



Dudhoria Construction Co. Ltd.
53C, MIRZA GHALIB STREET, KOLKATA 700 016
✉ info@euphoriagroup.in ☎ 033 4004 2191
CIN : L45201WB1981PLC033825
Email: progressiveservicesindia@gmail.com
Website: www.dudhoriaconstruction.in

ANNEXURE TO THE NOTICE FOR THE 40TH ANNUAL GENERAL MEETING OF THE COMPANY
TO BE HELD ON 09TH DAY OF SEPTEMBER, 2021

Name & Registered Address
of Sole/First named Member :

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID :

No. of Equity Shares Held :

Dear Shareholder,

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

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

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

The Electronic Voting Particulars are set out below:

EVEN (Electronic Voting Event Number)	USER - ID	PASSWORD

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

Remote e-Voting start on	Remote e-Voting end on
6TH September, 2021 at 9:00 A.M. (IST)	8th September, 2021 at 5:00 P.M. (IST)

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

Place: Kolkata
Date: 14-08-2021

By Order of the Board
Punita Sharma
Company Secretary



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 40TH Annual General Meeting of the Members of **DUDHORIA CONSTRUCTION CO LTD** will be held on Thursday, 9th Day of September, 2021 at 11.00 A.M. at its Registered office, 53C, Mirza Ghalib Street, Kolkata - 700 016 to transact the following businesses:

A. ORDINARY BUSINESS-

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March' 2021, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ashok Kumar Jain (DIN 00663565) who retires by rotation and, being eligible, offers himself for reappointment.
3. To appoint Statutory Auditors of the Company and to consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution.

"RESOLVED THAT subject to provisions of section 139 and 140 of the Companies Act, 2013 and pursuant to Companies (Audit & Auditors) Rule, 2014, and other applicable provisions, if any, M/s. RANJIT JAIN & Co., Chartered Accountants (Firm Reg. No.322505E) at Diamond Heritage, Unit No. H605A, 6th Floor, 16 Strand Road, Kolkata- 700001, be and is hereby appointed as Statutory Auditors in casual vacancy of the Company for one year to hold the office from the conclusion of the 40th Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors."

B. SPECIAL BUSINESS-

4. Approval for reduction in the remuneration of Managing Director:

To consider and if thought fit, to pass the following resolution with or without modification as an ordinary resolution:

"RESOLVED THAT pursuant to the provision of section 196, 197 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, remuneration of Mr. Rishabh Jain, Managing Director, be and is hereby reduced on the terms and conditions hereinafter mentioned with effect from 1st April, 2021 for the remaining period."

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

Name:	Salary & allowances
Mr. Rishabh Jain	Rs. 10,000 p.m

"RESOLVED FURTHER THAT pursuant to provision of the section 197 of the Companies Act, 2013 read with schedule V to the Companies Act, 2013 the revised remuneration of Mr. Rishabh Jain, Managing Director is hereby confirmed that it is well within the prescribed limit mentioned in the said section."

NOTES:

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



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- signs not less than FORTY-EIGHT HOURS before Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument appointing the commencement of the meeting.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
 3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
 4. Pursuant to the provisions of Section 91 of Companies Act, 2013 and rules thereon read with regulation 42(5) of SEBI (LODR) Regulations, 2015 the Registrar of Members and the Share Transfer Books of the Company will remain closed from **Friday, 3rd day of September, 2021 to Thursday, 9th day of September, 2021** (both days inclusive).
 5. Documents referred to in the accompanying Notice and the statement and other statutory registers are available for inspection by members at the Registered Office of the Company during office hours on all working days except Saturdays, Sundays and Holidays between 11:00 a.m. and 1:00 p.m. up to the date of Annual General Meeting.
 6. Members / proxies are requested to bring their attendance slip along with their copy of Annual Report to the meeting. As a measure of economy, copies of the Annual Report will not be distributed at the meeting. Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
 7. Members holding the shares in physical mode are requested to notify immediately the change of their address and Bank Particulars to the R&T agent of the Company i.e. Niche Technology Pvt. Ltd. In case shares held in dematerialized form, the information regarding the change of address and bank particulars should be given to their respective Depository Participants. Members are also advised not to leave their Demat Account(s) dormant for long. Periodic statement of holding should be obtained from the concerned Depository Participants and holdings should be verified.
 8. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to Niche Technologies Pvt. Ltd. for their doing the needful.
 9. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.dudhoriaconstruction.in. Members holding shares in physical form may email the same to the Company's RTA, Niche Technology Pvt. Ltd at nichetechpl@nitechpl.com. Members holding shares in electronic form may submit the same to their respective depository participant.
 10. As per Regulation 40 of the SEBI (LODR) Regulation, 2015 as amended, transfer of securities would be carried out in dematerialized form only with effect from April 1, 2019 except in case of transmission or transposition of securities. However Members can continue to hold shares in physical form. In view of this and to eliminate all risks associated with the physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members

