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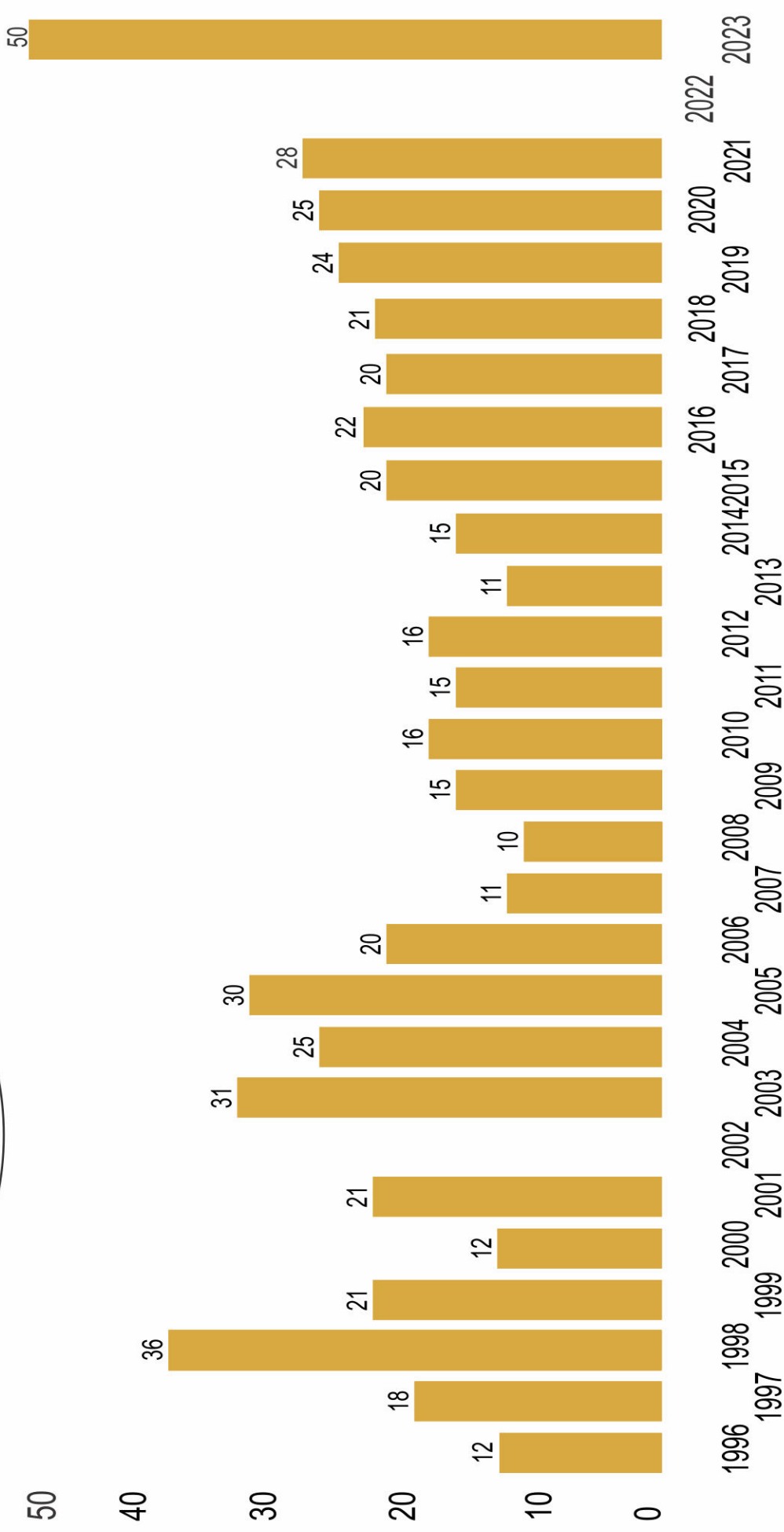
29th ANNUAL REPORT
2022-2023





Chaman Lal Setia Exports Ltd.

