



# DIVINE POWER ENERGY LIMITED

Manufacturers of : Winding Wires and Strips(Fiberglass/DPC/DCC/SE)

## NOTICE OF 25TH ANNUAL GENERAL MEETING

**NOTICE** IS HEREBY GIVEN THAT **25<sup>th</sup> ANNUAL GENERAL MEETING ("AGM")** OF THE MEMBERS OF **DIVINE POWER ENERGY LIMITED** WILL BE HELD ON SATURDAY, 27<sup>TH</sup> JUNE, 2026 AT 12:00 P.M INDIAN STANDARD TIME (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") AT THE DEEMED VENUE I.E AT THE REGISTERED OFFICE OF THE COMPANY AT SHOP NO. 19, ANNEX MALL (CARNIVAL CINEMA), WESTERN EXPRESS HWY, SIDDHARTH NAGAR, BORIVALI EAST, MUMBAI, MAHARASHTRA 400066.

**TO TRANSACT THE FOLLOWING BUSINESS:**

### ORDINARY BUSINESS:

**ITEM NO. 1. TO CONSIDER & ADOPT THE AUDITED FINANCIAL STATEMENTS (INCLUDING CONSOLIDATED FINANCIAL STATEMENTS) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026 AND THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITORS REPORT THEREON:**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 129 and 134 of the Companies Act, 2013 ("Act") and other applicable provisions, if any (including any statutory modifications, amendment(s) or re-enactment thereof or the time being in force), the Audited Financial Statements (Including Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2026 and the report of the Board of Directors' and the Independent Auditor's report thereon, be and are hereby considered and adopted."

**ITEM NO. 2. TO APPOINT A DIRECTOR IN PLACE OF MR. VIKAS TALWAR (DIN: 01709711) DIRECTOR WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT:**

**"RESOLVED THAT** pursuant to the provisions of Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with 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 Articles of Association of the Company and as per recommendation of Board of Directors ("Board") of the Company, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr.

**Works : Plot No. 56/1 & 56/2, Site-IV Industrial Area, Sahibabad, Ghaziabad (U.P.)-201010  
Registered Office: Shop No. 19, Annex Mall (Carnival Cinema), Western Express, HWY,  
Siddharth Nagar, Borivali East, Mumbai, Maharashtra- 400066**

**E-mail : info@dpel.in • Website : www.dpel.in • Phone : 011-42331980**

Vikas Talwar (DIN: 01709711) Director of the Company, who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.

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

**ITEM NO. 3. TO AUTHORIZE BOARD OF DIRECTORS OF THE COMPANY TO FIX THE REMUNERATION OF THE STATUTORY AUDITORS FOR THE FINANCIAL YEAR 2026-2027:**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to authorize the **Board of Directors** of the Company (which shall include any Committee thereof) to fix the remuneration of the **Statutory Auditors**, M/s. VAPS & Associates, Chartered Accountants, (Firm Registration No. 003612N), for the financial year commencing on April 1, 2026, and ending on **March 31, 2027**.

**FURTHER RESOLVED THAT** such remuneration shall be in addition to the reimbursement of all out-of-pocket expenses, including travelling, boarding, lodging, and other expenses, incurred by the Auditors in connection with the statutory audit and other related services rendered by them.

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

**SPECIAL BUSINESS:**

**ITEM NO. 4. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS FOR FINANCIAL YEAR 2026-2027**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), the Company hereby ratifies the remuneration of `50,000/- (Rupees Fifty Thousand only) plus applicable taxes and reimbursement of travel and out of pocket expenses, to be paid to **M/s Pooja Verma & Co., Cost Accountants (Firm Registration No. 002657)**, who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company to conduct the audit of the cost accounting records of the Company for the Financial Year ending March 31, 2027.

**RESOLVED FURTHER THAT** the Board (including any Committee thereof) be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**ITEM NO. 5 TO APPOINT M/S SUMIT BAJAJ & ASSOCIATES, COMPANY SECRETARIES AS A SECRETARIAL AUDITOR OF COMPANY FOR THE FY 2026-2027:**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and on the recommendation of the Board of Directors, M/s Sumit Bajaj & Associates, Company Secretaries, be and is hereby appointed as the Secretarial Auditor of the Company for the financial year ending March 31, 2027.

**"FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to finalize and fix the remuneration of the Secretarial Auditor, which shall be in addition to the reimbursement of all out-of-pocket expenses, including traveling, boarding, and lodging, incurred in connection with the secretarial audit."

**"FURTHER RESOLVED THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary to give effect to this resolution."

**ITEM NO. 6 APPROVAL OF THE DIVINE POWER ENERGY LIMITED EMPLOYEE STOCK OPTION PLAN 2026 ("ESOP 2026"/"PLAN") FOR ELIGIBLE EMPLOYEES OF DIVINE POWER ENERGY LIMITED**

**"RESOLVED THAT**, pursuant to Section 62 of the Companies Act, 2013 ("Companies Act"), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and the applicable provisions of the Companies Act for the time being in force and as may be modified from time to time, and other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable, the memorandum of association and articles of association of Divine Power Energy Limited ("Company"), such other approvals, permissions, sanctions, conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company ("Board"), the approval of members of the Company be and is hereby accorded for the adoption of the Divine Power Energy Limited Employee Stock Option Plan 2026 (**"ESOP 2026"/ "Plan"**) and to create, offer, issue and allot share-based options to eligible employees under the ESOP 2026, the salient features of which are furnished in the Explanatory Statement to the Notice issued to the members of the Company, and to grant such options to eligible employees on such terms and conditions as provided in the ESOP 2026 and as may be fixed or determined by the Board (or any person authorised by the Board in accordance with the ESOP 2026), in compliance with the provisions of the Companies Act and the rules thereunder and other applicable laws.