can contact Company's Registrar and Share Transfer Agent, M/s. Niche Technologies Pvt. Ltd., for assistance in this regard.

11. The Securities and Exchange Board of India has mandated the submission of PAN and bank account details for all members holding shares in physical form. Therefore the members are requested to submit their PAN and bank account details to the Secretarial department of the Company through email at progressiveservicesindia@gmail.com or the Company's RTA, M/s. Niche Technology Pvt. Ltd. through email at nichtecpl@nichtechpl.com. In this regard the members are requested to submit a duly signed letter along with self- attested copy of PAN Card(s) of all the registered members (including joint holders). Members are also requested to submit original cancel cheque bearing the name of the sole/first holder. In case of inability to provide the original cancelled cheque, a copy of Bank Passbook/ Statement of the Sole/First holder duly attested by the bank, not being a date earlier than one month may be provided. Member holding shares in demat form are requested to submit the aforesaid documents to their respective Depository Participant(s).
12. As per Regulation 40(7) of the SEBI (LODR) Regulation, 2015, as amended, read with schedule VII to the said Regulation, for the registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax PAN card. In case of transmission of shares, held in physical mode, it is mandatory to furnish a self attested copy of the PAN Card of the legal heir(s)/Nominee(s).
13. Members are requested to notify change in address, if any, immediately to Niche Technologies Pvt. Ltd. quoting their folio numbers.
14. In case of joint holders, the members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
15. Annual Report 2020-2021 is being sent by electronic mode only to all the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2021 are being sent by the permitted mode.
16. The Notice of the 40th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode. Members may also note that the Notice of the 40th AGM and the Annual Report 2021 will be available on the Company's website, www.dudhoriaconstruction.in.
17. Members are requested to send their queries, if any, relating to the accounts of the Company, well in advance, so that the necessary information can be made available at the meeting.
18. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

17. VOTING THROUGH ELECTRONIC MEANS AND DECLARATION OF RESULTS (Instructions for e-voting)

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and



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Administration) Amendment Rules, 2015 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Members are provided with the facility to cast their vote electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members.

The instructions for remote e-voting are as under:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<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 options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

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.



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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 224 430
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
 Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to

login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shawmanoj2003@gmail.com and/or shawmanoj2003@yahoo.co.in, with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 224 430 or send a request to Mr. Amit Vishal, Senior Manager or Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in

By Order of the Board

Place: Kolkata
Date: 14th August, 2021

Punita Sharma
Company Secretary



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Dear Shareholder(s),

Sub: Service of Documents through Electronic Mode

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

Thanking you,

Yours sincerely

For Dudhoria Construction Co Ltd

Punita Sharma
COMPANY SECRETARY

**Dudhoria Construction Co. Ltd.**

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Email: progressiveservicesindia@gmail.comWebsite: www.dudhoriaconstruction.in**ATTENDENCE SLIP**

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

I/We hereby record my/our presence at 40th Annual General Meeting of the Company held at 53C, Mirza Ghalib Street, Kolkata - 700 016 at 11.00 A.M. on Thursday, the 9th September, 2021.

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

Full Name of proxy (Block Letters)

Members / proxy's Signature



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PROXY FORM

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

CIN : L45201WB1981PLC033825

Name of the Company : Dudhoria Construction Co Ltd

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

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

Registered Address

.....

.....

Email ID.

Folio No. / Client ID.

DP ID

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

Name.....

Address

Email ID.

Signature.....

Or Failing him/her,

Name.....



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Address

Email ID.

Signature.....

Or Failing him/her,

Name

Address

Email ID.

