



Chandantara Dugar Group

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**CDG PETCHEM LIMITED**

**CDG PETCHEM LIMITED**

(Formally Known as URBAKNITT FABS LIMITED)

**9<sup>TH</sup> Annual Report**  
**2019-20**

**PetroIndia**  
Petrochemicals • Minerals • Packaging

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### Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliance by Companies through electronic made. In accordance with the circulars issued by the Ministry, Companies can now send various notices and documents including annual report, to its shareholders through electronic made to the registered e-mail addresses of shareholders. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants and in respect of physical holdings with the Company.

#### **Audit Committee:**

Shri. Naresh Kathotia - Chairman  
Shri Dilip Kumar Surana - Member  
Shri. Manoj Kumar Dugar - Member

#### **Registered Office**

Shyam Arihant, Plot No- 10 & 11,  
MCH No 1-8-304 to 307  
Pattigadda Road, Hyderabad- 500003  
Telangana

#### **Auditors**

M/s Luharuka & Associates  
5-4-184/3&4, Soham Mansion  
2<sup>nd</sup> Floor, M.G. Road  
Secunderabad, Telangana-500003

#### **Internal Auditor**

Affinity Global Services Pvt Ltd  
Dugar Arcade, 1<sup>st</sup> Floor,  
Prakash Nagar Begumpet,  
Secunderabad-500003

#### **Secretarial Auditor**

M/s. Saurabh Poddar & Associates

#### **Listing**

BSE Limited (BSE)  
Mumbai

#### **Works**

Plot No. 14, CIE, Expansion  
Program Gandhi Nagar  
Balangar, Hyderabad,  
Telangana- 500037

#### **Board of Directors**

Shri. Manoj Kumar Dugar - Chairman & Managing Director  
Smt Renu Dugar - Non Executive Director  
Shri. Rajesh Kumar Dugar - Non Executive Director  
Shri. Dilip Kumar Surana - Non Executive Independent Director  
Shri. Naresh Kathotia - Non Executive Independent Director  
Shri Arvind Surana - Non Executive Independent Director

#### **Nomination and Remuneration Committee**

Shri. Dilip Kumar Surana - Chairman  
Shri. Arvind Surana - Member  
Shri. Naresh Kathotia - Member

#### **Stakeholder Relationship Committee**

Shri. Arvind Surana - Chairman  
Shri. Dilip Kumar Surana - Member  
Shri. Naresh Kathotia - Member

#### **Company Secretary & Compliance Officer**

Ms Sonal Baheti

#### **Chief Financial Officer**

Shri Abhishek Kumar Sahal

#### **Bankers**

State Bank Of India  
Bible House, Hyderabad

Kotak Mahindra Bank  
Secunderabad Branch

#### **Share Transfer Agents**

M/s KFin Technologies Private Limited  
Karvy Selenium Tower B, Plot 31-32,  
Gachibowli, Finance District, Nanakramguda,  
Hyderabad, Telangana-500032

## NOTICE

Notice is hereby given that the 9<sup>th</sup> Annual General Meeting (AGM) of the members of CDG Petchem Limited will be held on Thursday, December 31<sup>st</sup>, 2020 at 11.00 AM IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following Business:

### **ORDINARY BUSINESS:**

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and the Auditors thereon; and (b) the audited consolidated financial statement of the Company for the Financial Year ended March 31, 2020 and the report of Auditors thereon and in this regard, pass the following resolutions as **Ordinary Resolutions**:
  - (a) **"RESOLVED THAT** the audited financial statement of the Company for the Financial Year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
  - (b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the Financial Year ended March 31, 2020 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."
2. To appoint **M/s S Bhalotia & Associates(FRN No.325040E)** as statutory auditor for the period of 5 years in place of Luharuka & Associates and who shall hold office till the 14<sup>th</sup> AGM of the company at a remuneration to be fixed by the Board and pass the resolution as **Ordinary Resolutions**:
3. To appoint a Director in place of Mrs. Renu M Dugar (DIN: 00235675), who retires by rotation and, being eligible, seeks re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Renu M Dugar (DIN: 00235675), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

### **SPECIAL BUSINESS:**

4. To re- appoint Mr. Dilip Kumar Surana as a Non-executive Independent Director of the Company for second term of 5(five) years pursuant to the provisions of Sections 149 and 152 of The Companies Act, 2013 and in this regard, to consider and if thought fit, to pass without modification(s), the following resolution as **Special Resolution**:

**"RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation, or re-enactment, thereof for the time being in force, Mr. Dilip Kumar Surana (holding DIN 02849536), Non-executive Independent Director of the Company be and is hereby re-appointed as a Non-executive Independent Director of the Company, not liable to retire by rotation, for the second term of 5 (five) consecutive years from July 1, 2020 up to June 30, 2025."