**RESOLVED FURTHER THAT**, the maximum number of options to be granted to eligible employees on such terms and conditions as provided in the ESOP 2026 and

as may be fixed or determined by the Board (or any person authorised by the Board in accordance with the ESOP 2026) shall not exceed 2,00,000 (Two lakhs) employee stock options, corresponding to 2,00,000 (Two lakhs) equity shares of the Company (subject to adjustments).

**RESOLVED FURTHER THAT**, the new equity shares to be issued and allotted by the Company pursuant to the ESOP 2026 in the manner aforesaid shall rank pari passu in all respects with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT**, the Board (or any person authorised by the Board in accordance with the ESOP 2026) is hereby authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the ESOP 2026, in accordance with the terms of the ESOP 2026 and subject to applicable laws prevailing from time to time, as it may deem fit.

**RESOLVED FURTHER THAT**, for the purpose of bringing into effect and implementing the ESOP 2026 and generally for giving effect to these resolutions, the Board (or any person authorised by the Board in accordance with the ESOP 2026) be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard.

**RESOLVED FURTHER THAT**, Mr. Rajesh Giri (DIN: 02324760), Managing Director and Mr. Vikas Talwar (DIN: 01709711), Directors of the Company be and is hereby authorised to certify a copy of this resolution and issue the same to all concerned parties.”

**Item No. 7 TO OBTAIN APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any duly constituted Committee thereof) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members of the Company be and is hereby accorded to the Board for advancing loan(s) in one or more tranches including loan represented by way of book debt to, and/or giving guarantee(s), and/or providing security(ies) in connection with any loan taken/to be taken by any company(ies) which are group companies, associate companies, joint venture companies or subsidiary companies of the Company or any other person in which any of the Directors of the Company is interested as specified in the explanation to section 185(2) of the Act, of an aggregate amount not exceeding **Rs. 500,00,00,000 (Rupees Five Hundred Crores only)** during a financial year, in its absolute discretion deem beneficial and in the best interest of the Company;

**RESOLVED FURTHER THAT** this resolution shall remain in full force and effect until amended or rescinded by the Board and a new resolution is passed by the members in this connection.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Rajesh Giri (DIN:02324760), Managing Director and Mr. Vikas Talwar (DIN: 01709711) director of the Company, be and are hereby severally authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid loans/guarantees/securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all such acts, deeds or things incidental or expedient thereto;

**RESOLVED FURTHER THAT** Mr. Rajesh Giri (DIN: 02324760), Managing Director and Mr. Vikas Talwar (DIN: 01709711), Director of the Company, be and is hereby authorized to sign and certify the copy of this resolution as may be required and and filing the same with the Registrar of Companies, Mumbai or any other authorities concerned through prescribed form or e-form to give effect to this resolution.”

**Item No.8 TO APPROVE THE INCREASE IN LIMIT TO BORROW MONEY ABOVE THE LIMIT PRESCRIBED U/S 180(1)(C) OF THE COMPANIES ACT, 2013.**

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

**“RESOLVED THAT** the consent of the Members be and it is hereby given in terms of the Section 180(1)(c) of the Companies Act 2013 and other applicable provisions, if any of the Companies Act 2013 to the Board of Directors for borrowing any sum or sums of money from time to time from any one or more of the Banks, Financial Institutions, Central Government, State Government, any Authority, Corporation, Company/Body Corporate, Fund, etc. whether by way of advance, deposits, loans, bill discounting or any other Credit facility secured by Mortgage, charge, Hypothecation, lien of the Company’s assets and properties whether immovable or movable, work in progress of all or any of the undertakings of the Company or unsecured loans, notwithstanding that the moneys to be borrowed together with money already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and it’s free reserves, that is to say, reserves not set apart for any specific purpose but, so however, that the total amount to which the company may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of **Rs. 5,00,00,00,000 (Rupees Five Hundred Crores Only)** exclusive of interest.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and are hereby severally authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/ or expedient in that behalf.”

**ITEM NO. 9 TO APPROVE THE INCREASE IN LIMIT OF PROVIDING LOAN, GUARANTEES AND MAKING INVESTMENT UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of section 186 of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), on the recommendation of the Board of

Directors, the consent of members be and is hereby accorded to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as it may consider necessary by the Board of Directors of the Company and in the interest of the Company, subject to the aggregate amount of the loans and investments so far made for which guarantees or securities provided to any Bank and/or other Financial Institution and/or any lender and/or any body corporate/ entity/entities and/or authority/authorities and/or any other person whether from India or outside India, in respect of or against any loans or to secure any financial arrangement of any nature by, any other person(s), any Body(ies) Corporate, whether in India or outside, which may or may not be subsidiary (ies) of the Company, whether existing or proposed to be incorporated, along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed at any point of time up to **Rs. 500,00,00,000/- (Rupees Five Hundred Crores)** over and above the limit of 60% of the paid- up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account.