Signature

As my/our proxy to attend and vote (on a pole) for me/us and on my/our behalf at the 40th Annual General Meeting of the Company, to be held on Thursday, September 9th, 2021 at 53C, Mirza Ghalib Street, Kolkata - 700 016 at 11:00 A.M and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional)	
		For	Against
ORDINARY RESOLUTION			
1.	ADOPTION OF STATEMENTS OF PROFIT & LOSS, BALANCE SHEET, REPORT OF THE BOARD OF DIRECTORS AND AUDITORS FOR THE FINANCIAL YEAR ENDED 31 ST MARCH 2021.		
2.	RE-APPOINTMENT OF DIRECTOR IN PLACE OF MR. ASHOK JAIN (DIN 00663565)) WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT.		
3.	TO APPOINTMENT OF THE STATUTORY AUDITORS OF THE COMPANY, M/S. RANJIT JAIN & Co., CHARTERED ACCOUNTANTS (FIRM REG. No.322505E)		
SPECIAL RESOLUTION			
4.	APPROVAL FOR REDUCTION IN THE REMUNERATION OF MANAGING DIRECTOR, MR. RISHABH JAIN.		



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Website: www.dudhoriaconstruction.in

Signed this Day of 2021.

Signature of the Shareholder:

Affix
Revenue
Stamp

Signature of 1st Proxy holder(s):

NOTE : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, at Dudhoria Construction Co Ltd, 53C, Mirza Ghalib Street, Kolkata - 700 016 not less than FORTY EIGHT HOURS before commencement of the meeting.



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Information under Regulation 26(4) and 36(3) of the SEBI (LODR) Regulation, 2015 and the amendment thereof and as required under Secretarial Standards on General Meeting (SS-2), issued by the Institute of Company Secretaries of India (ICSI) in respect of Directors proposed to be appointed/ re-appointed at this AGM is provided as under:

Name of the Director	Mr. Ashok Kumar Jain
Date of Birth	08.04.1965
Qualification	Graduation
Specialized Expertise	He has good knowledge in Management and Leadership, Manufacturing, and Finance.
Date of first appointment to the Board	01.08.1994
Directorship in other Public Limited Companies as on 31.03.2021	Progressive Services Ltd
Chairmanship/Membership of committees of other Board	NA
Number of shares held	92166

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

Item No. 4. Reduction in the remuneration of Managing Director:

The Board, on the recommendation of the Remuneration and Nomination Committee has approved the revision in the remuneration of Mr. Rishabh Jain, Managing Director.

To consider and if thought fit, to pass the following resolution with or without modification as an ordinary resolution:

“RESOLVED THAT pursuant to the provision of section 196, 197 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, remuneration of Mr. Rishabh Jain, Managing Director, be and is hereby reduced on the terms and conditions hereinafter mentioned with effect from 1st April, 2021 for the remaining period.”

(a) Salary, Perquisites and allowances per annum:

Name:	Salary & allowances
Mr. Rishabh Jain	Rs. 10,000 p.m

“RESOLVED FURTHER THAT pursuant to provision of the section 197 of the Companies Act, 2013 read with schedule V to the Companies Act, 2013 the revised remuneration of Mr. Rishabh Jain, Managing Director is hereby confirmed that it is well within the prescribed limit mentioned in the said section.”



Dudhoria Construction Co. Ltd.

53C, MIRZA GHALIB STREET, KOLKATA 700 016

✉ info@euphoriagroup.in ☎ 033 4004 2191

CIN : L45201WB1981PLC033825

Email: progressiveservicesindia@gmail.com

Website: www.dudhoriaconstruction.in

DIRECTORS' REPORT

To the Members,

DUDHORIA CONSTRUCTION CO LIMITED

The Directors hereby present their Report together with the 40th Audited Accounts of the Company for the year ended March 31, 2021.

1. Operations and State of Affairs of the Company:

(₹ in Thousands)

Particulars	Year ended on 31 st March, 2021	Year ended on 31 st March, 2020
Revenue from operation	2525.15	2482.43
Other Income	812.15	5.84
Total Income	3337.3	2488.27
Total Expenditure	2285.08	2764.84
Exceptional Item	-	-
Profit/Loss before tax	1052.23	(276.57)
Provision for tax	55.63	18.74
Deferred Tax Asset/Liability	(570.04)	0.37
Profit After Tax	1566.64	(295.68)
Other Comprehensive Income	-	-
Total Comprehensive Income for the Period	1566.64	(295.68)

2. Operating & Financing Performance:

There has been no change in nature of business of the company during the F.Y. 2020-21.

3. Change in Nature of Business:

There has been no change in nature of business of the company during the F.Y. 2020-2021.