545% Dividend since inception



50% Dividend Proposed in 2022-2023

BOARD OF DIRECTORS

Vijay Kumar Setia
(Din:- 01125966)
(Chairman & Managing Director)

Rajeev Setia
(Din :- 01125921)
(Joint Managing Director & CFO)

Ankit Setia
(Din:- 01133822)
(Whole Time Director)

Sankesh Setia
(Din :- 06620109)
(Whole Time Director)

Shweta Setia
(Din:-9640081)
(Wholetime Director)

Raghav Peshawaria
(Din :-01386434)
(Independent Director)

Amar Jyoti Bagga
(Din :-06958408)
(Independent Woman Director)

Vijay Kumar Jhamb
(Din :-07021080)
(Independent Director)

Arun Kumar Verma
(DIN :-08145624)
(Independent Director)

Pooja Kukar
(Din:-08846984)
(Independent Director)

Works
Kaithal Road, Karnal
Gandhidham, Gujarat

Corporate Office
No. 472, Udyog Vihar,
Phase-III, Gurgaon-122001

Registered Office
MiranKot Road, P.O Central Jail, Ajnala Road,
Amritsar, 143002

Sales Office
526-B, Lahori Gate, Delhi

BANKERS

Hdfc Bank, The Mall
Amritsar-143001

Registrar & Common Share Transfer Agent
Beetal Financial & Computer Services Private Ltd.
IIIrd Floor, 99 Madangir,
(Near Dada Harsukhdass Madangir),
New Delhi-110062

Auditors
M/s.Rajesh Kapoor & Co.
140, Green Avenue Amritsar-143001

Company Secretary
Kanika Nevatia
1226, Katra Ahluwalia, Amritsar-143001

ANNUAL GENERAL MEETING
On 28th September, 2023 at 4.30 p.m. (Via VC/OAVM)

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CHAMAN LAL SETIA EXPORTS LTD.

(CIN : L51909PB1994PLC015083)

Registered Office: MiranKot Road, P.O. Central Jail, Ajnala Road, Amritsar-143002, Punjab

Phone No. 0183-2592708, Fax No. 0183-2590453

Website: www.clsel.in Email: clsetia@rediffmail.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 29th Annual General Meeting of the Members of CHAMAN LAL SETIA EXPORTS LTD. will be held on Thursday, the 28th day of September, 2023 at 4:30 p.m. through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following 'businesses: -

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare final dividend of ₹1/- (@50%) per equity share of face value of ₹2/-, for the financial year ended March 31, 2023.
3. To appoint a director in place of Mrs. Shweta Setia (DIN: 09640081), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.
4. To appoint a director in place of Mr. Ankit Setia (DIN: 01133822), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :-

5. **To revise remuneration of Mr. Rajeev Setia (DIN: 01125921) Joint Managing Director & CFO of the Company and in this regard, to consider and if thought fit, to pass, the following resolution as a Special Resolution :**

"RESOLVED THAT pursuant to the provisions of Section 190, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder read with Schedule V to 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) and pursuant to the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as "the Board" including any committee constituted by the Board), approval of the members of the Company, be and is hereby accorded for increase in the remuneration of Mr. Rajeev Setia (DIN: 01125921), Joint Managing Director & CFO of the Company from ₹ 8,00,000/- per month to ₹ 12,00,000/- per month w.e.f. April 01, 2023, upon such terms and conditions as mentioned in the agreement, which is hereby approved and sanctioned with authority to the Board of Directors and to do all such acts, deeds and things and to alter and vary the terms and conditions of the said agreement in such manner as may be agreed to between the Board of Directors and Mr. Rajeev Setia.

REMUNERATION

A) Fixed Compensation

Fixed Compensation shall include Basic Salary, Company's Contribution to Provident Fund and Gratuity

The Basic Salary shall be ₹ 12,00,000/- per month, payable monthly.

B) Variable Compensation

Commission will be as per the net profits of the Company based on sales determined in accordance with the relevant provisions of the Companies Act, 2013 at a rate to be determined by the Board of Directors from time to time

C) Perquisites and Allowance

In addition to the Fixed Compensation, he will be entitled to the following allowances, perquisites, benefits, facilities and amenities as per rules of the Company and subject to the relevant provisions of the Companies Act, 2013 (collectively called “perquisites and allowances”) These perquisites and allowances may be granted to the Joint Managing Director& CFO in such forms and manner as the Board may decide.