**RESOLVED FURTHER THAT** in terms of the provisions of Section 186 of the Act, where a loan or guarantee is given or where a security has been provided by the Company to its wholly owned subsidiary company or a joint venture company, or acquisition is made by the Company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company, the aforementioned limits shall not apply.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, things and matters as it may in its absolute discretion deem necessary, proper, or desirable and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

**By order of the Board of Directors  
For Divine Power Energy Limited**

**Place:** New Delhi  
**Dated:** 28<sup>th</sup> May, 2026

**RAJESH GIRI  
(Managing Director)  
DIN: 02324760**

**NOTES:**

The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, setting out material facts in respect of the special business items which are considered to be unavoidable by the Board of Directors of the Company as set out under item no 3 and 4 of the accompanying notice is annexed hereto.

2. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

3. Corporate members intending to attend/vote at AGM through VC / OAVM by their respective authorized representative(s) pursuant to section 113 of the Companies Act, 2013 to are requested to send their authorizations/ resolutions/ power of attorney to the Scrutinizer by e-mail on [cssumitbajaj@gmail.com](mailto:cssumitbajaj@gmail.com) with a copy marked to [www.evotingindia.com](http://www.evotingindia.com) at the Annual General Meeting of the Company.

4. The relevant details, pursuant to 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM as a part of this notice.

## **CDSL e-Voting System – For e-voting and Joining Virtual meetings.**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. 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's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.dpel.in](http://www.dpel.in) The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National

Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

### **THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on **24<sup>TH</sup> June, 2026 at 09:00 AM** and ends on **26<sup>TH</sup> June, 2026 at 05:00 PM**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **22<sup>th</sup> June, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided 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 again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) 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.

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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 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.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>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: <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. 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 &amp; voting during the meeting.</li> <li>2) 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>3) 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> <li>4) For OTP based login you can click on <a href="https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></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 &amp; voting during the meeting.</p>

**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. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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 toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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 : 022 - 4886 7000 and 022 - 2499 7000

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
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"> <li>• Shareholders 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.</li> </ul>

Dividend Bank Details <b>OR</b> 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"> <li>• 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.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Divine Power Energy Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- 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.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and 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.
- Alternatively Non Individual shareholders are required mandatory 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; [cs@dpel.in](mailto:cs@dpel.in) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 48 hours prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email

- id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 48 hours prior to meeting mentioning their name, demat account number/folio number, email id,
8. mobile number at (company email id). These queries will be replied to by the company suitably by email.
  9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  10. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
  11. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. 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), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. 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.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

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

**ANNEXURE TO THE NOTICE**

**ITEM NO. 2: TO APPOINT A DIRECTOR IN PLACE OF MR. VIKAS TALWAR  
(DIN: 01709711) DIRECTOR WHO RETIRES BY ROTATION AND BEING  
ELIGIBLE OFFERS HERSELF FOR RE-APPOINTMENT:**

**Annexure-A**

Details of Director seeking Appointment / Re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

<b>Name</b>	Vikas Talwar
<b>Directors Identification Number(DIN)</b>	01709711
<b>Date of Birth (age)</b>	20.04.1970
<b>Qualification</b>	Under Graduated
<b>Nature of Expertise in Specific functional Areas</b>	More than two decades of Extensive Experience in managing and operative the affairs of the company.
<b>Date of first appointment on the Board of the Company</b>	14/06/2012
<b>Shareholding in Divine Power Energy Limited as on 31<sup>st</sup> March 2026</b>	12.86%
<b>Disclosure of relationships between directors inter-se</b>	Promoter cum Managing Director- Mr. Rajesh Giri.
<b>List of Directorship held in other companies</b>	NIL
<b>Membership/ Chairmanship in Committees</b>	Not Applicable
<b>Brief Resume</b>	<b>Mr. Vikas Talwar</b> holds a “Masters of Commerce degree, showcasing a solid foundation in business. His academic background equips him with the necessary knowledge and skills to contribute effectively to the strategic decision-making processes within the company. Having more than 23 Years of experience in the line of Manufacturing of Insulated Wire & Strip.
<b>Terms &amp; Conditions of re-appointment including remuneration payable</b>	He shall be Director of the Company at a remuneration of Rs. 3,00,000 p.m.
<b>Number of Meetings of Board attended during the year</b>	12 (Ten)
<b>Details of remuneration sought to be paid and last drawn</b>	Last Drawn Salary: Rs. 2,00,000 p.m. Salary proposed in future: Rs. 3,00,000 p.m.
<b>Skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	His academic background equips him with the necessary knowledge and skills to contribute effectively to the strategic decision-making processes

	within the company. Having more than 23 Years of experience in the line of Manufacturing of Insulated Wire & Strip.
<b>Listed entities from which resigned in the past Three years</b>	Not Applicable

**Item No. 3: Authorization to the Board of Directors to Fix the Remuneration of the Statutory Auditors for the Financial Year 2026-27**

In accordance with the provisions of Section 142 of the Companies Act, 2013, the remuneration payable to the Statutory Auditors of a company is required to be ratified by the Members and authorise the Board of Directors to fix the Remuneration of the Statutory Auditors for the Financial Year 2026-27.