4. Material Changes and Commitments:

There has been no material changes and commitments, affecting the Financial Position of the Company, which have occurred between the End of Financial Year of the Company to which the Financial Statements relate and the date of the report.

**Dudhoria Construction Co. Ltd.**

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Email: progressiveservicesindia@gmail.comWebsite: www.dudhoriaconstruction.in**5. Dividend:**

Your Board of Directors has decided that the funds of the company are required for future expansion of the company and so the profits of the company for the year ended on 31st March 2021 shall be deployed for the said purpose. The Board has decided not to recommend any dividend for the year ended 31st March 2021

6. Transfer To Reserve:

The Company has transferred an amount of ₹ 3, 13,330 of profit has been transfer to General Reserve for the year ended 31.03.2021

7. Changes in Share Capital:

The paid up Equity Share Capital as on 31st March, 2021 stood at Rs.1, 42, 68,240/-. During the year under review, the Company has not issued any shares with differential voting rights, sweats equity shares nor granted any stock options. The company neither came out with rights, bonus, private placement and preferential issue.

8. Operations & Future Outlook:

The effect of change in companies' law has in a way made a complete change in law & working of the companies in the whole economy. The companies are now working for the stakeholder benefits, as they now believe to strive at a certain place, we need to make it better place to survive.

9. Internal Financial Control System and Their Adequacy:

The Company has policy for Internal Financial Control System, commensurate with the size, scale and complexity of its operations. Detailed procedural manuals are in place to ensure that all the assets are safeguarded, protected against loss and all transactions are authorized, recorded and reported correctly. The scope and authority of the Internal Audit (IA) function is defined in the internal financial control policy. The Internal Auditor monitors and evaluates the efficiency and adequacy of Internal Financial control system in the Company, its compliance with operating systems, accounting procedures and policies. To maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee of the Board, the internal audit report on quarterly basis and some are reviewed by the committee. The observation and comments of the Audit Committee are placed before the board.

10. Directors and Key Managerial Person:**Key Managerial Personnel**

Mr. Rishabh Jain— Managing Director

Ms. Punita Sharma –Company Secretary

Mr. Sanjay Kumar Srivastva - Chief Financial Officer

Non-Executive, Non-Independent Directors

Mr. Ashok Kumar Jain

**Dudhoria Construction Co. Ltd.**

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Email: progressiveservicesindia@gmail.comWebsite: www.dudhoriaconstruction.in**Non-Executive, Independent Directors**

Mr. Sanjay Atha

Non-Executive, Independent Directors

Mr. Hari Lal Mullick

Non-Executive, Women Directors

Jaswant Jain

11. Appointment and Resignation

There has not been any appointment and resignation during the year.

12. Meetings of the board:

The company has duly complied with section 173 of the Companies' Act 2013. During the year under review, 7 (seven) board meetings were convened and held. The date on which meeting was held are as follow:

30.04.2020, 31.07.2020, 15.09.2020, 14.11.2020, 13.02.2021, 12.03.2021, 31.03.2021

The maximum interval between any two meetings did not exceed 120 days.

13. Formal Annual Evaluation:

In compliance with the provisions of Section 134(3) (p) of the Companies Act, 2013, the Board carried out an annual evaluation of its own performance and individual directors. It also evaluated the performance of the Audit, Nomination & Remuneration. The evaluation inter alia covered different aspects viz. composition of the Board and its Committees, qualifications, experience, expertise, leadership qualities, attendance at the meetings, contribution, and responsibilities shouldered etc.

14. Listing:

Your Company is listed with The Calcutta Stock Exchange Limited and has paid the listing fees for the F.Y. 2021-2022.

15. Independent Directors Meeting

During the year under review, the Independent Directors met on March 31, 2021, inter alia, to discuss:

- ✓ Evaluation of the performance of Non Independent Directors and the Board of Directors as a whole;
- ✓ Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

**Dudhoria Construction Co. Ltd.**

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Email: progressiveservicesindia@gmail.comWebsite: www.dudhoriaconstruction.in**16. Managerial Remuneration:**

The statement containing the disclosure as required in accordance with the provisions of Section 197(12) of the Companies Act 2013 read with rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure A**. and forms a part of the Board Report. Further, none of the employees of the Company are in receipt of remuneration exceeding the limit prescribed under rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2015 so statement pursuant to Section 197(12) of the Companies Act 2013 read with rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not required to be included.