- a) Housing as per rules of the Company (i.e. unfurnished/furnished residential accommodation and/or House Rent
- b) Payment/Reimbursement of medical/hospitalization expenses for the Joint Managing Director and his family in accordance with the rules of the Company.
- c) Group Insurance cover, Group Medi-claim cover.
- d) Company car with driver for official use.
- e) Free telephone facility payment/reimbursement of telephone expenses at the residence as per the rules of the Company
- f) Contribution to Provident Fund, Superannuation Fund and Gratuity Fund shall be as per the rules of the Company.
- g) Other Perquisites, Allowances, benefits and amenities as per the policy/ rules of the Company in force and/or as may be approved by the Board from time to time.
- h) Perquisites shall be evaluated at actual cost or if the cost is not ascertainable the same shall be valued as per Income Tax Rules.
- i) Bonus as decided by Board of Directors from time to time.
- j) Credit Card Facility

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter and vary the remuneration payable to Mr. Rajeev Setia, as it may deem fit and as may be acceptable to Mr. Rajeev Setia, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof or otherwise as may be permissible at law.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members be and is hereby accorded for payment of remuneration to Mr. Rajeev Setia (DIN : 01125921) as mentioned in the foregoing paragraphs, in the capacity of Joint Managing Director& CFO of Company, notwithstanding that the annual aggregate remuneration payable to Mr. Vijay Kumar Setia, Mr. Rajeev Setia, Mr. Ankit Setia, Mrs. Shweta Setia and Mr. Sankesh Setia Directors of Company, who are also promoters or members of the promoter group, exceeds 5% of the net profit of the Company as calculated under Section 198 of the Act, in any year during the remaining tenure of his appointment and the approval of shareholders shall be valid during the remaining tenure of his appointment.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year , during the term of office of Mr. Rajeev Setia, the Company may, subject to the requisite approvals, if required, pay you remuneration by way of salary, allowances, perquisites not exceeding the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013.

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

6. To revise remuneration of Mr. Vijay Kumar Setia (DIN: 01125966) Managing Director of the Company and in this regard, to consider and if thought fit, to pass, the following resolution as a Special Resolution :

“**RESOLVED THAT** pursuant to the provisions of Section 190, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder read with Schedule V to 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) and pursuant to the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as “the Board” including any committee constituted by the Board), approval of the members of the Company, be and is hereby accorded for increase in the remuneration of Mr. Vijay Kumar Setia (DIN: 01125966), Managing Director of the Company from ₹ 8,00,000/- per month to ₹ 12,00,000/- per month, w.e.f. April 01, 2023, upon such terms and conditions as mentioned in the agreement, which is hereby approved and sanctioned with authority to the Board of Directors and to do all such acts, deeds and things and to alter and vary the terms and conditions of the said agreement in such manner as may be agreed to between the Board of Directors and Mr. Vijay Kumar Setia.

REMUNERATION

A) Fixed Compensation

Fixed Compensation shall include Basic Salary, the Company's Contribution to Provident Fund and Gratuity.

The Basic Salary shall be ₹ 12,00,000 per month, payable monthly

The Company's contribution to the Gratuity and Provident Fund shall be according to the rules of the Company in force from time to time.

B) Variable Compensation

Commission will be as per the net profits of the Company determined in accordance with the relevant provisions of the Companies Act, 2013, at a rate to be determined by the Board of Directors from time to time, subject to the conditions that such payment shall be within the overall ceiling of the remuneration permissible under the Act.

C) Perquisites and Allowance

In addition to the Fixed and variable Compensation, he will be entitled to the following allowances, perquisites, benefits, facilities and amenities as per rules of the Company and subject to the relevant provisions of the Companies Act, 2013 (collectively called “perquisites and allowances”) These perquisites and allowances may be granted to the Managing Director in such forms and manner as the Board may decide.

- a) Housing as per rules of the Company (i.e. unfurnished/furnished residential accommodation and/or House Rent)
- b) Payment/Reimbursement to medical/hospitalization expenses for the Managing Director and his family in accordance with the rules of the Company.
- c) Group Insurance cover, Group Medi-claim cover.
- d) Company car with driver for official use.
- e) Free telephone facility payment/reimbursement of telephone expenses at the residence as per the rules of the Company
- f) Contribution to Provident Fund, Superannuation Fund and Gratuity Fund shall be as per the rules of the Company.
- g) Other Perquisites, Allowances, benefits and amenities as per the policy/ rules of the Company in force and/or as may be approved by the Board from time to time.
- h) Perquisites shall be evaluated at actual cost or if the cost is not ascertainable the same shall be valued as per Income Tax Rules.
- i) Bonus as decided by Board of Directors from time to time.
- j) Credit Card Facility