The Board of Directors considers it appropriate to seek the authorization of the Members to determine and finalize the remuneration payable to M/s. VAPS & Associates, Chartered Accountants (Firm Registration No. 003612N), Statutory Auditors of the Company, for the financial year 2026-27, based on the scope of audit, reporting requirements, and other professional services that may be rendered by them during the year.

The proposed remuneration shall be exclusive of applicable taxes and shall be in addition to reimbursement of actual out-of-pocket expenses incurred by the Statutory Auditors in connection with the audit of accounts and other assignments undertaken on behalf of the Company.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for the approval of the Members.

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

**ITEM NO. 4. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS FOR FINANCIAL YEAR 2026-2027**

The Board of the Directors, at its meeting held on 13<sup>TH</sup> May, 2026, upon recommendation of the Audit Committee, approved the appointment of **M/s Pooja Verma & Co**, having Firm Registration No. 002657, as Cost Auditors of the Company for conducting the Audit of cost records of the company for the financial year ending on 31st March, 2027 at a remuneration of Rs.50,000/- (Rupees Fifty Thousand Only) plus applicable taxes and remuneration of such other out of pocket expenses as may be incurred by the said Cost Auditors during the course of the audit.

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Members of the company are required to approve the remuneration to be paid to the cost auditors of the company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.4 of the Notice for approval of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2027.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Ordinary Resolution set forth in Item No. 4 of the Notice for approval of the Members.

**Detail of Cost Auditor whose name is proposed for Ratification by Shareholders in AGM to conduct Cost Audit of Company for the FY 2025-2026**

<b>Name of Firm</b>	Pooja Verma & Co.
<b>Name of Auditor</b>	Pooja Verma
<b>Firm Registration No.</b>	002657
<b>Member Registration No.</b>	41682
<b>Address</b>	B 108, Ground Floor, Sector 64, Noida
<b>Last Drawn Salary</b>	50,000
<b>Details of remuneration sought to be paid</b>	50,000
<b>Skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	She is Cost Auditor Qualified from the institute of The Institute of Cost Accountants (ICMAI) and eligible to conduct Cost Audit of our Company pursuant to Sec 148 of Company Act, 2013 read with Rule 6 (1A) of the Companies (Cost Records and Audit) Rules, 2014.

**ITEM NO. 5 TO APPOINT M/S SUMIT BAJAJ & ASSOCIATES, COMPANY SECRETARIES AS A SECRETARIAL AUDITOR OF COMPANY FOR THE FY 2026-2027**

In accordance with Section 204 of the Companies Act 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of one year, Based on the recommendation of the Audit Committee, the Board, at its Meeting held on 13<sup>th</sup> May, 2026 subject to the approval of the Members of the Company, approved appointment of M/s Sumit Bajaj & Associates, Company Secretaries (Firm Registration Number: S2019DE677200)) as the Secretarial Auditors of the Company, financial year ending March 31, 2027.

M/s. Sumit Bajaj & Associates is a firm of Practicing Company Secretaries. The firm is primarily engaged in providing professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audits, Due Diligence Audits and Compliance Audits for various reputed

companies. The firm is Peer Reviewed and Quality Reviewed by the Institute of the Company Secretaries of India.

M/s Sumit Bajaj & Associates had consented to their appointment as the Secretarial Auditors of the Company and have confirmed that they fulfill the criteria as specified in Clause (a) of regulation 24A (1A) of the SEBI Listing Regulations and have not incurred any of disqualifications as specified by the Securities and Exchange Board of India.

The proposed remuneration to be paid to M/s Sumit Bajaj & Associates, for the financial year 2026-2027 as mutually decided by the Board of Directors based on recommendations of Audit Committee. There is no material change in the fees payable to M/s Sumit Bajaj & Associates from that paid to the previous Secretarial Auditor.

Accordingly, consent of the Members is sought for approval of the aforesaid appointment of the Secretarial Auditors. The Board recommends the approval of the Members for appointment of Secretarial Auditors and passing of the Ordinary Resolution set out at Item No. 5 of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.

**ITEM NO. 6: APPROVAL OF THE DIVINE POWER ENERGY LIMITED EMPLOYEE STOCK OPTION PLAN 2026 (“ESOP 2026”/”PLAN”) FOR ELIGIBLE EMPLOYEES OF DIVINE POWER ENERGY LIMITED**

Based on the recommendations and approval of the Board of Directors (“**Board**”), subject to approval of the members, the Divine Power Energy Limited Employee Stock Option Plan 2026 (“**ESOP 2026**”/”**Plan**”) has been adopted for eligible employees of Divine Power Energy Limited (“**Company**”).

The purpose of the ESOP 2026 is to attract, retain and motivate the Company’s employees whose present and potential contributions are important to the success of the Company, by offering them an opportunity to participate in the Company’s future and also acquire a proprietary interest in the Company by award of options. The ESOP 2026 shall be administered by the Committee.

The Resolutions contained at Item No. 6 seek to obtain the members’ approval to authorize the Board (or any person authorised by the Board in accordance with the ESOP 2026) to create, issue, offer and allot shares, from time to time, to the employees of the Company under the ESOP 2026 and undertake such action as may be necessary for the administration of the options.