18. Details of Subsidiary / Joint Ventures / Associate Companies:

Your Company has no Subsidiary Company/Joint Venture/Associate Companies.

19. Auditors & Auditors Report:

STATUTORY AUDITORS M/s. RANJIT JAIN & Co., Chartered Accountants (Firm Reg. No.322505E) at Diamond Heritage, Unit No. H605A, 6th Floor, 16 Strand Road, Kolkata- 700001, be and is hereby appointed as Statutory Auditors of the Company for one year to hold the office from the conclusion of the 40th Annual General Meeting of the Company pursuant to section 139(1) of the Companies Act 2013 and rules made thereon in the Annual General Meeting held on 9th September 2021. Further the Auditors have confirmed their eligibility under section 141 of the Companies Act 2013 and rules framed there under. The requirement to place the matter relating to appointment of Auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditor at this AGM.

Secretarial Auditor: Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed **Ms. Khushboo Gulgulia**, Company Secretary in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as **Annexure B**

Internal Auditor: Pursuant to the provisions of Section 138 of the Companies Act, 2013 and The Companies (Accounts) Rules, 2014 the Company has appointed M/s. Jain Binod & Associates, to undertake the Internal Audit of the Company for 1 year i.e. for the financial year 2020-2021. There stood no adverse finding & reporting by the Internal Auditor in the Internal Audit Report for the year ended 31st March 2021.

Auditor Reports There are no qualifications, reservation or adverse remarks made by **M/s. VASUDEO & ASSOCIATES**, the statutory Auditor, in their report and by **Ms. Khushboo Gulgulia**, Company Secretary in practice, in their Secretarial Audit Report.

The statutory Auditor has not reported any incident of fraud to the Audit committee of the company in the year under review.

**Dudhoria Construction Co. Ltd.**

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With a view to have a more focused attention on business and for better governance and accountability, and in accordance with the Companies Act 2013, your Board has re-constituted the following mandatory committees viz. Audit Committee & Nomination and Remuneration Committee.

Audit Committee:

The Audit Committee of the Board of Directors oversees the Financial Statements and Financial Reporting before submission to the Board. The Audit Committee is responsible for the recommendation of the appointment, remuneration, performance and oversight of the work of the Internal and Statutory Auditors. It reviews the Reports of the Internal Auditors and Statutory Auditors. The Senior Management Personnel are invited to the meetings of the Audit Committee, along with the Head of Internal Audit. At present, there are three Members of the Audit Committee.

The composition of the Audit Committee is given below:

S.No.	Name of Member	Category
1.	Mr. Sanjay Atha	Chairman–Non-Executive, Independent Directors
2.	Mr. Hari Lal Mullick	Non-Executive, Independent Directors
3.	Mr. Ashok Kumar Jain	Non-Executive Director

Vigil Mechanism:

Your Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. The company has adopted a Whistle Blower policy to establish a vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or ethics policy.

Nomination and Remuneration Committee:

Pursuant to section 178 of Companies Act 2013 and revised Regulation 19 of SEBI (LODR) Regulation 2015, the company has re-constituted its existing Remuneration committee as Nomination & Remuneration Committee under the new provisions and revised the terms of reference accordingly. The functions of this Committee include identification of persons who are qualified to become Directors and who may be appointed as Senior Management, formulation of criteria for determining qualifications, positive attributes, independence, recommendations of their appointments to the Board, evaluation of every Director's performance, formulation of Remuneration Policy to include recommendation of remuneration for Directors, Key Managerial Personnel and Senior Management.

At present, there are Three Members of the Nomination and Remuneration Committee, in which two are Independent Directors.



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The composition of the Nomination and Remuneration Committee is given below:

S.No.	Name of Member	Category
1.	Mr. Sanjay Atha	Chairman-Non-Executive, Independent Directors
2.	Mr. Hari Lal Mullick	Non-Executive, Independent Directors
3.	Mr. Ashok Kumar Jain	Non-Executive Non-Independent

Stakeholders Relationship Committee

In view of changes in Regulation 20 of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 a Committee in the name of Stakeholders Relationship Committee was constituted by the Board of Directors in their meeting held on 13th February, 2021.