5. To re- appoint Mr. Arvind Surana as a Non-executive Independent Director of the Company for second term of 5(five) years pursuant to the provisions of Sections 149 and 152 of The Companies Act, 2013 and in this regard, to consider and if thought fit, to pass without modification(s), the following resolution as **Special Resolution**:

**"RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation, or re-enactment, thereof for the time being in force, Mr. Arvind Surana (holding DIN 00220367), Non-Executive Independent Director of the Company be and is hereby re-appointed as a Non-executive Independent Director of the Company, not liable to retire by rotation, for the second term of 5 (five) consecutive years from December 17, 2020 up to December 16, 2025."

6. To re- appoint Mr. Manoj Kumar Dugar as Managing Director of the Company and pay him remuneration in terms of provisions of Sections 196, 197, 198 and 203 read with schedule V to the Companies Act, 2013, and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the Members be and is hereby accorded to re-appoint Mr Manoj Kumar Dugar (holding DIN 00352733) as Managing Director of the Company, for a period of 5 (five) years, on expiry of his present term of office, i.e. with effect from December 17, 2020, on the terms and conditions including remuneration as set out in the explanatory statement subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof.

**“RESOLVED FURTHER THAT** in case of adequacy of profits, Mr. Manoj Kumar Dugar be paid such commission which, together with salary, allowances and perquisites shall not exceed 5% of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay to Mr. Manoj Kumar Dugar, the remuneration by way of salary, perquisites, commission or any other allowances as specified in the explanatory statement and in accordance with the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.”

**“RESOLVED FURTHER THAT** the Managing Director shall not be paid sitting fees for attending meetings of the Board of Directors or any Committee(s) thereof.”

**“RESOLVED FURTHER THAT** Mr. Manoj Kumar Dugar be and is hereby designated as Chairman and Managing Director of the Company as per the applicable Act and regulations that are in force for the time being

**By Order of the Board of Directors**

Sd/-

**Sonal Baheti**

**Company Secretary**

**Hyderabad, December 8, 2020**

**NOTES:**

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 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 Board of Directors of the Company has appointed Mr. Saurabh Poddar, a Practicing Company Secretary Hyderabad, as Scrutinizer to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose, who shall submit the report within 48 hours from the date of AGM.

4. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
5. 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.
6. 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.
7. Pursuant to MCA Circular No. 14/2020 date 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.
8. The Company has notified closure of Register of Members and Share Transfer Books from Thursday, December 24, 2020 to, Thursday December 31, 2020 (both days inclusive) for the purpose of AGM.
9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
10. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Registrar in case the shares are held by them in physical form.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Registrar in case the shares are held by them in physical form.
12. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or the Registrar, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
13. In case of joint holders, the Member 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.
14. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before December 29th, 2020 through email on corporate@urbaknitt.com. The same will be replied by the Company suitably.
1. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
15. 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 cdgroup.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).

16. 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.

**THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. 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 <Record Date> 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) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) 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.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login - MyEasi](#) using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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 as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

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 provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login



by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

#### **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the EGM/AGM 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.
3. 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 shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

#### **(xx) Note for Non – Individual Shareholders and Custodians**

- 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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 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; [corporate@urbaknitt.com](mailto:corporate@urbaknitt.com) (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.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

2. Explanatory Statement In Respect Of The Special Businesses Pursuant To Section 102(1) Of The Companies Act, 2013 is attached to the notice.

## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **Item No. 4:**

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Dilip Kumar Surana was appointed as an Independent Director on the Board of the Company on 1<sup>st</sup> July 2015 for a term up to five consecutive years i.e. from July 01, 2015 to 30<sup>th</sup> June, 2020.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Dilip Kumar Surana is proposed to be re- appointed as Independent Director on the Board of the Company for a second term of five consecutive years from July 01, 2020 to 30<sup>th</sup> June, 2025.

The Board recommends the resolution to be passed as Special Resolutions as set out in Item no. 4 for your approval.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolutions.

### **Item No. 5:**

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Arvind Surana was appointed as an Independent Director on the Board of the Company on 1<sup>st</sup> July 2015 for a term up to five consecutive years i.e. from December 17, 2015 to December 16, 2020.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Arvind Surana is proposed to be re- appointed as Independent Director on the Board of the Company for a second term of five consecutive years from December 17, 2020 to December 16, 2025.

The Board recommends the resolution to be passed as Special Resolutions as set out in Item no. 5 for your approval.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolutions.

### **Item No. 6:**

Mr. Manoj Kumar Dugar has around 25 years of experience in cost efficient and quality complaint in products manufacturing and marketing. Mr. Manoj Kumar Dugar was appointed as Managing Director of the Company with effect from 17<sup>th</sup> December 2015 . He was also designated as Chairman and Managing Director of the Company. The current term of office of Mr. Manoj Kumar Dugar as the Managing Director of the Company completes on 16<sup>th</sup> December 2020. Considering the commitment consistently shown and results exhibited, the Board of Directors on the recommendation of the Nomination and Remuneration Committee, has decided to re-appoint Mr. Manoj Kumar Dugar as the Managing Director of the Company for a further period of 5 (five) years effective from 17<sup>th</sup> December 2020 as per the terms and conditions set forth herein under.

### **Terms and Conditions:**

- a) **Salary, Perquisites and Allowances per annum:**