**A brief description of ESOP 2026 is provided below:**

<b>Serial No.</b>	<b>Particulars</b>	<b>Details</b>
<b>01</b>	<b>Total No. of Employee stock Options to be granted</b>	The maximum available options under this ESOP 2026 shall be 2,00,000 (Two Lakhs Only) options. The aggregate number of options which will be granted under the ESOP 2026 shall correspond to 2,00,000 (Two Lakhs) shares, in one or more tranches, on such other terms and conditions as the Committee, may decide from

		time to time, subject to any adjustment as may be required due to any corporate action or change in control of the Company.
<b>02</b>	<b>Identification of classes of employees entitled to participate in ESOP Plan</b>	<p>The following classes of employees are entitled to participate in the ESOP 2026:</p> <p>(1) a permanent employee of the Company working in India or out of India; or</p> <p>(2) a Director of the Company, whether whole time or not;</p> <p><b>but excludes</b></p> <p>a. an employee who is a Promoter or belongs to the Promoter Group;</p> <p>b. a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company; and</p> <p>c. a Director being an Independent Director</p> <p>“employee”, except in relation to issue of sweat equity shares, means, —</p> <p>(i) an employee as designated by the company, who is exclusively working in India or outside India; or</p> <p>(ii) a director of the company, whether a whole time director or not, including a nonexecutive director who is not a promoter or member of the promoter group, but excluding an independent director; or</p> <p>(iii) an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the company, but does not include—</p> <p>(a) an employee who is a promoter or a person belonging to the promoter group; or</p> <p>(b) a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company;</p>
<b>03</b>	<b>The appraisal process for determining the eligibility of employees for ESOP Plan</b>	The appraisal process for determining the eligibility of the employees will be specified by the Committee and will be based on (i) the periodic appraisal of employee(s) and / or any team or group of the employer company of which such employee(s) is/are part of; (ii) subject to such employee(s) qualifying under the selection criteria, (which shall be decided from time to time by the Committee or assessing the contribution of employee(s) towards the employer company), and (iii) to select new hires, as an incentive to join and to act as a retention tool, if any, to determine whether employee(s) is/are eligible employee(s) and satisfy(ies) the eligibility criteria for the grant of options under the ESOP 2026.
<b>04</b>	<b>Requirements of vesting and</b>	The options granted under the ESOP 2026

	<p><b>period of vesting</b></p>	<p>would vest not less than 1 (one) year and not more than 4 (four) years from the date of grant of an option.</p> <p>The specific vesting schedule and vesting conditions, if any, subject to which vesting would take place shall be specified in the grant letter issued to the option holder at the time of grant which may inter alia, include performance and time-based conditions.</p> <p>The options will vest upon the satisfaction of the vesting conditions as determined by the Committee in addition to the Minimum Performance Condition(s) (i.e. the rating of at least satisfactory or any other equivalent rating as determined by the Committee during the annual performance review) as determined by the Committee in accordance with this ESOP 2026.</p> <p>The Committee, in its absolute discretion, for any option holder or class of option holder(s), permit options to be vested and exercised within an accelerated time and as per modified terms and conditions in accordance with the ESOP 2026. However, the options cannot vest less than 1 (one) year from the date of grant of an option.</p>
<p><b>05</b></p>	<p><b>The maximum period within which the options shall be vested</b></p>	<p>All the options granted under the ESOP 2026 shall vest on such dates and such proportions as maybe determined by the Nomination and Remuneration Committee (NRC). However, such options would not vest later than 4 (four) years from the date of grant of option.</p>
<p><b>06</b></p>	<p><b>The exercise price or the formula for arriving at the same</b></p>	<p>The exercise price for the Options shall not be less than face value of the shares of the Company and shall not exceed the prevailing fair market value of the shares as on the grant date, or exercise price as may be decided by the nomination and remuneration committee (NRC), subject to compliance with the accounting policies laid down under the SEBI Regulations. Each Option, once vested, and if exercised will entitle the eligible employee such that each such Option will confer a right upon the eligible employee to apply for 1 (One) share of the Company.</p>
<p><b>07</b></p>	<p><b>The exercise period and process of exercise</b></p>	<p><b>Exercise Period:</b> Exercise Period under the ESOP 2026 means such time period after Vesting within which the Employee should exercise the Options vested in him in pursuance of the ESOP 2026.</p> <p>Accordingly, vested options can be exercised within the exercise period as determined by the Committee and set out in the grant letter.</p> <p><b>Vested options are to be exercised as follows:</b></p> <p><b>(a) Exercise while in employment:</b></p> <p>The Exercise Period in respect of an Option shall</p>

be subject to a maximum period of 4 (Four) years from the date of Vesting of Options.