The composition of the Stakeholders Relationship Committee is given below:

S.No.	Name of Member	Category
1.	Mr. Sanjay Atha	Chairman–Non-Executive, Independent Directors
2.	Mr. Hari Lal Mullick	Non-Executive, Independent Directors
3.	Mr. Ashok Kumar Jain	Non-Executive Non-Independent

The Stakeholders Relationship Committee is responsible to Consider & Resolve the Grievances of Security holders including complaints related to transfer of shares, non receipt of balance sheet, non receipt of declared dividends, Transfer & transmission of shares, Issue of duplicate shares, Exchange of new design share certificates, Recording dematerialization & rematerialization of shares & related matters.

21. Risk Management Policy:

Pursuant to section 134(3) of Companies Act 2013 and revised Regulation 21 of SEBI (LODR) Regulation 2015, your company has a robust Risk management framework to identify, evaluate business risk and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the competitive advantage. The framework has different risk models which help in identifying risk trends, exposure and potential impact analysis at a company level.

22. Corporate Social Responsibility:

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

23. Annual Return

A copy of Annual Return as required under section 92(3) and section 134(3) (a) of the Act has been placed on the Company's Website. The Web-link as required under the Act is as under.

<http://dudhoriaconstruction.in/annual.html>

**Dudhoria Construction Co. Ltd.**

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Email: progressiveservicesindia@gmail.comWebsite: www.dudhoriaconstruction.in**24. Significant and material orders passed by the regulators or court or tribunals impacting the going concern status and company's operation in future:**

There are no significant material orders passed by the Regulators / Courts/Tribunals which would impact the going concern status of the Company and its future operations.

25. Particulars of Loans, Guarantees or Investments under Section 186

Company being the Non Banking Financial Company having the principal business of providing loans, is exempted from the provisions of Section 186 of the Companies Act, 2013 to the extent of providing loans, giving guarantee and providing security in connection with loan. However, the details of investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in notes to the financial statement.

26. Deposits:

Your company is non deposit taking NBFC registered with RBI, thus the said clause is not applicable and the company does not accept any deposit.

27. Contracts/ Transactions / Arrangements with Related Parties:

All contracts/ arrangements/transactions with related parties entered by the company during the financial year were on an arm's length basis and were in the ordinary course of business and the provisions of section 188 of the Companies Act 2013 are not attracted and thus disclosure about details of contracts or arrangements or transactions with related parties referred to in section 188(1) in Form AOC-2 is not required.

During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or their relatives or other designated persons which could have a potential conflict with the interest of the Company at large. All Related Party Transactions are periodically placed before the Audit Committee as also the Board for approval. During the year under review the company has not taken any omnibus approval from Audit committee.

28. Corporate Governance Report:

As per Regulation 15(2) of the SEBI (Listing Obligation & Disclosure Requirements) Regulation 2015 provision of the Corporate Governance shall not apply to listed entities having paid-up share capital not exceeding ten crore and net worth not exceeding rupees twenty five crore, as on the last day of previous financial year. Therefore Corporate Governance Report for the year ended 31.03.2021 is not prepared.

29. Disclosures on policy against sexual and workplace harassment:

The Company believes that it is the responsibility of the organization to provide an environment to its employee who is free of discrimination, intimidation and abuse and also to protect the integrity and dignity of its employees and also to avoid conflicts and disruptions in the work environment. Further there stood no cases filed during the year under review.

**Dudhoria Construction Co. Ltd.**

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Email: progressiveservicesindia@gmail.comWebsite: www.dudhoriaconstruction.in**30. Conservation of energy, technology absorption and foreign exchange earnings and outgoes:**

Since the Company does not own any manufacturing facility, the requirements pertaining to disclosure of particulars relating to conservation of energy, technology absorption and foreign exchanges earning and outgo, as prescribed under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, are not applicable.

31. Director's Responsibility Statement

Your Directors to the best of their knowledge and belief and according to the information and explanation obtained by them, make the following statement in terms of Regulation (c) of sub-section (3) of section 134 of Companies Act 2013 that:-

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) The directors have taken proper and sufficient care for the maintenance of the adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The directors have prepared the annual accounts on a going concern basis; and
- (e) The directors have laid down internal financial controls to be followed by the Company and that such internal financial control are adequate and were operating effectively;
- (f) The directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT:

Your Directors take the opportunity to thanks the Regulators, Organizations and Agencies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

Kolkata - 700 016

On behalf of the Board

Ashok Kumar Jain

Dated: May 15th, 2021

Chairman



Dudhoria Construction Co. Ltd.