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter and vary the remuneration payable to Mr. Vijay Kumar Setia, as it may deem fit and as may be acceptable to Mr. Vijay Kumar Setia, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof or otherwise as may be permissible at law.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members be and is hereby accorded for payment of remuneration to Mr. Vijay Kumar Setia (DIN : 01125966) as mentioned in the foregoing paragraphs, in the capacity of Chairman and Managing Director of Company, notwithstanding that the annual aggregate remuneration payable to Mr. Vijay Kumar Setia, Mr. Rajeev Setia, Mr. Ankit Setia, Mrs. Shweta Setia and Mr. Sankesh Setia Directors of Company, who are also promoters or members of the promoter group, exceeds 5% of the net profit of the Company as calculated under Section 198 of the Act, in any year during the remaining tenure of his appointment and the approval of shareholders shall be valid during the remaining tenure of his appointment.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mrs. Vijay Kumar Setia, the Company may, subject to the requisite approvals, if required, pay you remuneration by way of salary, allowances, perquisites not exceeding the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013.

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

7. To revise the remuneration of Mr. Ankit Setia (DIN: 01133822) Executive Director of Company and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution :

RESOLVED THAT pursuant to the provisions of Section 190, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder read with Schedule V to 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) and pursuant to the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as “the Board” including any committee constituted by the Board), approval of the members of the Company, be and is hereby accorded for increase in the remuneration of Mr. Ankit Setia (DIN: 01133822), Executive Director of the Company from ₹ 4,00,000/- per month to ₹ 6,00,000/- per month, w.e.f. April 01, 2023, upon such terms and conditions as mentioned in the agreement, which is hereby approved and sanctioned with authority to the Board of Directors and to do all such acts, deeds and things and to alter and vary the terms and conditions of the said agreement in such manner as may be agreed to between the Board of Directors and Mr. Ankit Setia.

REMUNERATION

A) Fixed Compensation

Fixed Compensation shall include Basic Salary, Company’s Contribution to Provident Fund and Gratuity

The Basic Salary shall be ₹ 6,00,000/- per month, payable monthly.

The Company’s contribution to the Gratuity and Provident Fund shall be according to the rules of the Company in force from time to time.

B) Variable Compensation

Commission will be as per the net profits of the Company based on sales determined in accordance with the relevant provisions of the Companies Act, 2013 at a rate to be determined by the Board of Directors from time to time

C) Perquisites and Allowance

In addition to the Fixed Compensation, he will be entitled to the following allowances, perquisites, benefits, facilities and amenities as per rules of the Company and subject to the relevant provisions of the Companies Act, 2013 (collectively called “perquisites and allowances”) These perquisites and allowances may be granted to the Executive Director in such forms and manner as the Board may decide.

- a) Housing as per rules of the Company (i.e. unfurnished/furnished residential accommodation and/or House Rent
- b) Payment/Reimbursement of medical/hospitalization expenses for the Whole-Time director and his family in accordance with the rules of the Company.
- c) Group Insurance cover, Group Medi-claim cover.
- d) Company car with driver for official use.
- e) Free telephone facility payment/reimbursement of telephone expenses at the residence as per the rules of the Company
- f) Contribution to Provident Fund, Superannuation Fund and Gratuity Fund shall be as per the rules of the Company.
- g) Other Perquisites, Allowances, benefits and amenities as per the policy/ rules of the Company in force and/or as maybe approved by the Board from time to time.
- h) Perquisites shall be evaluated at actual cost or if the cost is not ascertainable the same shall be valued as per Income Tax Rules.
- i) Bonus as decided by Board of Directors from time to time
- j) Credit Card Facility

RESOLVED FURTHER THAT pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members be and is hereby accorded for payment of remuneration to Mr. Ankit Setia (DIN : 01133822) as mentioned in the foregoing paragraphs, in the capacity of Whole time Director of Company, notwithstanding that the annual aggregate remuneration payable to Mr. Vijay Kumar Setia, Mr. Rajeev Setia, Mr. Ankit Setia, Mrs. Shweta Setia and Mr. Sankesh Setia Directors of Company, who are also promoters or members of the promoter group, exceeds 5% of the net profit of the Company as calculated under Section 198 of the Act, in any year during the remaining tenure of his appointment and the approval of shareholders shall be valid during the remaining tenure of his appointment

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter and vary the remuneration payable to Mr. Ankit Setia, as it may deem fit and as may be acceptable to Mr. Ankit Setia, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof or otherwise as may be permissible at law.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. Ankit Setia, the Company may, subject to the requisite approvals, if required, pay remuneration by way of salary, allowances, perquisites not exceeding the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013.