**(b) Exercise in case of separation from employment:**

Subject to maximum Exercise Period stated above and subject to Applicable Law, the Vested Options can be exercised as under:

S. No.	Events of separation	Vested Options	Unvested Options
1	<p><b>Resignation</b> (other than due to misconduct)</p>	<p>All the Vested Options as on the date of submission of Resignation shall be Exercisable by the Option Grantee on or before his/her Last working day in the Company.</p>	<p>All the Unvested Options as on date of submission of resignation shall stand cancelled with effect from date of submission of resignation.</p>
2	<p><b>Termination</b> (other than due to misconduct/ abandonment)</p>	<p>All the Vested Options as on the date of termination shall Be exercisable by the Option Grantee within a period of 90 days from his/her termination.</p>	<p>All the Unvested Options as on date of termination shall stand cancelled with effect from date such termination.</p>
		<p>All the Vested Options at the time of such termination shall</p>	<p>All the Unvested Options at the time of such termination</p>

		<b>3 Termination due to misconduct/ Abandonment</b>	stand cancelled with effect from the date of such termination.	shall stand cancelled with effect from the date of such termination.
		<b>4 Retirement</b>	All the Vested Options as on the date of retirement shall be Exercisable by the Option Grantee within the period of 90 days from his/ her last working day in the Company.	All Unvested Options on the date of retirement shall stand cancelled with effect from date of retirement.
		<b>5 Death</b>	All Vested Options may be Exercised by the Option Grantee's nominee or legal heir within a maximum period of 2 (Two) years from the date of Vesting of Options.	All the Unvested Options as on date of death shall, <b>vest immediately</b> in the Option Grantee's nominee or legal heir and can be exercised in the manner defined for Vested Options.
<p>The Options shall be deemed to have been Exercised when an Employee makes an application in writing to the Company or by any other means as decided by the Committee, for the issue of Shares against the Options vested in him, subject to payment of Exercise Price and compliance of other requisite conditions of exercise.</p> <p><b>Exercise Process:</b> Payment of the Exercise Price shall be made by a crossed cheque or a demand draft drawn in favour of the Company or by electronic mode through banking</p>				

		channels such as National Electronic Funds Transfer (NEFT), Real Time Gross Settlement (RTGS), Immediate Payment Service (IMPS) or in such other manner as the Committee may decide.
<b>08</b>	<b>The lock-in period, if any</b>	The Shares arising out of Exercise of Vested Options shall not be subject to any lock-in period from the date of allotment of such Shares under ESOP 2026.  Provided that the Shares allotted on such Exercise cannot be sold for such further period or intermittently as required under the terms of Code of Conduct for Prevention of Insider Trading of the Company framed under Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015.
<b>09</b>	<b>The maximum number of options to be granted per employee and in aggregate</b>	The maximum number of Options that may be granted per Employee and in aggregate shall be decided by the Committee depending upon the designation and the appraisal/ assessment process. However, the Grant of Options to identified Employees, shall not, at any time exceed the total Option pool size approved by the shareholders for ESOP 2026 - Maximum number of options to be granted in aggregate – 2,00,000 (Two Lakhs Only)
<b>10</b>	<b>The method which the company shall use to value its options</b>	The Company shall follow the fair value method for computing the compensation cost for options.
<b>11</b>	<b>The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct</b>	The Options not exercised within the respective Exercise Periods prescribed in Point/Serial No. 7 shall lapse and be deemed to be cancelled on expiry of such Exercise Period. The Option Grantee shall have no right or recourse over such lapsed/ cancelled Options.
<b>12</b>	<b>The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee</b>	Please refer to details as provided in Point/ Serial No.07 and 11 above.
<b>13</b>	<b>A statement to the effect that the Company shall conform to the applicable accounting standards</b>	The Company shall conform to the accounting policies regarding options prescribed and applicable to it, from time to time.
<b>14</b>	<b>Maximum quantum of benefits to be provided per employee under a scheme</b>	The maximum quantum of benefits that may be provided to an Employee under the Scheme shall be determined by the Nomination and Remuneration Committee based on factors such as designation, performance appraisal, and assessment. However, the aggregate number of Options granted under ESOP 2026 shall not exceed 2,00,000 (Two Lakhs) Options, being the total Option pool approved by the Shareholders.
<b>15</b>	<b>Whether the scheme is to be implemented and administered directly by the company or through a trust</b>	The Scheme shall be implemented and administered directly by the Company through the Nomination and Remuneration Committee constituted by the Board.
<b>16</b>	<b>whether the scheme involves new issue of shares by the company or</b>	The Scheme involves the issuance of new equity shares by the Company and does not involve any secondary acquisition through a trust.

	<b>secondary acquisition by the trust or both</b>	
<b>17</b>	<b>The amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms, etc</b>	Not Applicable.
<b>18</b>	<b>Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme</b>	Not Applicable.
<b>19</b>	<b>Terms &amp; conditions for buy back, if any, of specified securities covered under these regulations</b>	Not Applicable.
<b>20</b>	<b>The following statement, if applicable: In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share("EPS")of the company shall also be disclosed in the Directors' report</b>	Not Applicable.

Accordingly, the resolutions set out as Item No. 6 are being placed for the approval of members.

Pursuant to Section 102 of the Companies Act, 2013, the Board of the Company does hereby confirm that none of its directors or key managerial personnel (as defined under the Companies Act, 2013) and their immediate relatives is concerned or interested, financially or otherwise, except to the extent that the stock options may be granted to them pursuant to the ESOP 2026, in accordance with applicable law.

The Board thereby recommends the passing of the proposed resolutions stated in Item No. 6 of the notice of meeting for approval of the members as a special resolution.

**ITEM No 7: TO OBTAIN APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013:**

The members are required to note that the Company proposed to seek the approval of the shareholders of the aggregate limit to Rs.200 crores (Rupees Two Hundred Crores Only) keeping in view the Company's business requirement.