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DECLARATION FOR COMPLIANCE OF CODE OF CONDUCT

To
The Members of
DUDHORIA CONSTRUCTION CO. LIMITED

I hereby declare that the Company has obtained affirmation from all the members of Board of Directors and Senior Management Personnel of the Company that they have complied with the 'Code of Conduct of the Company for Board of Directors and Senior Management Personnel' in respect of Financial Year 2020-2021

Kolkata - 700 016

On behalf of the Board

Dated: May 15th, 2021

Ashok Kumar Jain

Chairman



Dudhoria Construction Co. Ltd.

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Annexure A

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(i) The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary during the financial year 2020-21, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2020-21 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Name of the Directors / KMPs	Designation	Remuneration of Director/KMP for financial year 2019-20 (in Rs.)	% increase in Remuneration in the Financial Year 2019-20 compared to 2018-2019	Ratio of remuneration of each Director to median remuneration of employees (in times)	Comparison of the Remuneration of the KMP against the performance of the Company
Mr. Rishabh Jain	Managing director	1,80,000	--	1: 0.865	--
Mr. Sanjay Srivastva	Chief Financial Officer	2,20,786	--	1: 1.061	--
Ms. Punita Sharma	Company Secretary	2,23,360	--	1: 1.073	--

*Calculation of Median is taken on the figures at the end of financial year.

ii) The Median Remuneration of Employees as on 31/03/2020 was Rs. 2, 08,048. The percentage increase in the median remuneration of the employees was Nil during the financial year.

iii) There were 3(three) permanent employees (including Company Secretary and CFO) on the rolls of the Company as on 31/03/2021.

IV) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company: The total remuneration of Key Managerial Personnel has not been increased.

v) Key parameters for any variable component of remuneration availed by the directors: NA

vii) Ratio of the remuneration of the highest paid directors to that of the employees who are not directors but receive remuneration in excess of the highest paid directors during the year: NA

CS KHUSHBOO GULGULIA
Practicing Company Secretary

FORM MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,
The Members,
Dudhoria Construction Co Ltd
CIN: L45201WB1981PLC033825
53 C, Mirza Ghalib Street
Kolkata – 700 016

We have conducted the **Secretarial Audit** of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Dudhoria Construction Co Ltd (hereinafter called the Company)**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2021** complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on March 31, 2021 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not applicable as there was no reportable event during the financial year under review**

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33/1 Netaji Subhash Road, Kolkata-700 001
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CS KHUSHBOO GULGULIA
Practicing Company Secretary

- v. The following Regulations (as amended from time to time) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **Not applicable as there was no reportable event during the financial year under review**
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **Not applicable as there was no reportable event during the financial year under review**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not applicable as there was no reportable event during the financial year under review**
 - f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; - **Not Applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent event during the financial year under review**
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - **Not applicable as there was no reportable event during the financial year under review**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not applicable as there was no reportable event during the financial year under review; and**
- vi. Other Laws applicable to the Company

We have also examined compliance with the applicable Clauses/Regulations of the following:

- i. Secretarial Standards on Meetings of the Board of Directors (SS-1) and on General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- ii. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

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CS KHUSHBOO GULGULIA
Practicing Company Secretary

- I. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Women Director. Changes in the composition of Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act;
- II. Adequate Notice is given to all Directors to schedule the Board Meetings, Agenda and detailed Notes on Agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- III. All decisions at Board Meetings and Committee Meetings are carried out unanimously and recorded in the minutes of the meetings of the Board of Directors or Committees of the Board as the case may be.

We further report that based on review of compliance mechanism established by the Company we are of the opinion there are adequate systems and processes in place in the Company which is commensurate with its size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines

We further report that during the audit period, the company has no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

Place: Kolkata
Date: 12/08/2021



Khushboo Gulgulia

KHUSHBOO GULGULIA

Practicing Company Secretary

ACS No.: 62099

C.P. No.: 24240

UDIN: A062099C000772149

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33/1 Netaji Subhash Road, Kolkata-700 001
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CS KHUSHBOO GULGULIA
Practicing Company Secretary

‘Annexure A’

To,
The Members
Dudhoria Construction Co Ltd
CIN: L45201WB1981PLC033825
53 C, Mirza Ghalib Street
Kolkata – 700 016

Our report of even date is to be read along with this letter.

Management’s Responsibility

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata
Date: 12/08/2021



Khushboo Gulgulia

KHUSHBOO GULGULIA

Practicing Company Secretary

ACS No.: 62099

C.P. No.: 24240

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