remuneration of Mr. Sudeep Chitlangia (DIN: 00093908) as Executive Chairman of the Company.

In view of his extensive experience, contributions to the growth and performance of the Company and the prevailing industry benchmarks, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 31st July, 2025, reviewed and approved the revision in his remuneration structure with effect from 1st October 2025, subject to the approval of shareholders.

The revised remuneration structure is within the overall limits prescribed under Sections 196, 197 and 198 read with Schedule V of the Companies Act, 2013, and is also in compliance with Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations).

The key terms of the revised remuneration are as follows:

- (a) Salary: Rs. 70,00,000/- per annum, payable on monthly basis, subject to periodical increments as may be decided by the Board of Directors on recommendation of the Nomination and Remuneration Committee.
- (a) Performance Linked Incentive: Such amount as may be considered appropriate from time to time with a maximum limit of Rs. 60,00,000/- per annum along with the approval of the Board of Directors based on the recommendation of the Nomination and Remuneration Committee for each financial year.
- (b) Benefits & Perquisites:
 - i. Medical Benefits: Medical Allowance and Reimbursement of medical expenses (including medical insurance) for himself and his family and Personal Accident Insurance Premium in accordance with the Rules of the Company.
 - ii. Leave Travel Concession: For self and family as per Company's Rules once in a year.
 - iii. Club Fees: Payment/ reimbursement of Club fees in India and abroad including admission and life membership fees.
 - iv. Contribution to Provident Fund: As per rules framed under the Company's relevant schemes/policies while ensuring compliances with the applicable statutory provisions, if any, from time to time.
 - v. Gratuity: As per rules of the Company and applicable statutory provisions from time to time.



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- vi. Leave Encashment: Accumulation/encashment of unavailed earned privilege leave will be permissible in accordance with rules of the Company.
- vii. Other Perquisites, Benefits & Allowance(s): As per rules of the Company which are applicable to other senior employees of the Company unless specifically provided herein and/or as may be decided by the Board of Directors based on approval, if any, accorded by the Nomination and Remuneration Committee.
- viii. Car on Company's business: Provision of cars for use on Company's business will not be considered as perquisite.
- ix. Telephone/fax: Provision for telephones/fax at residence and provision for cell phones will not be considered as perquisites.

Requisite information pursuant to Section II of Part II of Schedule V to the Act are disclosed in the "Statement containing Additional Information as required under Schedule V to the Companies Act, 2013 (as amended)" as Annexure – 1 attached to this Notice.

The Board recommends the Resolution at Item No. 1 for approval of the members. Except Mr. Sudeep Chitlangia being the concerned director and his relatives, to the extent of their shareholding, if any, in the Company, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise, in Resolution No. 1 as contained in the Notice.



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Item No.2:

The members of the Company had in their meeting held on 9th March, 2024, approved the terms of appointment and remuneration of Mr. Akhilesh Chitlangia (DIN: 03120474) as Managing Director & CEO of the Company.

Taking into account his rich leadership experience, continued contributions to the Company's progress and prevailing practices within the industry, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 31st July, 2025, reviewed and approved the revision in his remuneration structure with effect from 1st October 2025, subject to the approval of shareholders.

The revised remuneration structure is within the overall limits prescribed under Sections 196, 197 and 198 read with Schedule V of the Companies Act, 2013, and is also in compliance with Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations).

The key terms of the revised remuneration are as follows:

- (a) Salary: Rs. 60,00,000/- per annum, payable on monthly basis, subject to periodical increments as may be decided by the Board of Directors on recommendation of the Nomination and Remuneration Committee
- (b) Performance Linked Incentive: Such amount as may be considered appropriate from time to time with a maximum limit of Rs. 40,00,000/- per annum along with the approval of the Board of Directors based on the recommendation of the Nomination and Remuneration Committee for each financial year.
- (c) Benefits & Perquisites:
 - i. Medical Benefits: Medical Allowance and Reimbursement of medical expenses (including medical insurance) for himself and his family and Personal Accident Insurance Premium in accordance with the Rules of the Company.
 - ii. Leave Travel Concession: For self and family as per Company's Rules once in a year.
 - iii. Club Fees: Payment/ reimbursement of Club fees in India and abroad including admission and life membership fees.
 - iv. Contribution to Provident Fund and Pension Fund: As per rules framed under the Company's relevant schemes/policies while ensuring compliances with the applicable statutory provisions, if any, from time to time.
 - v. Gratuity: As per rules of the Company and applicable statutory provisions from time to time.
 - vi. Leave Encashment: Accumulation/encashment of unavailed earned privilege leave will be permissible in accordance with rules of the Company.