Pursuant to Section 185 of the Companies Act, 2013 (the Act), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2) of the Act, after passing a special resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of book debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by any company(ies) which are group companies, associate companies, joint venture companies or subsidiary companies of the Company or any other person in whom any of the director of the Company is interested as specified in the explanation to Section 185(2) of the Act, from time to time, within the limits as mentioned in the Item No. 7 of this Notice to meet the business requirements.

The members may note that the Board of Directors of the Company would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals/financial assistance from any banks/financial institutions/body corporates and/or any other appropriate sources, from time to time, at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The resolution as set forth in Item No. 7 of this Notice has been recommended by the Audit Committee and upon such recommendation, the Board has approved the same at their respective meetings held on 13<sup>TH</sup> May, 2026. Therefore, it is placed before the members for their approval by way of special resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.

**ITEM NO. 8 TO APPROVE THE INCREASE IN LIMIT TO BORROW MONEY ABOVE THE LIMIT PRESCRIBED U/S 180(1)(C) OF THE COMPANIES ACT, 2013.**

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company cannot, except with the consent of the Members of the company in a general meeting, borrow monies, apart from temporary loans obtained from the company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital of the Company, its free reserves, that is reserves not set apart for any specific purpose and Securities Premium. To meet the additional working capital requirements, it is necessary to have borrowing limit for the Company. The approval of the Members is, therefore, being sought by way of a special resolution, pursuant to Section 180(1)(c) of the Companies Act, 2013, borrow money above the limit prescribed u/s 180(1)(c) up to Rs. 500,00,00,000 (Five Hundred Crore Only)

The said borrowing Limit may be unsecured or secured by way of charge / mortgage / hypothecation on the Company's assets in favour of lender. It is necessary for the Company to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013, consenting to the creation of any Charge/ mortgage/hypothecation for outstanding amount not exceeding Rs. 500,00,00,000 (Five Hundred crore Only).

The Directors recommend the Special Resolutions at Item No. 8 of the accompanying Notice for approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.

**ITEM NO. 9 TO APPROVE THE INCREASE IN LIMIT OF PROVIDING LOAN, GUARANTEES AND MAKING INVESTMENT UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

In terms of the provisions of Section 186 of the Companies Act, 2013, prior approval of the members of the Company by means of a special resolution passed by Postal Ballot is necessary to give any loan, make investment or give guarantee or provide any security in connection with a loan to any other body corporate including any overseas subsidiary or person and/or for acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate including any subsidiary or joint venture entity, beyond the prescribed ceiling of i) sixty per cent of the aggregate of the paid-up capital, free reserves and securities premium account or, ii) one hundred per cent of its free reserves and securities premium account, whichever is more.

With a view to facilitate the business, future expansions (organic/inorganic)/ acquisitions or investments, the company may require the limit under section 186 of the Companies act, 2013 which is above the restriction placed in the act. The company proposed to get an approval of shareholders upto Rs 5,00,00,00,000/- (Five Hundred Crore only) for the loan/ investment/ providing guarantee /securities etc.

The Directors recommend the Special Resolutions at Item No. 9 of the accompanying Notice for approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.

**By order of the Board of Directors  
For Divine Power Energy Limited**

**Place:** New Delhi  
**Dated:** 28<sup>th</sup> May, 2026

**RAJESH GIRI  
(Managing Director)  
DIN: 02324760**

**Form No. MGT-11**

**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: L27320MH2001PLC470559**

**DIVINE POWER ENERGY LIMITED**

**Shop No. 19, Annex Mall (Carnival Cinema), Western Express, HWY, Siddharth Nagar, Borivali East, Mumbai, Maharashtra, 400066**

Name of the member (s): Registered address: E-mail Id: Folio No/ Client Id: DP ID:
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I/We, being the member (s) of ..... shares of the above named Company, hereby appoint

1. Name: .....  
Address:  
E-mail Id:  
Signature:....., or failing him

2. Name: .....  
Address:  
E-mail Id:  
Signature:..... ,or failing him

3. Name: .....  
Address:  
E-mail Id:  
Signature:.....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on **Saturday the 27<sup>th</sup> Day of June, 2026 at 12:00 p.m.** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), holder may vote either for or against each resolution and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution:

**Ordinary Business:**

1. To consider & adopt the Audited Financial Statements of the Company together with the Auditors Report and the report of the Board of Directors for the financial year ended March 31, 2026.
2. To appoint a director in place of Mr. Vikas Talwar (DIN: 01709711), Director who retires by rotation and being eligible offers herself for re-appointment.
3. To Authorised board of directors of the Company to fix the remuneration of the Statutory Auditors for the Financial Year 2026-2027.