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

8. **To approve the re-appointment of Mr. Ankit Setia (DIN: 01133822) Executive Director of Company and in this regard to consider and if thought fit, the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee to the Board of Directors (Board) and approval thereof by the Board and in accordance with the provisions of Sections 196 and 197 read with schedule V to the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules made there under (including any statutory modification (s) or re-enactment thereof for the time being in force) and the Articles of Association of Company, approval of members of Company be and is hereby accorded to the re-appointment of Mr. Ankit Setia (Din: 01133822) , as Whole Time Director of the Company , for a further period of five years w.e.f October 1, 2023 on the remuneration, terms and conditions as mentioned below:-

REMUNERATION

A) Fixed Compensation

Fixed Compensation shall include Basic Salary, Company’s Contribution to Provident Fund and Gratuity

The Basic Salary shall be ₹ 600000/- per month, payable monthly

The Company’s contribution to the Gratuity and Provident Fund shall be according to the rules of the Company in force from time to time.

B) Variable Compensation

Commission will be as per the net profits of the Company based on sales determined in accordance with the relevant provisions of the Companies Act, 2013 at a rate to be determined by the Board of Directors from time to time.

C) Perquisites and Allowance

In addition to the Fixed Compensation, he will be entitled to the following allowances, perquisites, benefits, facilities and amenities as per rules of the Company and subject to the relevant provisions of the Companies Act, 2013 (collectively called “perquisites and allowances”) These perquisites and allowances may be granted to the Executive Director in such forms and manner as the Board may decide.

- a) Housing as per rules of the Company (i.e. unfurnished/furnished residential accommodation and/or House Rent
- b) Payment/Reimbursement of medical/hospitalization expenses for the Whole-Time director and his family in accordance with the rules of the Company.
- c) Group Insurance cover, Group Medi-claim cover.
- d) Company car with driver for official use.
- e) Free telephone facility payment/reimbursement of telephone expenses at the residence as per the rules of the Company
- f) Contribution to Provident Fund, Superannuation Fund and Gratuity Fund shall be as per the rules of the Company.
- g) Other Perquisites, Allowances, benefits and amenities as per the policy/ rules of the Company in force and/or as may be approved by the Board from time to time.
- h) Perquisites shall be evaluated at actual cost or if the cost is not ascertainable the same shall be valued as per Income Tax Rules.
- i) Bonus as decided by Board of Directors from time to time
- j) Credit Card Facility

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter and vary the remuneration payable to Mr. Ankit Setia, as it may deem fit and as may be acceptable to Mr. Ankit Setia, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof or otherwise as may be permissible at law.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. Ankit Setia, the Company may, subject to the requisite approvals, if required, pay you remuneration by way of salary, allowances, perquisites not exceeding the maximum limits laid down in section II of Part II of Schedule V to the Companies Act, 2013.

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

9. **To revise the remuneration of Mr. Sankesh Setia (DIN: 06620109) Wholetime Director of Company and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:**

RESOLVED THAT pursuant to the provisions of Section 190, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder read with Schedule V to 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) and pursuant to the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as “the Board” including any committee constituted by the Board), approval of the members of the Company, be and is hereby accorded for increase in the remuneration of Mr. Sankesh Setia (DIN: 06620109), Executive Director of the Company from ₹4,00,000/- per month to ₹6,00,000/- per month, w.e.f. April 01, 2023, upon such terms and conditions as mentioned in the agreement, which is hereby approved and sanctioned with authority to the Board of Directors and to do all such acts, deeds and things and to alter and vary the terms and conditions of the said agreement in such manner as may be agreed to between the Board of Directors and Mr. Sankesh Setia.

REMUNERATION

A) Fixed Compensation

Fixed Compensation shall include Basic Salary, Company's Contribution to Provident Fund and Gratuity

The Basic Salary shall be ₹ 6,00,000/- per month, payable monthly

The Company's contribution to the Gratuity and Provident Fund shall be according to the rules of the Company in force from time to time.

B) Variable Compensation

Commission will be as per the net profits of the Company based on sales determined in accordance with the relevant provisions of the Companies Act, 2013 at a rate to be determined by the Board of Directors from time to time.

C) Perquisites and Allowance

In addition to the Fixed Compensation, he will be entitled to the following allowances, perquisites, benefits, facilities and amenities as per rules of the Company and subject to the relevant provisions of the Companies Act, 2013 (collectively called “perquisites and allowances”) These perquisites and allowances may be granted to the Executive Director in such forms and manner as the Board may decide