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- vii. Other Perquisites, Benefits & Allowance(s): As per rules of the Company which are applicable to other senior employees of the Company unless specifically provided herein and/or as may be decided by the Board of Directors based on approval, if any, accorded by the Nomination and Remuneration Committee.
- viii. Car on Company's business: Provision of cars for use on Company's business will not be considered as perquisite.
- ix. Telephone/fax: Provision for telephones/fax at residence and provision for cell phones will not be considered as perquisites.

Requisite information pursuant to Section II of Part II of Schedule V to the Act are disclosed in the "Statement containing Additional Information as required under Schedule V to the Companies Act, 2013 (as amended)" as Annexure – 1 attached to this Notice.

The Board recommends the Resolution at Item No. 2 for approval of the members. Except Mr. Akhilesh Chitlangia being the concerned director and his relatives, to the extent of their shareholding, if any, in the Company, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise, in Resolution No. 2 as contained in the Notice.



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Annexure – 1

I. General Information

- Nature of Industry:** The Company is engaged in the business of manufacturing of Plywood and its allied products.
- Date or expected date of commencement of commercial production:** Company is in operation since 1957.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- Financial performance based on given indicators:**

(Rs. in Lakhs)

Particulars	2024-25	2023-24	2022-23
Total Revenue from Operations	37179.15	32342.30	30246.15
Profit/(Loss) before tax	685.75	100.90	791.79
Profit/(Loss) after tax	777.00	100.75	522.57

- Foreign investments or collaborations, if any :** Nil

II. Information about the appointee:

Particulars	Sudeep Chitlangia	Akhilesh Chitlangia
Background details	Mr. Sudeep Chitlangia is a commerce graduate and working with the Company since August, 1986. He brings with him over 37 years of experience in the plywood business. He became the Managing Director in 1993 and was later appointed as the Chairman in 2024.	Mr. Akhilesh Chitlangia holds dual degrees from Boston University, USA – Bachelor of Science in Business Administration and Bachelor of Arts in Economics. He has over 15 years of experience in the plywood business. He became the Executive Director & COO in 2022 and was subsequently appointed as the Managing Director & CEO in 2024.
Past remuneration	His last drawn remuneration during the financial year 2024-25 was Rs 1,12,78,292/-(inclusive of all perquisites).	His last drawn remuneration during the financial year 2024-25 was Rs 77,75,923/-(inclusive of all perquisites).
Recognition or awards	Mr. Sudeep Chitlangia is an active member of the Entrepreneur Organization, Kolkata.	He has authored "The Smart Plywood Buying Guide" - first of a kind book that educates consumers on buying the right plywood.



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	In the past, he has served 2 terms on the board of Indian Plywood Industries Research and Training Institute (IPIRTI).	
Job profile and his suitability	Mr. Sudeep Chitlangia has rich and varied experience and has been associated with the Company for more than 37 years. Mr. Sudeep Chitlangia devotes his full time and attention to the business of the Company, subject to directions of the Board.	Mr. Akhilesh Chitlangia has been actively associated in company's business operations. He has played a pivotal role in all strategic business policies/ decisions of the Company. In addition to implementing new initiatives in the organization, he has worked relentlessly in increasing the company's footprint.
Remuneration proposed	As mentioned in the text of the resolution	
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Sudeep Chitlangia and Mr. Akhilesh Chitlangia the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.	
Pecuniary Relationship directly or indirectly with the company, or relationship with managerial personnel, if any	Mr. Sudeep Chitlangia holds 3,65,668 equity shares in the company.	Mr. Akhilesh Chitlangia holds 3,64,893 equity shares in the company.

III. Other information:

1. **Reasons of loss or inadequate profits:**

During the financial year 2024-25, the Company earned Net Profit after tax of Rs 7.77 crores. However, profits are not adequate for payment of managerial remuneration under Section 197 and Schedule V of the Companies Act, 2013. The Company has continued to build on the turnaround that began in FY 2022-23, and during FY 2024-25, it has demonstrated sustained progress with a positive outlook for long-term growth and stability.

2. **Steps taken or proposed to be taken for improvement:** Various steps are being taken to improve the profitability of the Company. However, the following measures are always being taken care of, to sustain its predominance in the market.

- a) Focus on high quality performance delivery and good relationship with existing customers to generate rapid new order flows.



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- b) Conscious efforts for the development of customer base in the respective business segments.
 - c) Focus on significant improvement in operating costs.
3. **Expected increase in productivity and profits in measurable term:** The Management expects to have improvement in the performance of the Company and to take Company to new heights in the coming time.

By order of the Board of Directors

KOMAL DHRUV

Company Secretary

ACS-41850

Date: July 31, 2025

Place: Kolkata