Affix Revenue Stamp
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**Special Business:**

4. To Ratification of remuneration payable to Cost Auditors for Financial Year 2026-2027.
5. To Appoint M/s Sumit Bajaj & Associates, Company Secretaries as a Secretarial Auditor of the Company for the FY 2026-2027.
6. Approval of the Divine Power Energy Limited Employee Stock Option Plan 2026 (“ESOP 2026”/”Plan”) For Eligible Employees of Divine Power Energy Limited.
7. To Obtain Approval to advance any Loan/Give Guarantee/provide Security under Section 185 of the Companies Act, 2013
8. To Approve the increase in limit to borrow money above the limit prescribed u/s 180(1)(c) of the Companies Act, 2013
9. To Approve the Increase in limit of Providing loan, Guarantees and making investment under section 186 of the companies act, 2013:

Signed this..... day of..... 2026

Signature of shareholder  
holder(s)

Signature of Proxy

**Note:** 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.

## ATTENDANCE SLIP

To,

The Board of Directors,

**Divine Power Energy Limited**

**Shop No. 19, Annex Mall (Carnival Cinema), Western Express, HWY, Siddharth Nagar, Borivali East, Mumbai, Maharashtra, 400066**

**Shareholder's name:** \_\_\_\_\_

**Address:** \_\_\_\_\_

**FolioNo./Client Id:** \_\_\_\_\_

**No. of Shares Held:** \_\_\_\_\_

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the Annual General Meeting of the Company held on **Saturday, 27<sup>th</sup> day of June, 2026 at 12:00 P.M.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

**If signed by Proxy, name should be  
Written here in Block Letters**

**Member's/ Proxy's signature**

Note: Please fill in this attendance slip and hand it over at the entrance of the meeting hall

## BALLOT FORM

### DIVINE POWER ENERGY LIMITED

**CIN: L27320MH2001PLC470559**

**Regd. Office: Shop No. 19, Annex Mall (Carnival Cinema), Western Express,  
HWY, Siddharth Nagar, Borivali East, Mumbai, Maharashtra-400066**

**E-mail: [info@dpel.in](mailto:info@dpel.in) & Contact No.: 09810161535**

#### **BALLOT FORM (IN LIEU OF E-VOTING)**

Name of the Member	
Registered Address	
Name(s) of Joint Holder(s)	
Folio No./ *DP ID & Client ID	

I hereby exercise my/our vote(s) in respect of the resolutions set out in the notice of the **25<sup>th</sup> Annual General Meeting** of the Company to be held on **27<sup>th</sup> June, 2026**, by sending my/our assent or dissent to the said resolutions by placing tick mark (√) at the appropriate box below:

<b>S. No.</b>	<b>Resolutions</b>	<b>No. of Equity Shares Held</b>	<b>For I/We assent to the resolution</b>	<b>AGAINST I/We dissent to the resolution</b>
1.	To consider & adopt the Audited Financial Statements of the Company together with the Auditors Report and the report of the Board of Directors for the financial year ended March 31, 2026.			
2.	To appoint a director in place of Mr. Vikas Talwar (DIN: 01709711), Director who retires by rotation and being eligible offers herself for re-appointment.			
3.	To Authorised board of directors of the Company to fix the remuneration of the Statutory Auditors for the Financial Year 2026-2027.			
4.	To Ratification of remuneration payable to Cost Auditors for Financial Year 2026-2027.			
5.	To Appoint M/s Sumit Bajaj & Associates, Company Secretaries as a Secretarial Auditor of the Company for the FY 2026-2027			
6.	Approval of the Divine Power Energy Limited Employee Stock Option Plan 2026 ("ESOP 2026"/"Plan") For Eligible Employees of Divine			

	Power Energy Limited.			
7.	To Obtain Approval to advance any Loan/Give Guarantee/provide Security under Section 185 of the Companies Act, 2013			
8.	To Approve the increase in limit to borrow money above the limit prescribed u/s 180(1)(c) of the Companies Act, 2013.			
9.	To Approve the Increase in limit of Providing loan, Guarantees and making investment under section 186 of the companies act, 2013			

### Signature of Member

(\*)Applicable to investors holding shares in dematerialised form as per Company records.

**Note:** Kindly read the instructions printed overleaf before filling the form.

### INSTRUCTIONS FOR BALLOT FORM

A. This Ballot Form is provided for the benefit of Members who do not have access to remote e-voting facility.

B. A Member can opt for only one mode of voting i.e. either remote -voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.

### Process and manner for Members opting to vote by using the Ballot Form:

1. Mr. Sumit Bajaj from Sumit Bajaj & Associates, Practising Company Secretary (Membership No. 45042 CP No. 23948) has been appointed as the scrutiniser to scrutinise the voting process (electronically or otherwise) in a fair and transparent manner.
2. The Form should be signed by the Members as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. Exercise of vote by Ballot is not permitted through proxy.
3. In case the shares are held by corporate and institutional members (companies, trusts, societies etc.), the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorisation with the specimen signature(s) of the authorised signatory (ies).
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (√) mark in the column provided in the Ballot Form.
5. The voting rights of members shall be in proportion of the share held by them in the paid-up equity share capital of the Company as on **22<sup>nd</sup> June, 2026** and as per the Register of Members of the Company.
6. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutiniser to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
9. The decision of the Scrutiniser on the validity of the Ballot Form shall be final.
10. The results declared along with Scrutiniser's report, shall be placed on the Company's website [www.dpel.in](http://www.dpel.in) and on the website of the National Securities Depository Limited ("NSDL") within two working days of the passing of the Resolutions at the AGM of the Company i.e. on **Tuesday, the 30<sup>th</sup> June, 2026** and communicated to NSE Limited, where the shares of the Company are listed.